ELEMENT FLEET MANAGEMENT CORP.

NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 10, 2022

AND

MANAGEMENT INFORMATION CIRCULAR

April 1, 2022

ELEMENT FLEET MANAGEMENT CORP.

Invitation to Shareholders

Dear Fellow Shareholders,

On behalf of Element's Board of Directors (the "Board") and management, I am pleased to invite you to join me at our annual meeting of common shareholders of Element Fleet Management Corp. ("Element" or the "Corporation"). The meeting will be held on Tuesday, May 10, 2022, at 3:30 p.m. (Toronto time).

Similar to last year, we will hold our annual meeting in a virtual format, which will be conducted via live audio webcast and online. At the meeting, you'll have the opportunity to ask questions and vote on a number of important matters. Following the formal business of the meeting, members of the management team will review Element's performance in 2021 and discuss the Corporation's progress in executing its strategy. The Management Information Circular (the "Circular") contains detailed instructions about how to participate at the virtual meeting.

Against the backdrop of COVID-19 and the unprecedented global vehicle shortage, Element's 2021 financial and operating results underscore the Corporation's resilient business model and its significant progress pivoting to growth. Element continues to advance a capital-lighter strategy that maintains its investment grade balance sheet and ready access to ample cost-efficient funds while enabling the return of $644 million cash to shareholders in 2021. The Board has tremendous confidence in Element's future, and we believe that the Corporation is in a strong position to sustain and build on its success to date. The Board will continue to work closely with management to set the Corporation's strategic direction and ensure that Element is well positioned to achieve its strategic objectives.

In addition to this strategic oversight, the Board has worked with management to develop Element's ESG strategy, which is summarized in the Circular and published in Element's second annual ESG Report which is available on the Element website (https://www.elementfleet.com/investor-relations/esg-report-company-policies). While ESG has long been a focal point for Element, the Board is excited with the expanded efforts management undertook to accelerate ESG activities in 2021 and is confident in Element's ability to deliver on this important aspect of its strategy in 2022 and beyond.

The Management Information Circular contains important information. After reviewing it, please vote your shares on all items to be considered. Should you be unable to attend the virtual meeting on May 10, 2022, we urge you to vote your shares in advance of the meeting by delivering your completed proxy or voting instruction form as explained in the Management Information Circular.

The Board has strong confidence in the leadership of our President and Chief Executive Officer, Jay Forbes, and his management team. We believe that their strategic focus and disciplined execution will produce tangible benefits to our clients, employees and shareholders alike in 2022.

Thank you for your continued confidence in Element and we look forward to welcoming you on May 10, 2022.

Sincerely,

David Denison
Chair of the Board

April 1, 2022

ELEMENT FLEET MANAGEMENT CORP.

Notice of Annual Meeting of Shareholders
May 10, 2022

Notice is hereby given that the annual meeting of the holders of common shares of Element Fleet Management Corp. (the "Corporation") will be held on Tuesday, May 10, 2022 at 3:30 p.m. (Toronto time) (the "Meeting") via live audio webcast online at meetnow.global/MJNPR2A. The Meeting will be held for the following purposes:

1. to receive the Corporation's audited consolidated financial statements as at and for the year ended December 31, 2021 and the auditors' report thereon;

2. to elect the Directors of the Corporation;

3. to re-appoint auditors and to authorize the Board of Directors to fix their remuneration;

4. to consider and, if thought advisable, approve the advisory resolution on the Corporation's approach to executive compensation; and

5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular (the "Circular") accompanying this Notice of Meeting under the heading of "Matters to be Acted Upon at Meeting".

Given the unprecedented public health impact of the COVID-19 virus, and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, we will hold our annual meeting in a virtual only format, which will be conducted via live audio webcast. Shareholders will have an equal opportunity to participate at the annual meeting online regardless of their geographic location. Registered shareholders and duly appointed proxyholders will be able to attend the Meeting, ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the Circular.

Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting. A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Circular and on their form of proxy or voting instruction form. These instructions include the additional step of registering such proxyholder with our transfer agent, Computershare Trust Company of Canada, after submitting their form of proxy or voting instruction form. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a Control Number to participate in the Meeting and only being able to attend as a guest. Proxies must be received no later than Friday, May 6, 2022 at 3:30

p.m. (Toronto time), or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment.

DATED the 1st day of April, 2022.

By Order of the Board of Directors

David Colman
Executive Vice President, General Counsel & Corporate Secretary

ELEMENT FLEET MANAGEMENT CORP.

Management Information Circular for Annual Meeting of Shareholders
May 10, 2022

ABOUT THIS MANAGEMENT INFORMATION CIRCULAR

Solicitation of Proxies

This Management Information Circular (the "Circular") is being furnished in connection with the solicitation, by or on behalf of the management of Element Fleet Management Corp. ("Element" or the "Corporation"), of proxies to be used at the Corporation's annual meeting of the holders of common shares of the Corporation (the "Common Shares") to be held on Tuesday, May 10, 2022 (the "Meeting") or at any adjournment thereof. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees of the Corporation without special compensation, or by the Corporation's transfer agent, Computershare Trust Company of Canada ("Computershare") at nominal cost. The cost of solicitation will be borne by the Corporation.

Attending the Meeting

Element is holding the Meeting in a virtual only format, which will be conducted via live audio webcast. Shareholders will not be able to attend the Meeting in person. Attending the Meeting online enables registered shareholders and duly appointed proxyholders, including non-registered (beneficial) shareholders who have duly appointed themselves as proxyholder, to participate at the Meeting and ask questions, all in real time. Registered shareholders and duly appointed proxyholders can vote at the appropriate times during the Meeting. Guests, including non-registered (beneficial) shareholders who have not duly appointed themselves as proxyholder, can log in to the Meeting as set out below. Guests can listen to the Meeting but are not able to vote.

To attend the Meeting, log in online at meetnow.global/MJNPR2A. We recommend that you log in at least fifteen minutes before the Meeting starts.

Registered Shareholders and duly appointed proxyholders can participate in the Meeting by clicking "Shareholder" and entering a Control Number or an Invite Code before the start of the Meeting. For registered shareholders, the 15-digit control number located on the form of proxy or in the email notification you received is your "Control Number". For duly appointed proxyholders, Computershare will provide the proxyholder with an Invite Code by e-mail after the proxy voting deadline has passed and you have been duly appointed and registered as described in "Appointment of Proxyholder" below.

Non-registered shareholders who have not appointed themselves as proxyholders to participate and vote at the Meeting may login as a guest, by clicking on "Guest" and complete the online form; however, they will not be able to vote.

If you attend the Meeting, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedures.

For more information, please see Computershare's Virtual AGM User Guide, attached hereto as Appendix "B".

Voting at the Meeting

Registered shareholders and duly appointed proxyholders may vote at the Meeting by completing a ballot online during the Meeting.

Non-registered (beneficial) shareholders who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting but will be able to participate as a guest. This is because Element and Computershare do not have a record of the non-registered shareholders of the Corporation, and, as a result, will have no knowledge of your shareholdings or entitlement to vote unless you appoint yourself as proxyholder. See "Appointment of Proxyholder" and "Non-Registered Shareholders" below.

If you are a non-registered shareholder and wish to vote at the Meeting, you have to appoint yourself as proxyholder by inserting your own name in the space provided on the voting instruction form ("VIF") sent to you and must follow all of the applicable instructions, including the deadline, provided by your Intermediary (as defined below).

Appointment of Proxyholder

The following applies to shareholders who wish to appoint someone as their proxyholder other than the Element proxyholders named in the form of proxy or VIF. This includes non-registered shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

Shareholders who wish to appoint someone other than the Element proxyholders as their proxyholder to attend and participate at the Meeting as their proxy and vote their Common Shares must submit their form of proxy or VIF, as applicable, appointing that person as proxyholder and register that proxyholder online, as described below. Registering your proxyholder is an additional step to be completed after you have submitted your form of proxy or VIF per the instructions described below. **To register a proxyholder in this manner, shareholders must visit http://www.computershare.com/elementfleet by 3:30 p.m. (Toronto time) on May 6, 2022 and provide Computershare with the required proxyholder contact information so that Computershare may provide the proxyholder with an Invite Code via email. Failure to register the proxyholder will result in the proxyholder not receiving an Incite Code that is required to vote at the Meeting. Without an Invite Code, proxyholders will not be able to vote at the Meeting but will be able to participate as a guest.**

The persons designated by management of the Corporation in the enclosed form of proxy are directors or officers of the Corporation. **Each shareholder has the right to appoint as proxyholder a person or company (who need not be a shareholder of the Corporation) other than the persons designated by management of the Corporation in the enclosed form of proxy to attend and act on the shareholder's behalf at the Meeting or at any adjournment**

thereof. Such right may be exercised by inserting the name of the person or company in the blank space provided in the enclosed form of proxy or by completing another form of proxy.

Additionally, Element may use Broadridge's QuickVote™ service to assist non-registered shareholders with voting their shares.

Registered Shareholders

In the case of registered shareholders, the completed, dated and signed form of proxy should be sent in the enclosed envelope or otherwise to the Executive Vice President, General Counsel & Corporate Secretary of the Corporation c/o Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario, M5J 2Y1, fax number 1-866-249-7775 or to the Executive Vice President, General Counsel & Corporate Secretary of the Corporation at the Corporation's registered office, which is located at 161 Bay Street, Suite 3600, Toronto, Ontario, M5J 2S1. To vote over the internet, go to www.investorvote.com and enter the 15-digit control number printed on your form of proxy. To vote by telephone, call 1-866-732-8683 (toll-free in North America) and enter the 15-digit control number printed on your form of proxy. Follow the instructions provided by the interactive voice recognition system.

Non-Registered Shareholders

In the case of non-registered shareholders, excluding those located in the United States, who receive these materials through their broker or other Intermediary, the shareholder should complete and send the form of proxy in accordance with the instructions provided by their broker or other Intermediary. To be effective, a proxy must be received by Computershare or the Executive Vice President, General Counsel & Corporate Secretary of the Corporation no later than Friday, May 6, 2022 at 3:30 p.m. (Toronto time) (unless such proxy submission deadline is waived by the Board of Directors of the Corporation (the "Board")), or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment. The deadline for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

Non-Registered Shareholders (United States)

If you are a non-registered shareholder located in the United States and wish to vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described herein, you must obtain a valid legal proxy from your Intermediary. Follow the instructions from your Intermediary included with the form of proxy and VIF sent to you, or contact your Intermediary to request a form of proxy if you have not received one. After obtaining a valid form of proxy from your Intermediary, you must then submit a copy of such legal proxy to Computershare. Requests for registration from non-registered shareholders located in the United States that wish to vote at the Meeting or, if permitted, appoint a third party as their proxyholder must be sent by e-mail or by courier to: uslegalproxy@computershare.com (if by e-mail), or Computershare, Attention: Proxy Dept., 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, Canada (if by courier), and in both cases, must be labelled "Legal Proxy" and received no later than the voting deadline of 3:30 p.m. (Toronto time) on May 6, 2022. You will receive a confirmation of your registration by e-mail after Computershare receives your registration materials.

Revocation of Proxy

A shareholder who has given a proxy may revoke it by depositing an instrument in writing signed by the shareholder or by the shareholder's attorney, who is authorized in writing, or by transmitting, by telephonic or electronic means, a revocation signed by electronic signature by the shareholder or by the shareholder's attorney, who is authorized in writing, to or at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment of the Meeting, the last business day preceding the day of the adjournment, or with the Chair of the Meeting on the day of, and prior to the start of, the Meeting or any adjournment thereof. A shareholder may also revoke a proxy in any other manner permitted by law.

If you are a beneficial owner, contact your broker or nominee to find out how to change or revoke your voting instructions and the timing requirements, or for other voting questions. Intermediaries may set deadlines for the receipt of revocation notices that are farther in advance of the Meeting than those set out above and, accordingly, any such revocation should be completed well in advance of the deadline prescribed in the proxy card or VIF to ensure it is given effect at the Meeting.

If you have followed the process for attending and voting at the Meeting online, voting at the Meeting online will revoke all previously submitted proxies. However, in such a case, you will be provided with the opportunity to vote by ballot on the matters put forth at the Meeting. If you do not wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the Meeting as a guest.

Voting of Proxies

On any ballot that may be called for, the Common Shares represented by a properly executed proxy given in favour of the persons designated by management of the Corporation in the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions given on the form of proxy, and if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Corporation is not aware of any such amendment, variation or other matter to come before the Meeting. However, if any amendments or variations to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Common Shares represented by properly executed proxies given in favour of the persons designated by management of the Corporation in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

Non-Registered Shareholders

Only registered holders of Common Shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Corporation are "non-registered" shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares.

A holder of Common Shares is a non-registered (or beneficial) shareholder (a "Non-Registered Holder") if the shareholder's Common Shares are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, RDSPs, TFSAs and similar plans; or (b) in the name of a clearing agency (such as CDS & Co.) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about them to the Corporation are referred to as non-objecting beneficial owners ("NOBOs"). Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about them to the Corporation are referred to as objecting beneficial owners ("OBOs"). In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), the Corporation has elected to send copies of the proxy-related materials, including a form of proxy or VIF (collectively, the "meeting materials") indirectly through Intermediaries for onward distribution to NOBOs and OBOs. Element will also pay the fees and costs of Intermediaries for their services in delivering the meeting materials to NOBOs and OBOs in accordance with NI 54-101. Intermediaries must forward the meeting materials to each Non-Registered Holder (unless the Non-Registered Holder has waived the right to receive such materials), and often use a service company (such as Broadridge Investor Communication Solutions, Canada), to permit the Non-Registered Holder to direct the voting of the Common Shares held by the Intermediary on behalf of the Non-Registered Holder.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will either:

(a) be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Computershare, as described above under "Registered Shareholders"; or

(b) more typically, be given a VIF which must be completed and signed by the Non-Registered Holder in accordance with the directions on the VIF. Non-Registered Holders should submit VIFs to Intermediaries in sufficient time to ensure that their votes are received from the Intermediaries by the Corporation.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder who receives either a proxy or a VIF wish to attend and vote at the Meeting (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the form of proxy and insert their own (or such other person's) name in the blank space provided in the form of proxy or, in the case of a VIF, follow the corresponding instructions on the VIF, to appoint themselves as proxyholders, and deposit the form of proxy or submit the VIF in the appropriate manner noted above. Non-Registered Holders should carefully follow the instructions on the form of proxy or VIF that they receive from their Intermediary in order to vote the Common Shares that are held through that Intermediary. **Therefore, Non-Registered Holders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate persons, as required.**

These meeting materials are being sent to both registered and non-registered owners of the Common Shares. If you are a Non-Registered Holder, and the Corporation or its agent has sent these meeting materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these meeting materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these meeting materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

NOTICE AND ACCESS

The Corporation is utilizing the notice-and-access mechanism (the "Notice-and-Access Provisions") under NI 54-101 and NI 51-102 for distribution of this Circular to both registered and non-registered (or beneficial) shareholders.

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as this Circular and annual financial statements (the "Proxy-Related Materials") on-line, via the System for Electronic Document Analysis and Retrieval ("SEDAR") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular and audited consolidated financial statements and management's discussion and analysis of the Corporation for the year ended December 31, 2021 and the auditors' report thereon (the "Financial Statements") may be found on the Corporation's SEDAR profile at www.sedar.com and also on the following website at www.envisionreports.com/ELTQ2022. The Corporation will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the management information circular to some shareholders with this notice package. In relation to the Meeting, all of the shareholders of the Corporation will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular nor the Financial Statements. **Shareholders are reminded to review the Circular before voting.**

Although the Circular and the Financial Statements are posted electronically, as noted above, shareholders will receive a "notice package", by prepaid mail, which includes the notice of meeting, a form of proxy or VIF and supplemental mail list return card for shareholders to request they be included in the Corporation's supplementary mailing list for receipt of the Financial Statements. Shareholders should follow the instructions for completion and delivery contained in the form of proxy or VIF.

The Corporation anticipates that using the Notice-and-Access Provisions for delivery to all of the Corporation's shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing Proxy-Related Materials.

Shareholders with questions about Notice-and-Access Provisions can call the Corporation's transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario, M5J 2Y1 toll free at 1-866 964-0492. Shareholders may also obtain paper copies of the Proxy Related Materials free of charge by contacting Computershare or upon request to the Executive Vice President, General Counsel & Corporate Secretary of the Corporation by email at dcolman@elementcorp.com.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or Computershare as applicable, by April 25, 2022 in order to allow sufficient time for shareholders to receive the paper copies and to return their proxies or VIFs.

VOTING SHARES

Voting Shares

As at March 15, 2022, the Corporation had 399,667,265 Common Shares outstanding, each carrying the right to one vote per share. A simple majority of the votes cast at the Meeting, whether directly, by proxy or otherwise, will constitute approval of any matter submitted to a vote.

Record Date

The Board of Directors (the "Board") has fixed March 15, 2022 as the record date for the purpose of determining holders of Common Shares entitled to receive notice of and to vote at the Meeting. Any holder of Common Shares of record at the close of business on the record date is entitled to vote the Common Shares registered in such shareholder's name at that date on each matter to be acted upon at the Meeting.

Principal Shareholders

To the knowledge of the directors and executive officers of the Corporation, as at March 15, 2022, no person beneficially owned, directly or indirectly, or exercised control or direction over, 10% or more of the voting rights attached to the outstanding Common Shares, except for Massachusetts Financial Services Company, which to the Corporation's knowledge exercises control or direction over 41,111,269 Common Shares, representing approximately 10.3% of the issued and outstanding Common Shares.

MATTERS TO BE ACTED UPON AT MEETING

All dollar amounts in this Circular are expressed in Canadian dollars unless otherwise indicated.

Financial Statements

The Financial Statements will be presented at the Meeting. No vote with respect to the Financial Statements is required to be taken.

Election of Directors

The Corporation's articles provide for a minimum of three directors and a maximum of 14 directors. The Board has fixed the number of directors to be elected at the Meeting at ten. Under the by-laws of the Corporation, directors of the Corporation are elected annually. Each director will hold office until the next annual meeting or until the successor of such director is duly elected or appointed, unless such office is earlier vacated in accordance with the by-laws.

In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the election as directors of each of the proposed nominees whose names are set forth below. Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the persons designated by management of the Corporation in the enclosed form of proxy, in their discretion, in favour of another nominee.

The director nominee profiles set out in this Circular provide detailed information about each nominee for election to the Board, including their expertise, committee memberships, meeting attendance, public board memberships and voting results for last year's director elections, the number of securities beneficially owned, directly or indirectly, or over which control or direction was exercised, by such person or the person's associates or affiliates as of December 31, 2021, and 2021 total compensation, as applicable. The information as to securities beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective proposed nominees individually.

Re-appointment of Auditors

Ernst & Young LLP are the current auditors of the Corporation. At the Meeting, the holders of Common Shares will be requested to re-appoint Ernst & Young LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed, and to authorize the Board to fix the auditors' remuneration. For information regarding the fees paid by the Corporation to Ernst & Young LLP in 2020 and 2021, please refer to the Corporation's Annual Information Form dated March 1, 2022 and available at www.sedar.com.

In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the re-appointment of Ernst & Young LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed and the authorization of the Board to fix the remuneration of the auditors.

Advisory Vote on the Corporation's Approach to Executive Compensation

The governing objective of the Corporation's executive compensation program is to align executive interests with shareholders' interests. This objective is reflected in the Corporation's philosophy of pay for performance, based on competitive market practice, without encouraging excessive or inappropriate risk taking. This approach to executive compensation ensures that executives and shareholders share the common goals of commercial success and enhanced shareholder value. You can find details of the Corporation's executive compensation program in this Circular, including the compensation discussion and analysis starting on page 42.

Holders of Common Shares will be requested to vote on the way the Corporation compensates its executives. This vote is advisory and non-binding on the Corporation and the Board; however, the results will influence how the Compensation and Corporate Governance Committee ("C&CG Committee") considers executive compensation matters in the future. At the Corporation's annual meeting held on May 12, 2021, the resolution regarding executive compensation, substantially similar to the language provided below, was approved with 95.15% of our shareholders who voted on the matter.

> The ordinary resolution, which requires a majority vote to be approved, is:
>
> "Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in the Management Information Circular delivered in advance of the 2022 Annual Meeting of Shareholders of the Corporation."

In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR this advisory resolution.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

This Circular includes forward-looking statements and forward-looking information regarding Element and its business. Such statements and information are based on the current internal expectations, estimates, projections, assumptions and beliefs of Element's management. These statements may include, without limitation, statements relating, but not limited, to our compensation programs, board and committee composition, operations, anticipated financial performance, business prospects, planned capital expenditures and strategies. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions. In some cases, words such as “plan”, “expect”, “intend”, “believe”, “anticipate”, “estimate”, “target”, “project”, “forecast”, “may”, “will”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur are intended to identify forward-looking statements and information.

Forward-looking statements are provided for the purposes of assisting the reader in understanding Element and its business, operations, risks, financial performance, financial position and cash flows as at and for the periods ended on certain dates and to present information about management's current expectations and plans relating to the future and the reader is cautioned that such statements may not be appropriate for other purposes. These statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking statements or information. Undue reliance should not be placed on these forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur.

Information contained in forward-looking statements is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management's perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances. Although Element believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Element cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither Element nor any other person assumes responsibility for the accuracy or completeness of the forward-looking statements and information.

Additional information about the risks and uncertainties of Element's business and material factors or assumptions on which information contained in forward-looking statements is based is provided in Element's Annual Information Form and MD&A for fiscal year 2021, filed with the securities regulatory authorities in Canada and available on SEDAR at www.sedar.com.

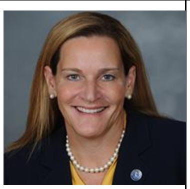
Other than as specifically required by applicable Canadian law, forward-looking statements speak only as of the date on which they are made and Element undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

DIRECTORS

Nominees for Election to the Board of Directors

The following tables provide information on the nominees. Included in these tables is information relating to the nominees' current membership on standing committees of the Board and other public company directorships held in the past five years. The profiles also show the present principal occupation and principal occupations held in the past five years, if different. In addition, the profiles show securities of Element held as of December 31, 2021 by each of the nominees, and these holdings as a multiple of their annual retainer. Certain other personal information is also included. In the tables, certain information, not being within the knowledge of the Corporation, has been furnished by the respective proposed nominees individually.

Virginia Addicott – Independent Director
Cleveland, Ohio, U.S.A. | Director since 2020 | Age 58



Ms. Addicott serves as a director of Element and is a member of the C&R Committee and the Audit Committee. She was appointed as director in October 2020. Ms. Addicott is an experienced board director and CEO with a focus on transportation, logistics, and digital transformation. Ms. Addicott spent most of her professional career with FedEx, and recently retired after over 30 years with the company. She last served as CEO of FedEx Custom Critical. She also served as the Executive Officer responsible for the healthcare segment for FedEx globally. Since 2016, Ms. Addicott has been a member of the board of CDW - a $16B multi-brand global technology solutions provider - where she was recruited for her operational and innovation experience. Ms. Addicott is also Chair of the Audit Committee and a member of the Nominating and Governance Committee at CDW. She is also currently a member of the Board of Trustees of Kent State University, and the Board of Directors of Akron Children's Hospital. Ms. Addicott earned a Bachelor of Science in Education degree, and an Executive MBA degree from Kent State University in Ohio. Throughout her career, Ms. Addicott has been recognized with numerous leadership and business awards.

Board/ Standing Committee Memberships/2021 Attendance:	Board (6/6 100%), Audit (4/4 100%), C&R (4/4 100%)
Public Board Memberships in last five (5) years:	CDW Corporation (since 2016)
2021 Compensation:	$201,581[1] (100% in DSUs)
2021 Annual Meeting (votes for):	99.99%

Securities held at fiscal year end

Fiscal Year	Common Shares (#)	DSUs (#)	Total Value of Securities	Equity Ownership Requirement (within six years of becoming a director	Value of Securities as Compared to Equity Ownership Requirement
2021	5,000	19,123	$310,704 [2]	$1,004,256[4]	31%
2020	5,000	4,100	$121,758[3]	$1,008,216	12%

(1) Compensation was paid in US dollars at a conversion rate from US dollars to Canadian dollars of 1.244.
(2) Value is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).
(3) Value is based on the closing price of the Common Shares on the TSX on December 31, 2020 ($13.38).
(4) Based on a conversion rate from US dollars to Canadian dollars of 1.268 as published by the Bank of Canada on December 31, 2021.

Andrew Clarke – Independent Director Austin,, Texas, U.S.A. | Director since 2018 | Age 51		
	Andrew Clarke serves as a director of Element and is a member of the Audit Committee and the C&R Committee. He was appointed as director in June 2018. Mr. Clarke has over 20 years of experience in the transportation industry. Mr. Clarke previously served as the Chief Financial Officer of C.H. Robinson, Inc. of Minneapolis, Minnesota, a NASDAQ-listed corporation and one of the world's largest third-party logistics providers, a position he held from 2015 to 2019. From 2007 to 2013, Mr. Clarke was the Chief Executive Officer of Panther Expedited Services, Inc. of Seville, Ohio, a premium logistics provider that focuses on the automotive, life sciences, governmental and manufacturing segments. From 2001 to 2006, Mr. Clarke served in various executive roles, including as Senior Vice President and Chief Financial Officer, at Forward Air Corporation, a NASDAQ-listed, diversified transportation services corporation. Mr. Clarke is currently a director of Logistics Innovation Technologies Corp., a NASDAQ-listed special purpose acquisition company, and a director of two private companies, Direct Chassis Link, Inc. and Rock-it Cargo USA LLC. Mr. Clarke was previously a director of several other public companies, including Big Lots, Inc., Forward Air Corporation, Blount International Inc., where he served as Chairperson of the Audit Committee and a member of the Corporate Governance and Compensation Committee, and Pacer International, Inc., where he served as Chair of the Audit Committee and member of the Compensation and Nominating & Corporate Governance Committees. Mr. Clarke holds a Bachelor of Science in Business Administration from Washington University and a Master of Business Administration from the University of Chicago Booth School of Business.	
	Board/ Standing Committee Memberships/2021 Attendance:	Board (6/6 100%), Audit (4/4 100%), C&R (4/4 100%)
	Public Board Memberships in last five (5) years:	Logistics Innovation Technologies Corp. (since 2021) Big Lots, Inc. (until 2021) Blount International, Inc. (until 2016)
	2021 Compensation:	$201,581[(1)] (100% in DSUs)
	2021 Annual Meeting (votes for):	99.99%

Securities held at fiscal year end

Fiscal Year	Common Shares (#)	DSUs (#)	Total Value of Securities	Equity Ownership Requirement (within six years of becoming a director)	Value of Securities as Compared to Equity Ownership Requirement
2021	15,000	72,179	$1,122,866 [(2)]	$1,004,256[(4)]	112%
2020	15,000	56,440	$955,867[(3)]	$1,008,216	95%

(1) Compensation was paid in US dollars at an average conversion rate from US dollars to Canadian dollars of 1.244.
(2) Value is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).
(3) Value is based on the closing price of the Common Shares on the TSX on December 31, 2020 ($13.38).
(4) Based on a conversion rate from US dollars to Canadian dollars of 1.268 as published by the Bank of Canada on December 31, 2021.

David F. Denison – Chair of the Board and Independent Director

Toronto, Ontario, Canada | Director since 2018 | Age 69

David Denison serves as Chair of Element’s Board since January 1, 2019 and as a member of the C&CG Committee since December 14, 2018. Mr. Denison is a director of the Royal Bank of Canada and BCE Inc. and a past Chair of The Canadian Coalition for Good Governance. He serves as an Advisor to The Government of Singapore Investment Corporation, Sagard Holdings, and Whitehorse Liquidity Partners.. Mr. Denison was also Chair of the Board of Hydro One Limited, and served as President and Chief Executive Officer of the Canada Pension Plan Investment Board from 2005 to 2012. Prior to that, he was President of Fidelity Investments Canada Limited. Mr. Denison earned Bachelor’s degrees in mathematics and education from the University of Toronto. He is a Chartered Professional Accountant and a Fellow of Chartered Professional Accountants of Ontario. He is an Officer of the Order of Canada

Board/Standing Committee Memberships/2021 Attendance:	Board (6/6 100%), C&CG (6/6 100%)
Public Board Memberships in last five (5) years:	Royal Bank of Canada (since 2012), BCE Inc. (since 2012) Allison Transmission Holdings, Inc. (2013 – 2017), Hydro One Limited (2015 – 2018)
2021 Compensation:	$367,076[1] (100% in DSUs)
2021 Annual Meeting (votes for):	99.24%

Securities held at fiscal year end

Fiscal Year	Common Shares (#)	DSUs (#)	Total Value of Securities	Equity Ownership Requirement (within six years of becoming a director	Value of Securities as Compared to Equity Ownership Requirement
2021	30,621	108,540	$1,792,394[2]	$2,130,240[4]	84%
2020	30,621	80,203	$1,482,825[3]	$2,138,640	69%

(1) Compensation was paid in US dollars at an average conversion rate from US dollars to Canadian dollars of 1.244.
(2) Value is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).
(3) Value is based on the closing price of the Common Shares on the TSX on December 31, 2020 ($13.38).
(4) Based on a conversion rate from US dollars to Canadian dollars of 1.268 as published by the Bank of Canada on December 31, 2021.

Jay Forbes – Executive Director

Chester Basin, Nova Scotia, Canada | Director since 2018 | Age 61

Mr. Forbes serves as a director of Element and was appointed as Chief Executive Officer of the Corporation effective June 1, 2018. Prior to joining Element, Mr. Forbes was President and Chief Executive Officer of Manitoba Telecom Services Inc. ("MTS"), a regional telecom services provider, from 2015 to 2017. Mr. Forbes was President and Chief Executive Officer of Teranet Inc., a world-leading developer, operator and owner of electronic land registration systems, from 2009 to 2013. Mr. Forbes' other leadership roles have included President at Ingram Micro Inc. and President and Chief Executive Officer at Aliant Inc. He was previously a director at Economical Insurance, MTS, Stratos Global Corporation and Aliant Inc. Mr. Forbes is a Top 40 Under 40 as well as a Top 50 CEO Award recipient. He holds a Bachelor of Commerce degree from Dalhousie University, is a Fellow of the Chartered Professional Accountants of Nova Scotia (FPCA, FCA), and has completed the Institute of Corporate Directors program.

Board/ Standing Committee Memberships/2021 Attendance:	Board (6/6 100%)
Public Board Memberships in last five (5) years:	Manitoba Telecom Services Inc. (until 2017)
2021 Compensation:	Board compensation is not paid to executive officers. See "Summary Compensation Table" for Mr. Forbes' compensation as CEO of Element.
2021 Annual Meeting (votes for):	99.99%

Securities held at fiscal year end(1)

Fiscal Year	Common Shares (#)	DSUs (#)	Total Value of Securities	Equity Ownership Requirement (within six years of becoming a director	Value of Securities as Compared to Equity Ownership Requirement
2021	400,000	—	$5,152,000(2)	N/A(4)	N/A(4)
2020	400,000	—	$5,352,000(3)	N/A	N/A

(1) In addition to the securities listed in this table, Mr. Forbes holds option-based and share-based awards. These securities do not count towards his share ownership requirements until they vest. Please see "Incentive Plan Awards - Outstanding option-based and share-based awards" for further details about Mr. Forbes' option-based and share-based awards.

(2) Value is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).

(3) Value is based on the closing price of the Common Shares on the TSX on December 31, 2020 ($13.38).

(4) Mr. Forbes is subject to the equity ownership requirements as President and Chief Executive Officer of the Corporation. See "Compensation Discussion and Analysis – Equity Ownership Requirements".

G. Keith Graham – Independent Director

Chatham, Ontario, Canada | Director since 2018 | Age 60

Mr. Graham serves as a director of Element and is Chair of the Audit Committee. He was appointed as director in May 2018. He has extensive business, investment and asset management expertise and brings a valuable institutional investor's perspective to the Board. Mr. Graham is the Founder and President of Rondeau Capital Inc., a private investment and advisory company, where he actively managed investments from 2009 to 2017. He has over 25 years of experience as a Portfolio Manager and Senior Executive with firms such as AGF Funds Inc., a diversified global asset management firm, Trimark Investments, a privately-owned investment management firm, and Ontario Teachers' Pension Plan, one of the world's largest single-profession pension plans and private equity investors. Mr. Graham holds the Chartered Financial Analyst designation and earned a Master of Business Administration from the Ivey School of Business at the University of Western Ontario.

Board/ Standing Committee Memberships/2021 Attendance:	Board (6/6 100%), Audit (4/4 100%)
Public Board Memberships in last five (5) years:	B.E.S.T Total Return Fund, Inc. (until 2019) and Redknee Solutions Inc. (until 2017)
2021 Compensation:	$204,720(1) (50% in DSUs)
2021 Annual Meeting (votes for):	98.86%

Securities held at fiscal year end

Fiscal Year	Common Shares (#)	DSUs (#)	Total Value of Securities	Equity Ownership Requirement (within six years of becoming a director	Value of Securities as Compared to Equity Ownership Requirement
2021	100,000	53,883	$1,982,013(2)	$1,004,256(4)	197%
2020	100,000	45,654	$1,948,851(3)	$1,008,216	193%

(1) Compensation was paid in US dollars at an average conversion rate from US dollars to Canadian dollars of 1.244.
(2) Value is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).
(3) Value is based on the closing price of the Common Shares on the TSX on December 31, 2020 ($13.38).
(4) Based on a conversion rate from US dollars to Canadian dollars of 1.268 as published by the Bank of Canada on December 31, 2021.

Alexander D. Greene – Independent Director

Armonk, New York, U.S.A. | Director since 2018 | Age 63

Mr. Greene serves as a director of Element and is a member of the Audit Committee and the C&R Committee. He was appointed in June 2018. Mr. Greene has over 40 years of corporate finance and private equity experience. Mr. Greene is Chairman of the Board and has been a director of USA Truck Inc., a publicly traded truckload carrier, since May 2014 and a member of the board of directors of GP Natural Resource Partners LP, a publicly traded diversified natural resources company since March 2019. Mr. Greene also served as a director of Ambac Financial Group, Inc., a publicly traded company whose subsidiaries provide financial guarantees, until August 2021, and Chairman of the Board of Directors of Modular Space Corporation, a supplier of modular buildings and storage containers, prior to its sale in 2018. From 2005 to 2014, Mr. Greene served as a Managing Partner and Head of US Private Equity at Brookfield Asset Management Inc. ("Brookfield"), a global alternative asset manager. Prior to joining Brookfield, Mr. Greene was a Managing Director and Co-Head of Carlyle Strategic Partners, a private equity fund of The Carlyle Group, and a Managing Director at Wasserstein Perella where he served as an investment banker to large and mid-cap businesses, focusing on leveraged finance and recapitalization transactions. Mr. Greene is President of the Armonk Independent Fire Company and holds a Bachelor's degree in Finance from The George Washington University.

Board/ Standing Committee Memberships/2021 Attendance:	Board (6/6 100%), Audit (4/4 100%), C&R (4/4 100%)
Public Board Memberships in last five (5) years:	USA Truck, Inc. (since 2014), GP Natural Resource Partners LP (since 2019), Ambac Financial Group, Inc. (until 2021)
2021 Compensation:	$201,581[(1)] (50% in DSUs)
2021 Annual Meeting (votes for):	97.49%

Securities held at fiscal year end

Fiscal Year	Common Shares (#)	DSUs (#)	Total Value of Securities	Equity Ownership Requirement (within six years of becoming a director	Value of Securities as Compared to Equity Ownership Requirement
2021	50,000	64,709	$1,477,452[(2)]	$1,004,256[(4)]	147%
2020	50,000	56,440	$1,424,167[(3)]	$1,008,216	141%

(1) Compensation was paid in US dollars at an average conversion rate from US dollars to Canadian dollars of 1.244.
(2) Value is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).
(3) Value is based on the closing price of the Common Shares on the TSX on December 31, 2020 ($13.38).
(4) Based on a conversion rate from US dollars to Canadian dollars of 1.268 as published by the Bank of Canada on December 31, 2021.

Joan Lamm-Tennant – Independent Director

Fairfield, Connecticut, U.S.A. | Director since 2014 | Age 69

Ms. Lamm-Tennant serves as a director of Element and is Chair of the C&CG Committee. She has served as a director of Element since May 2014. Since 2021 Ms. Lamm-Tennant has been the independent Chair of the Boards of Directors of Equitable Holdings, Inc. and AllianceBernstein Holdings L.P and has been an independent director of Ambac Financial Group, Inc. since 2018. Ms. Lamm-Tennant was the Founder of Blue Marble Microinsurance, and from January 2016 to June 2020 served as its Chief Executive Officer. Blue Marble Microinsurance is a corporation formed by a consortium of eight insurance entities for the purpose of developing service ventures enabling the insurers to enter the microinsurance market. Previously, Ms. Lamm-Tennant was the Global Chief Economist and Risk Strategist of Guy Carpenter & Company, LLC, the reinsurance and risk advisory operating company of Marsh & McLennan Companies. Prior to joining Guy Carpenter in 2007, Ms. Lamm-Tennant was the founding President of General Reinsurance Capital Consultants. She was an Adjunct Professor at the Wharton School, University of Pennsylvania from September 2005 to May 2016 and held the Laurence and Susan Hirsch Chair in International Business. Ms. Lamm-Tennant was a tenured Professor at Villanova from September 1989 to May 2000 and was awarded the Thomas Labrecque Chair Professorship in Business in 1999. Ms. Lamm-Tennant is the Executive Expert on Resilience and Sustainability for the International Insurance Society and author / commentator on environment, social and governance (ESG) matters. She holds a Ph.D. in Finance and Investments from the University of Texas, Austin; an M.B.A. in Finance from St. Mary's University, San Antonio, Texas and a B.B.A. with Honors in Accounting from St. Mary's University, San Antonio, Texas.

Board/ Standing Committee Memberships/2021 Attendance:	Board (6/6 100%), C&CG (6/6 100%)
Public Board Memberships in last five (5) years:	Ambac Financial Group, Inc. (since 2018), Equitable Holdings, Inc. (since 2020), AllianceBernstein Holdings L.P (since 2021)
2021 Compensation:	$ 207,802[1] (50% in DSUs)
2021 Annual Meeting (votes for):	99.18%

Securities held at fiscal year end

Fiscal Year	Common Shares (#)	DSUs (#)	Total Value of Securities	Equity Ownership Requirement (within six years of becoming a director	Value of Securities as Compared to Equity Ownership Requirement
2021	30,277	199,842	$2,963,933[2]	$1,004,256[4]	295%
2020	30,277	189,472	$2,940,242[3]	$1,008,216	292%

(1) Compensation was paid in US dollars at an average conversion rate from US dollars to Canadian dollars of 1.244.
(2) Value is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).
(3) Value is based on the closing price of the Common Shares on the TSX on December 31, 2020 ($13.38).
(4) Based on a conversion rate from US dollars to Canadian dollars of 1.268 as published by the Bank of Canada on December 31, 2021.

Rubin J. McDougal – Independent Director

Alpine, Utah, U.S.A. | Director since 2018 | Age 65

Mr. McDougal serves as a director of Element and is Chair of the C&R Committee. He was appointed as director in May 2018. He brings extensive finance, services, manufacturing and logistics experience to the Corporation, having successfully guided diverse financial organizations in the past. Mr. McDougal provides advisory support to a broad range of privately held enterprises and has served in global finance leadership roles in Asia, Europe and the United States. Mr. McDougal currently serves as Chairman of Boart Longyear and has been a director since 2020 and as a board member of Speedcast, a privately held company, since 2021. Mr. McDougal was the CFO of Great Wolf Resorts from 2018 to 2021. Mr. McDougal was a director of Novitex Enterprise Solutions, Inc., a managed services provider in the document outsourcing industry, from 2014 to 2017. Mr. McDougal served as Chief Financial Officer of CEVA Logistics, a global supply chain services provider based in Amsterdam, from 2009 to 2016, and served as Chief Financial Officer of CNH Global NV, a manufacturer and financial services provider in the agricultural and construction equipment industries, from 2006 to 2009. Mr. McDougal holds a Master of Business Administration from Western Michigan University.

Board/ Standing Committee Memberships/2021 Attendance:	Board (6/6 100%), C&R (4/4 100%)
Public Board Memberships in last five (5) years:	Nil
2021 Compensation:	$207,802(1) (100% in DSUs)
2021 Annual Meeting (votes for):	99.99%

Securities held at fiscal year end

Fiscal Year	Common Shares (#)	DSUs (#)	Total Value of Securities	Equity Ownership Requirement (within six years of becoming a director	Value of Securities as Compared to Equity Ownership Requirement
2021	23,000	76,710	$1,284,265(2)	$1,004,256(4)	128%
2020	23,000	60,453	$1,116,601(3)	$1,008,216	109%

(1) Compensation was paid in US dollars at an average conversion rate from US dollars to Canadian dollars of 1.244.
(2) Value is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).
(3) Value is based on the closing price of the Common Shares on the TSX on December 31, 2020 ($13.38).
(4) Based on a conversion rate from US dollars to Canadian dollars of 1.268 as published by the Bank of Canada on December 31, 2021.

Arielle Meloul-Wechsler – Independent Director
Montreal, Quebec, Canada | Director since 2021 | Age 54

Ms. Meloul-Wechsler serves as a director of Element and is a member of the Audit Committee and the C&CG Committee. She was elected as a director in May 2021. Ms. Meloul-Wechsler is Executive Vice President, Chief Human Resources Officer and Public Affairs at Air Canada, and has been a member of Air Canada's Executive team since 2013. She has oversight for all human resources and culture change initiatives across the company, labour relations, customer service training, as well as internal and external communications, government relations and community investments. Before her work in Human Resources, Ms. Meloul-Wechsler was Assistant General Counsel and Director of Legal Services at Air Canada from 1997 to 2011 and prior to joining Air Canada she practiced law at Davies Ward Phillips & Vineberg. Ms. Meloul-Wechsler is a Member of the Conseil du Patronat, and is a Board member of the Air Canada Foundation, the National Airlines Council of Canada and the Canadian American Business Council. She was also elected President of Airline People Directors' Council (APDC) in 2017, Ms. Meloul-Wechsler holds a Civil Law degree from the Université de Montreal, a Bachelor of Science degree in Psychology from McGill University, and has been a member of the Quebec Bar since 1993.

Board/ Standing Committee Memberships/2021 Attendance:	Board (4/4 100%), Audit (2/2 100%), C&CG (3/3 100%)
Public Board Memberships in last five (5) years:	Nil
2021 Compensation:	$130,783[(1)] (100% in DSUs)
2021 Annual Meeting (votes for):	99.86%

Securities held at fiscal year end

Fiscal Year	Common Shares (#)	DSUs (#)	Total Value of Securities	Equity Ownership Requirement (within six years of becoming a director	Value of Securities as Compared to Equity Ownership Requirement
2021	— [(2)]	9,610	$123,777[(3)]	$1,004,256[(4)]	12%

(1) Compensation was paid in US dollars at an average conversion rate from US dollars to Canadian dollars of 1.244.
(2) Ms. Meloul-Wechsler subsequently purchased 5,000 Common Shares in March 2022.
(3) Value is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).
(4) Based on a conversion rate from US dollars to Canadian dollars of 1.268 as published by the Bank of Canada on December 31, 2021.

Andrea Rosen – Independent Director

Toronto, Ontario, Canada | Director since 2019 | Age 67

Ms. Rosen serves as a director of Element and is a member of the C&R Committee and the C&CG Committee. She was elected as director in May 2019. Andrea Rosen has been a corporate director since 2006 and currently serves on the Board of Directors of Ceridian HCM Holdings Inc., Manulife Financial Corporation and Emera Inc. She also served on the Board of Directors of Alberta investment Management Corporation from 2008 to 2017 and Hiscox Ltd. from 2006 to 2015. Prior to January 2005, her experience includes more than a decade with TD Bank Financial Group, where she ultimately served as Vice Chair, TD Bank Financial Group and President of TD Canada Trust. Earlier in her career, she held progressively senior positions at Wood Gundy Inc. and was Vice President at Varity Corporation. She serves on the board of the Institute of Corporate Directors (not-for-profit). Ms. Rosen has an LLB from Osgoode Hall Law School, an MBA from the Schulich School of Business at York University and a Bachelor of Arts from Yale University.

Board/ Standing Committee Memberships/2021 Attendance:	Board (6/6 100%), C&CG (6/6 100%), C&R (4/4 100%)
Public Board Memberships in last five (5) years:	Ceridian HCM Holding Inc. (since 2018), Manulife Financial Corporation (since 2011) and Emera Inc. (since 2007)
2021 Compensation:	$201,581(1) (100% in DSUs)
2021 Annual Meeting (votes for):	99.03%

Securities held at fiscal year end

Fiscal Year	Common Shares (#)	DSUs (#)	Total Value of Securities	Equity Ownership Requirement (within six years of becoming a director	Value of Securities as Compared to Equity Ownership Requirement
2021	10,000	49,196	$762,444(2)	$1,004,256(4)	76%
2020	10,000	33,776	$585,723(3)	$1,008,216	58%

(1) Compensation was paid in US dollars at an average conversion rate from US dollars to Canadian dollars of 1.244.
(2) Value is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).
(3) Value is based on the closing price of the Common Shares on the TSX on December 31, 2020 ($13.38).
(4) Based on a conversion rate from US dollars to Canadian dollars of 1.268 as published by the Bank of Canada on December 31, 2021.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of Element, no proposed nominee for election as a director of Element has been, at the date of this Circular or within the last 10 years: (a) a director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity, (i) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (ii) was the subject of an event that resulted, after that person ceased to be a director or chief executive officer or chief financial officer, in the company being the subject of such an order; or (b) a director or executive of a company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except that:

i. Rubin McDougal was (i) Chief Financial Officer of CEVA Logistics in 2012 when the company made a voluntary debt for equity exchange offer with an indicated contingency of an involuntary exchange by means of a filing under Chapter 11 of the United States Bankruptcy Code; and (ii) and independent director of Boart Longyear in 2021 when it went through a Scheme of Arrangement in which debt was converted to equity; and

ii. Alexander Greene was (i) an independent director of Modular Space Holdings Inc. in December 2016 when it underwent a financial restructuring under Chapter 11 of the United States Bankruptcy Code, from which it emerged in March 2017; and (ii) a Manager at Pioneer Holding Company, LLC ("Holdings") when Trident Holding Company, LLC and its related entities, including Holdings, filed a petition for relief under Chapter 11 of the United States Bankruptcy Code in February 2019.

No proposed director of the Corporation has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Majority Voting Policy

Element has adopted a majority voting policy. Pursuant to the policy, shareholders vote for the election of individual directors at each annual meeting of shareholders, rather than for a fixed slate of directors. Further, in an uncontested election of directors at an applicable meeting of shareholders, the votes cast in favour of the election of a director nominee must represent a majority of the shares voted and withheld for the election of the director. If that is not the case, that director must immediately tender his or her resignation to the Chair of the Board (the "Chair") following the applicable meeting of shareholders. A director who tenders his or her resignation under this policy may not participate in any meeting of the C&CG Committee or the Board at which the resignation is considered. The C&CG Committee will consider such tendered resignation and recommend to the Board the action to be taken with respect to such tendered resignation. Absent exceptional circumstances, the Board will accept such tendered resignation. In any event, the resignation will be accepted (or in rare cases rejected) within 90 days of the applicable meeting of shareholders. The Board will promptly disclose its decision, including reasons for its decision, via press release. The Corporation shall provide a copy of such press release to the TSX. If the Board determines not to accept the resignation, the press release must fully state the reasons for that decision. A copy of the Corporation's majority voting policy can be accessed on Element's website at www.elementfleet.com

Director Term Limits/Mandatory Retirement

The Board has established director term limits in order to balance the value of experience with the benefits of new perspectives and ongoing board renewal. A director's term limit is the earlier of 12 years of service and 75 years of age. In addition, each Committee chair has a term limit of 5 years. Term limits do not take precedence over our annual Board evaluation process. Nominations for re-election as director will be based on the skills and effectiveness of each director and the needs of the Board considering the Corporation's strategic objectives.

Director Interlocks

The Board does not set a formal limit on the number of interlocking board memberships. The C&CG Committee reviews director interlock as part of its annual evaluation of director independence. As of the date hereof, there are no interlocking board memberships.

2021 Director Attendance

The attendance record for each individual director standing for re-election at the Meeting is set out in the director profiles above.

The C&CG Committee reviews the attendance record of each director as part of the nomination process. The Board will require a director to tender his or her resignation if such director did not meet a minimum attendance requirement (75% of meetings in a given year), subject to a review of extenuating circumstances for such director. All directors met the minimum attendance requirements in 2021.

Director Skills Assessment

The Board has constituted the C&CG Committee to conduct an annual assessment of the Board's performance, an assessment of each committee's performance, as well as that of each individual director. Through the Board evaluation process and ongoing monitoring of the needs of the Corporation, if additional expertise and skill sets are identified then the C&CG Committee will consider recruiting an additional director. Prospective new director nominees are interviewed by the Chair of the C&CG Committee and the Chair and considered by the entire C&CG Committee for recommendations to the Board as potential nominee directors.

The matrix below illustrates the mix of experience, knowledge and understanding possessed by the proposed director nominees in the categories that are relevant to the Corporation that enable the Board to better carry out its fiduciary responsibilities. While each of the proposed director nominees have skills and experience in a number of the following areas, the matrix below identifies the six categories that are most applicable to each nominee. The Board has a broad range of skills across all of these dimensions, evidenced by at least three directors including each skill in their top six selections.

	Virginia Addicott	Andrew Clarke	David Denison	Jay Forbes	Keith Graham	Alexander Greene	Joan Lamm-Tennant	Arielle Meloul-Wechsler	Rubin McDougal	Andrea Rosen
Accounting / Finance		X			X	X	X		X	X
Business-to-Business		X		X					X	
Business Transformation	X		X	X	X	X		X	X	X
Capital Markets Financing		X			X	X			X	X
Credit Risk Management						X			X	X
Enterprise Risk Management		X	X			X	X	X		
Human Resources & Compensation				X	X	X	X	X		X
Information Technology	X		X	X						
International Business	X		X				X	X	X	X
Mid/Large Company Senior Executive	X	X	X	X	X		X	X		
Operations Management	X		X	X						
Strategic Planning	X	X			X		X	X		

Director Compensation and Required Equity Ownership

Director compensation is set by the Board on the recommendation of the C&CG Committee and in accordance with director compensation guidelines and principles established by the C&CG Committee. Under these guidelines and principles, the Board seeks to maintain director compensation at a level that is competitive with director compensation at comparable companies, and requires a substantial portion of such compensation to be taken in the form of deferred share units (“DSUs”).

The Board has established a formal equity ownership policy requiring that each non-employee director hold at least six times his or her annual retainer in Common Shares and/or DSUs based on the closing price of the Common Shares at the end of the most recently completed fiscal year. Based on the annual retainer for 2021 as set forth under “Directors’ Compensation”, the equity ownership requirement is equal to US$792,000 for directors and US$1,680,000 for the Board Chair (such amounts being equal to $1,004,098 and $2,129,904, respectively, based on the conversion rate from US dollars to Canadian dollars of 1.2678 as published by the Bank of Canada on December 31, 2021). Each director is required to comply with this equity ownership requirement by no later than six years from the date of becoming a director. In addition, each non-employee director is required to hold at least 5,000 Common Shares by no later than one year from the date of becoming a director. Until the foregoing minimums are achieved, a director must take all remuneration paid to him or her in the form of DSUs, subject to certain restrictions imposed during blackout periods. All directors are currently in compliance with the equity ownership policy. The details of each director's equity ownership are set forth in their biography above.

Effective January 1, 2014, the granting of Options to non-employee directors under the Option Plan was discontinued. At the Corporation's 2017 annual meeting, shareholders approved an amendment to the Option Plan to codify this practice by removing non-employee directors as eligible participants under the Option Plan. The Corporation did not seek re-approval of the Option Plan at the 2019 annual meeting. As a result, the Corporation will not be granting any new Options under the Option Plan. Additionally, options which have not been allocated and options which are outstanding and are subsequently cancelled, terminated or exercised will not be available for a new grant of options. Previously allocated options will continue unaffected. Directors may elect to take their annual retainer, in addition to chair retainer and committee fees and meeting fees, in the form of cash, DSUs or a combination of both once ownership guidelines are met.

Directors' Compensation

The C&CG Committee and the Board approved a reduced director compensation package for fiscal year 2017. After reviewing Element's share price performance in 2017, the C&CG Committee and the Board approved a further reduction in director compensation for fiscal year 2018 to reflect the Board's commitment to aligning pay with performance. For fiscal year 2019, the C&CG Committee and the Board approved the payment of director compensation for non-executive directors in US dollars to be consistent with the currency in which the Corporation primarily conducts business and to harmonize compensation across directors who bring a global, diverse set of skills and experiences. For fiscal year 2021, the C&CG Committee and the Board determined to keep director compensation at the same level as 2020 (variations in the table are a result of exchange rates as described below).

Fee Description(1)(2)	2019 Amounts(3) (4)	2020 Amounts(5)	2021 Amounts(6)
Annual Board Chair Retainer	$372,960	$376,040	$348,320
Annual Board Retainer	$175,824	$177,276	$164,208
Committee Member Retainer	$19,980	$20,145	$18,660
Committee Chair Retainer	$46,620	$47,005	$43,540
Meeting Fee	nil	nil	Nil

(1) 50% of the directors' compensation is payable in DSUs and directors may elect to take the remainder of their annual compensation in the form of DSUs and/or cash, provided that new directors must receive DSUs until they comply with the shareholding requirements of the Corporation's equity ownership policy for directors.

(2) Directors may also receive further retainers and meeting fees for participation on ad hoc committees.

(3) As noted above, in 2019 the C&CG Committee and the Board approved the payment of director compensation for non-executive directors in US dollars. As of January 1, 2019, (i) the Annual Board Chair Retainer was set at US$280,000, (ii) the Annual Board Retainer was set at US$132,000, (iii) the Committee Member Retainer was set at US$20,000 and (iv) the Committee Chair Retainer was set at US$35,000. Effective May 6, 2019, the Board approved a reduction in the committee member retainer from US$20,000 to US$15,000.

(4) Amounts are stated in Canadian dollars based on the conversion rate of 1.332, being the average exchange rate for director payments in 2019.

(5) Amounts are stated in Canadian dollars based on the conversion rate of 1.343, being the average exchange rate for director payments in 2020.

(6) Amounts are stated in Canadian dollars based on the conversion rate of 1.244, being the average exchange rate for director payments in 2021.

Director compensation will remain the same for fiscal year 2022.

The following table sets forth all amounts of compensation earned by non-executive directors of the Corporation for fiscal year 2021.

Name[(1)]	Cash fees earned ($)	Share-based awards[(2)] ($)	Total ($)
Virginia Addicott		201,581	201,581
Andrew Clarke	—	201,581	201,581
Paul Damp[(3)]	—	72,983	72,983
David Denison	—	367,076	367,076
Keith Graham	102,360	102,360	204,720
Alexander Greene	100,790	100,790	201,581
Joan Lamm-Tennant	103,901	103,901	207,802
Rubin McDougal	—	207,802	207,802
Arielle Meloul-Wechsler[(4)]		130,783	130,783
Andrea Rosen	—	201,581	201,581

(1) Compensation paid to Chief Executive Officer Jay Forbes is set out under the heading "Compensation Discussion and Analysis – Summary Compensation Table".

(2) DSUs were issued to directors based on the 10-day volume weighted average price of the Common Shares preceding the grant date, as per the terms of the Corporation's Deferred Share Unit Plan. Values are based on average exchange rate from US dollars to Canadian dollars of 1.244.

(3) Paul Damp retired from the Board effective May 12, 2021.

(4) Arielle Meloul-Wechsler was elected to the Board on May 12, 2021.

Outstanding Option-Based and Share-Based Awards

The following table sets out all share-based (DSU) awards outstanding as of December 31, 2021 for all non-executive directors of the Corporation. There are no option-based awards or unvested share-based awards outstanding for any non-executive directors.

Name	Share-based Awards
	Market or payout value of share-based awards not paid out or distributed[(1)] ($)
Virginia Addicott	$246,304
Andrew Clarke	$929,666
David Denison	$1,397,995
Keith Graham	$694,013
Alexander Greene	$833,452
Joan Lamm-Tennant	$2,573,965

Name	Share-based Awards
	Market or payout value of share-based awards not paid out or distributed(1) ($)
Rubin McDougal	$988,025
Arielle Meloul-Wechsler	$123,777
Andrea Rosen	$633,644

(1) The market or payout value of DSUs that are payable after the director resigns from the Board and the noted amount is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).

Value Vested or Earned During the Year

The table below sets out all Element DSUs held by non-executive directors of the Corporation that vested or earned but have not been paid out as of December 31, 2021. There are no Element Options held by non-executive directors.

Name	Share-based awards – Value vested during the year ($)(1)(2)
Virginia Addicott	191,118
Andrew Clarke	191,118
David Denison	348,032
Keith Graham	97,055
Alexander Greene	95,566
Joan Lamm-Tennant	98,511
Rubin McDougal	197,023
Andrea Rosen	191,118

(1) Share awards are the DSUs awarded in 2021. DSUs are paid out in cash only after the director retires from the Board.

(2) Values are based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation's corporate governance disclosure obligations are set out in the Canadian Securities Administrators' National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"), National Policy 58-201 – *Corporate Governance Guidelines* and National Instrument 52-110 – *Audit Committees* ("NI 52-110"). These instruments set out a series of guidelines and requirements for effective corporate governance (collectively, the "Guidelines"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. NI 58-101 requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines.

Set out below is a description of the Corporation's approach to corporate governance in relation to the Guidelines.

Board of Directors

The Board is currently comprised of ten directors: Virginia Addicott, Andrew Clarke, David Denison, Jay Forbes, Keith Graham, Alexander Greene, Joan Lamm-Tennant, Rubin McDougal, Arielle Meloul Wechsler and Andrea Rosen. Independent director and Chair of the Board David Denison was appointed to the Board on December 14, 2018 and assumed the role of Chair on January 1, 2019. As detailed under "Matters to be Acted Upon – 2. Election of Directors", if the director nominees are elected at the Meeting, the Board will be comprised of ten directors, nine of whom are independent.

The primary function of the Board is to provide governance and oversight of the business; more specifically, the strategic planning process, risk management, executive succession planning, disclosure policy, internal controls, corporate governance, executive compensation, director compensation and material transactions and contracts. The Board is also responsible for the hiring, onboarding and annual evaluation of the Chief Executive Officer and similarly, the director composition, skillsets and experience. The Board has established an Audit Committee, the C&CG Committee and a Credit & Risk Committee (the "C&R Committee"). The Board has delegated to the applicable committee those duties and responsibilities set out in each committee's mandate. From time to time, the Board may appoint *ad hoc* committees to assist it in handling specific matters. Where such *ad hoc* committees are established, the Board delegates a specific mandate to such *ad hoc* committee.

Audit Committee

The Audit Committee is comprised of five directors of the Corporation, Keith Graham (Chair), Virginia Addicott, Andrew Clarke, Alexander Greene and Arielle Meloul-Wechsler, each of whom is considered to be independent and financially literate for purposes of NI 52-110. The primary mandate of the Audit Committee is to provide assistance to the Board in fulfilling its responsibility to the shareholders, potential shareholders and the investment community, to oversee the work and review the qualifications and independence of the external auditors of Element, to review the financial statements of Element and public disclosure documents containing financial information and to assist the Board with the legal compliance and ethics programs as established by management and by the Board and as required by law.

The responsibilities of the Audit Committee are set out in the Corporation's Audit Committee Charter, the text of which is included as Appendix A to the Corporation's Annual Information Form dated March 1, 2022, a copy of which is available on SEDAR at www.sedar.com. Please refer to the section entitled "Audit Committee" contained therein for further information.

C&CG Committee

The C&CG Committee is currently comprised of four directors, Joan Lamm-Tennant (Chair), David Denison, Arielle Meloul-Wechsler and Andrea Rosen, each of whom is considered to be independent as defined in NI 58-101. The C&CG Committee conducts its business on the basis of majority approval, which encourages an objective process for determining compensation.

The members of the C&CG Committee are appointed annually by the Board, and each member of the C&CG Committee serves at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. Ms. Lamm-Tennant, Mr. Denison, Ms. Meloul-Wechsler and Ms. Rosen have several years of direct experience with the design, implementation or oversight of compensation programs that is relevant to their responsibilities on the C&CG Committee and that they draw upon to make decisions on the suitability of the Corporation's compensation policies and practices. Mr. Denison is a director of the Royal Bank of Canada and Bell Canada, as well as a past Chair of The Canadian Coalition for Good Governance, and has served in numerous leadership roles in both the public and private sectors. Ms. Lamm-Tennant is the former Chief Executive Officer of Blue Marble Microinsurance, a microinsurance venture incubator formed in January 2016, is a director of Ambac Financial Group, Inc., a publicly traded company in the United States, and has extensive experience with compensation matters. Ms. Meloul-Wechsler is Executive Vice President, Chief Human Resources Officer at Air Canada and is intimately involved with Air Canada's compensation matters. Ms. Rosen is a director of Ceridian HCM Holdings Inc., Manulife Financial Corporation and Emera Inc. and has extensive experience dealing with compensation matters.

The primary mandate of the C&CG Committee with respect to compensation is to approve strategic objectives relevant to the business and reinforce compensation principles through its pay for performance decisions, as it pertains to performance assessment and compensation of the Directors and the Chief Executive Officer, and of the executives (as recommended by the Chief Executive Officer). The actions that the C&CG Committee takes to fulfil its responsibilities in developing the Corporation's approach to compensation, include, among other things: (a) reviewing and approving the compensation peer group; (b) evaluating performance; (c) reviewing pay for performance alignment; (d) reviewing and approving the Corporation's annual salary budget and incentive plan pool; (e) reviewing and evaluating the Corporation's compensation programs; and (f) consulting with independent compensation advisors. The primary mandate of the C&CG Committee with respect to corporate governance is to assess the effectiveness of the Board, of committees of the Board and of the directors of the Board, to recommend to the Board candidates for election as directors and candidates for appointment to Board committees, to oversee the Corporation's executive succession planning and to advise the Board on enhancing Element's corporate governance through a continuing assessment of Element's approach to corporate governance. The actions that the C&CG Committee takes to fulfil its responsibilities with respect to corporate governance, include, among other things: (a) conducting periodic reviews of the Corporation's corporate governance policies; (b) reviewing the Corporation's public disclosure in respect of corporate governance; (c) reviewing the mandate of the Board and each committee of the Board; (d) ensuring that the Board and each of its committees function independently of management; and (e) monitoring for any real or perceived conflicts of interest of both the Board and management.

C&R Committee

The C&R Committee is currently comprised of five directors, Rubin McDougal (Chair), Virginia Addicott, Andrew Clarke, Alexander Greene and Andrea Rosen, each of whom is considered to be independent under NI 58-101.

The primary mandate of the C&R Committee is to assist the Board in fulfilling its oversight responsibilities with regard to the performance and quality of the Corporation's credit portfolio, major risks inherent in the Corporation's business activities and the Corporation's enterprise risk management framework.

Independence of the Board

NI 58-101 defines an "independent director" as a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgment. In determining whether a particular director is an "independent director" or a "non-independent director", the Board considers the factual circumstances of each director in the context of the Guidelines, with specific reference to the independence criteria set forth in sections 1.4 and 1.5 of NI 52-110.

The Board is currently comprised of ten members, a majority of whom are "independent directors" within the meaning of NI 58-101. The nine independent directors are currently Virginia Addicott, Andrew Clarke, David Denison, Keith Graham, Alexander Greene, Joan Lamm-Tennant, Rubin McDougal, Arielle Meloul-Wechsler and Andrea Rosen. Mr. Forbes is not independent for the purposes of NI 58-101 because he is a member of management of Element. If the proposed nominees are elected to the Board (see "Matters to be Acted Upon – 2. Election of Directors"), the Board will be comprised of ten members, consisting of nine independent directors as well as Mr. Forbes, who is not independent for the purposes of NI 58-101.

Independent Chair

The roles of the Chair and Chief Executive Officer are separate. The Chair is independent and responsible for the management, development and effective functioning of the Board and provides leadership in every aspect of its work. The position description for the Chair sets out the Chair's key responsibilities, which include setting the Board meeting agenda in consultation with the other members of the Board and the Chief Executive Officer and chairing all Board meetings. The Chair provides leadership to the directors and ensures the Board is independent from management. The Chair and each committee can also engage outside consultants without consulting management. This helps ensure they receive independent advice as they feel necessary. The Corporation does not provide the Chair with a second or casting vote in the event of a tie vote at Board meetings.

Meeting in-camera

The Board and Board committees meet without management and non-independent directors at the end of all meetings and, in some cases, at the beginning of meetings. These discussions generally form part of the committee chairs' reports to the Board. The Chair encourages open and candid discussions among the independent directors by providing them with an opportunity to express their views on key topics before decisions are taken. Independent consultants and/or advisors to the Board may be invited to attend a portion of the in-camera to address questions of the committee and/or Board.

Executive Succession Planning

The C&CG Committee (with the advice of the Chair) has primary oversight of executive succession planning. The C&CG Committee annually reviews succession and development plans for the Chief Executive Officer and key executive roles. An emergency contingency plan has been adopted by the C&CG Committee and the Board that contemplates a scenario in which the Chief Executive Officer suddenly and unexpectedly is unable to perform his duties for an extended period.

Board Mandate

The Board is responsible for the overall stewardship of the Corporation. The Board discharges this responsibility directly and through delegation of specific responsibilities to Board committees, the Chair, and officers of the Corporation, all as more particularly described in the Board Mandate adopted by the Board.

As set out in the Board Mandate, the Board has established three committees to assist with its responsibilities: the Audit Committee, the C&CG Committee and the C&R Committee. Each of the Audit Committee, the C&CG Committee and the C&R Committee has a mandate defining its responsibilities. The Board Mandate also provides for the establishment of additional committees of the Board. The Board Mandate is attached as Appendix A.

Position Descriptions

The Board has written position descriptions for the Chair, chairs of each of the committees of the Board, and the Chief Executive Officer. The Board Mandate and the committee mandates for the Audit Committee, C&CG Committee and the C&R Committee set out in writing the responsibilities of the Board and the committees for supervising management of the Corporation.

Strategic Oversight

One of the Board's primary areas of focus is working with management to set the strategic direction for the Corporation and ensure that the organization is well positioned to achieve its strategic objectives. For 2021, this included the successful transition from Element's transformation to the pivot to Element's growth strategy. The Board engaged with management on several occasions to review management's assessment of the fleet management industry, test assumptions and align on management's go-to-market strategies. By undertaking this comprehensive review, the Board worked with management to shape the Corporation's plans for growth. The Board also worked closely with management in developing strategies to manage the ongoing impacts of the COVID-19 pandemic, including vehicle production delays.

In addition, the Board undertakes a comprehensive review and approval process of Element's Global Balanced Scorecard, which distils the Corporation's strategic objectives into key metrics, targets and performance ranges, all onto a single page. Element's progress is reviewed at each Board meeting with a mid-year review conducted for completeness. The Board also reviews and approves the annual objectives of the Chief Executive Officer and reviews progress against those objectives on a quarterly basis. The Board Chair also regularly meets with the Chief Executive Officer to discuss Element's key strategic objectives and ensures that important topics are brought forward for discussion with the Board.

Risk Management

The Board takes an active role in overseeing Element's risk management practices. The C&R Committee receives quarterly updates from management on Element's key risks, including an assessment of the likelihood and impact of the risk and management's risk mitigation strategies. The C&R Committee previously assisted management with the creation of an Enterprise Risk Index which was a new metric on Element's 2021 Global Balanced Scorecard and helps the Corporation monitor its risk profile, track its mitigation efforts and inform course-correction as required. The C&R Committee reviews the Corporation's performance with respect to the Enterprise Risk Index on a quarterly basis. The C&R Committee engages in discussion with management and then reports to the full Board with any material information.

Environment, Social, Governance (ESG)

A key area of focus for the Board and management is the Corporation's ESG strategy. The Board continuously works with management to assess Element's ESG performance, determine its ESG strategy and align on priorities for the Corporation. Element's ESG priorities include carbon emissions of its clients' fleets, safety of its clients' drivers, diversity of its suppliers and employees and strong corporate governance. Element recently published its second annual ESG Report, which is available on Element's website (https://www.elementfleet.com/investor-relations/esg-report-company-policies) and describes Element's ESG strategy and objectives. The ESG Report also includes Element's ESG Scorecard which reports on key measures that the Corporation is using to evaluate its performance against its ESG targets. The Board and Management will continue to evaluate the ESG landscape and the various reporting standards to ensure that Element's annual ESG Report and other disclosures are relevant, informative and consistent with market standards.

Diversity and Inclusion

Board of Directors

The Board recognizes the benefits that diversity and inclusion bring to the successful growth and profitability of the Corporation. The Board aims to be comprised of directors who have a range of relevant professional skills, leadership and industry experiences and global and market insights. This belief in diversity and inclusion is reflected in a written Diversity Policy adopted by the Board.

The Board is committed to ensuring that women, in particular, are represented on the Board. Per the Corporation's written Diversity Policy, the Corporation has achieved a Board composition in which each gender comprises a minimum of 30% of all independent directors of the Corporation. The C&CG Committee has emphasized the Board's commitment to the recruitment of women to its Board by making the identification of candidates who are women a key search criterion in the director selection and nomination process. Following the Meeting and assuming that all nominees for director are elected, four of nine independent directors (44%) on the Board will be women.

In addition to gender diversity, the Board is committed to ensuring that it achieves a broad range of diversity, including the addition of Black, Indigenous, and People of Color (BIPOC) directors to the Board. While we advocate using specific terms whenever possible, as we are working to further our diverse representation efforts, we are utilizing BIPOC as an umbrella term inclusive of visible diversity, e.g., race and ethnicity. The C&CG Committee has made the identification of BIPOC candidates a key search criterion in the director selection and nomination process. Following the Meeting and assuming that all nominees for director are elected, one of nine independent directors (11%) on the Board will be BIPOC.

Management

Element believes that diversity of skills, experiences and a culture of inclusion helps to create a productive and dynamic workplace, which improves overall business performance. Element recognizes the value of ensuring that the Corporation has leaders who are from diverse backgrounds and considers all dimensions of diversity, including gender and non-gender representation. The Corporation prides itself on developing its employees and providing them with opportunities to build their capabilities, learn on the job and progress their careers with Element. To support the Corporation's diversity and inclusion objectives, the C&CG Committee, Chief Executive Officer and executive leadership team will, when considering, recommending and reviewing recommendations for the appointment of candidates for senior leadership positions:

i. consider diversity criteria - from ethnicity, race, and gender, to age, ability, sexual orientation, military status, education, cultural backgrounds, and beliefs

ii. identify, support and develop employees with leadership potential; and

iii. implement policies to address impediments to diversity and inclusion in the workplace.

With more than 2,500 employees globally as of Dec. 31, 2021, we are proud that women comprise 50% of our global workforce, 40% of management, 32% of our senior leadership team, and 10% of Corporation executives. In 2018, we set a goal to ensure 30% gender diversity at the Board level and exceeded that goal with 40% women serving on our board in 2021. Employees who self-identified as Black, Indigenous and People of Color (BIPOC) make up 19% of our workforce in Canada and the U.S., 17% of management, 23% of our senior leadership team, 20% of Corporation executives, and 10% of our Board.

Building on a strong foundation of promoting diversity and inclusion throughout many aspects of our business model, we have formalized our D&I strategy through goal setting, adding D&I metrics to our Global Balanced Scorecard. The Diversity index measured female and BIPOC representation, hires, and retention and we proudly met the aggressive target we set for ourselves in year one. We are striving to improve gender parity in the hiring process and have BIPOC hiring reflect the diverse makeup of our communities. Measuring talent joining and exiting the organization helps us create accountability with hiring managers and provides insights to formulate actions and initiatives to support diverse practices and affect positive change.

Shareholder Engagement

The Board believes that directly engaging with Shareholders is an important component of the Board's governance role and the Board engages with Shareholders in a number of different ways. One method of engagement is through direct meetings with Shareholders. The Chair has previously met directly with Shareholders and Shareholders are encouraged to pursue engagement with the Board directly by contacting the Chair at ddenison@elementcorp.com, or by reaching out to Michael Barrett, Element's Vice President of Investor Relations, at mbarrett@elementcorp.com.

In addition to direct engagement, the Board engages with Shareholders in various other ways. For example, the Board previously invited ESG experts from two of its largest Shareholders to speak to the Board and management about the ESG landscape, helping inform Element's ESG strategy. The Board also met directly with the Canadian Coalition for Good Governance to discuss governance best practices which confirmed the strong governance practices at Element.

Orientation and Continuing Education

As set out in the Board Mandate, Element has a policy of making a full orientation and continuing education process available to Board members. All new directors are provided with an orientation regarding the nature and operation of Element's business and the affairs of Element and as to the role of the Board and its committees, as well as the legal obligations of a director of Element. Existing directors are periodically updated on these matters.

In order to orient new directors as to the nature and operation of Element's business, they attend planned onboarding sessions at which time they meet with key members of the management team to discuss Element's business and activities. In addition, new directors receive copies of Board materials, corporate policies and procedures, and other information regarding the business and operations of Element.

Element's Board members are expected to keep themselves current with industry trends and developments and are encouraged to communicate with management and, where applicable, auditors, advisors and other consultants of Element. Board members have access to Element's in-house and external legal counsel in the event of any questions or matters relating to the Board members' corporate and director responsibilities and to keep themselves current with changes in legislation. In addition, Element is a corporate member of the Institute of Corporate Directors (ICD), providing all Element directors with access to ICD's extensive library of educational resources.

The Corporation routinely provides directors with ongoing continuous education and Board members regularly participate in training exercises on various aspects of Element's operations and business model. In 2021, the Board held a stand-alone session in which management presented an in-depth review of the fleet management industry in the United States, Canada, Mexico, Australia and New Zealand and Element's competitive position therein. Members of management from each jurisdiction described the competitive landscape in each region as well as emerging themes in the industry and Element's competitive strategy. Management also reviewed recent M&A activity in the industry and described its expected impacts.

The Board also held a session on electric vehicles, during which Element's experts on electric vehicles advised the Board on the latest developments in the market and gave the Board an update on how those topics were being addressed at Element to drive growth and promote sustainability.

In addition, as part of the Board's quarterly meetings, they received a detailed review of Element's service offerings, an in-depth analysis of Element's information technology systems and improvement plans, a review of the U.S. and Canadian capital markets and Element's capital allocation strategy, a deep dive into Element's pricing model and go-to-market strategies, and an overview of the syndication market and Element's strategy therein. Directors also received regular updates on management's assessment of the COVID-19 pandemic, including the trajectory of infection rates in the jurisdictions in which Element operates, the government response with respect to lock-downs and other restrictions as well as support for business and individuals and Element's planning with respect to virtual and in-person work for its employees.

The Corporation also routinely has the Board conduct site visits at various Element locations throughout the year. While the COVID-19 pandemic has impacted this practice in 2021 and may continue to do so in 2022, the Board expects to continue visiting Element locations once the pandemic is over.

Nomination of Directors

The C&CG Committee makes recommendations for candidates to the Board and candidates for appointment to various Board committees, and in making such recommendations considers the competencies and skills that the Board considers to be necessary for the Board as a whole to possess. The C&CG Committee will consider the amount of time and resources that nominees have available to fulfill their duties as a Board member. The responsibility for approving new nominees to the Board will fall to the full Board. The C&CG Committee may also, where appropriate, recommend for Board approval the removal of a director from the Board or from a Board committee if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the C&CG Committee considers appropriate.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics (the "Code"), a written code of business conduct and ethics for the Corporation's directors, officers and employees that sets out the Board's expectations for the conduct of such persons in their dealings on behalf of the Corporation. The Corporation has established confidential reporting procedures, including an anonymous hotline, in order to encourage employees, directors and officers to raise concerns regarding matters addressed by the Code on a confidential basis free from discrimination, retaliation or harassment. Concerns about the Code can also be raised with the Chair of the Board via email at ddenison@elementcorp.com or the Chair of the Audit Committee via email at kgraham@elementcorp.com. Employees who violate the Code may face disciplinary actions, including dismissal.

The Code is designed to deter wrongdoing and promote honest and ethical conduct; avoidance of conflicts of interests; confidentiality of corporate information; protection and proper use of corporate assets and opportunities; compliance with applicable governmental laws, rules and regulations; prompt internal reporting of any violations of the Code; accountability for adherence to the Code; and Element's culture of honesty and accountability. A copy of the Code is available on Element's website at www.elementfleet.com and may be obtained by contacting Element and requesting a copy from its investor relations contact or by mail at 161 Bay Street, Suite 3600, Toronto, Ontario, M5J 2S1.

The Board monitors compliance with the Code by delegating responsibility for investigating and enforcing matters related to the Code to management and the C&CG Committee. Any such investigations and resolutions of complaints will be reviewed by the C&CG Committee who will report annually to the Board thereon. Certain of the matters covered by the Code are also subject to Audit Committee oversight. Any employee who becomes aware of a violation of the Code must report the violation to a member of management. Directors and executive officers are required by applicable law and the Code to promptly disclose any potential conflict of interest that may arise. If a director or executive officer has a material interest in an agreement or transaction, applicable law, the Code and principles of sound corporate governance require them to declare the interest in writing or request to have such interest entered in the minutes of meetings of directors and where required by applicable law abstain from voting with respect to the agreement or transaction. The C&CG Committee is responsible for monitoring such conflicts of interest under the Code. The Board has delegated the communication of the Code to employees to management who are expected to encourage and promote a culture of ethical business conduct.

In addition to the Code, Element has a comprehensive Insider Trading Policy which prohibits officers, directors, and employees of Element and its subsidiaries, and certain persons related to any such persons, from, at any time whether directly or indirectly, short selling a security of Element or any other arrangement that results in a gain only if the value of Element's securities declines in the future, and which prohibits officers, directors and employees from hedging against Element securities.

Board and Committee Assessment

The C&CG Committee is responsible for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors. Each director is required to complete a detailed questionnaire on an annual basis which includes: (i) individual self-assessments by the directors; (ii) assessment of the Board and committee performance and effectiveness; and (iii) an assessment of peer performance at the Board level and at the committee level. Completed questionnaires are collected by the Corporation's General Counsel who compiles the results and provides an analysis to the Chair. The Chair then holds individual meetings with each director to discuss the results of the assessment. The analysis is also presented to the C&CG Committee which makes recommendations to the Board to improve the effectiveness of the Board in light of the results of the annual performance evaluation.

Related Party Transactions

From time to time, special committees of the Board may be and have been appointed to consider special issues and in particular, any issues that may involve related party transactions. A special committee of the Board may retain outside advisors at the Corporation's expense in appropriate circumstances. Any director who has a material interest in a transaction or agreement involving Element must disclose the interest to Chair of the Board, and does not participate in any discussions or votes on the matter. No material corporate decision or decision involving a potential conflict of interest can be approved by the Board without the approval of the independent directors. There were no transactions in 2021 that required the creation of a special committee of the Board.

MESSAGE FROM THE CHAIR OF THE COMPENSATION & CORPORATE GOVERNANCE COMMITTEE & THE CHAIR OF THE BOARD OF DIRECTORS

Dear Fellow Stakeholders,

On behalf of the Board and the Compensation and Corporate Governance Committee, we are pleased to share with you highlights of Element's 2021 performance, CEO compensation decisions and key changes to the executive compensation programs for 2022. Element continues to align compensation programs and outcomes to business results, reinforcing pay for performance, and the creation of long-term sustainable shareholder value.

Significant Progress Driving Profitable Growth, Scale and Free Cash Flow

Last year's successful pivot to growth validates both the viability of our growth strategy, and our organization's ability to execute it. Element met the unforeseen challenges of 2021 head-on and delivered strong performance for all its stakeholders. Despite the lingering impacts of the pandemic and an industry-first OEM production shortage, Element maintained focus on advancing its strategic objectives and through that determination, and with great agility, delivered outstanding results across all four pillars of the Global Balanced Scorecard.

Our 2021 financial and operating results (in constant currency) underscore Element's resilient business model and the significant progress made towards our pivot to profitable growth:

- 5.8% net revenue growth;
- 7.2% adjusted operating income growth; and
- 8% free cash flow growth per share.

Element continues to advance a capital-lighter strategy that maintains our investment grade balance sheet while reducing our equity requirement, enabling the return of $644 million cash to common shareholders in 2021 and generating a 15.4% pre-tax adjusted return on equity.

Element as a whole is performing better than ever and, importantly, has never been better positioned to sustain and build on this success.

Pay for Performance

The Board and Management are committed to ensuring the alignment of executive compensation with Element's strategic objectives and the creation of long-term sustainable value for our shareholders.

Incentive compensation continues to be tightly linked to performance. 2021 short-term incentive awards for the Chief Executive Officer (CEO) and other NEO's are directly linked to key strategic objectives and metrics, as represented on Element's 2021 Global Balanced Scorecard, with at least 50% based on financial results. Against the backdrop of COVID-19 and the unprecedented shortage of vehicles from our OEM suppliers, Element met or exceeded 9 out of 13 targets in our global Balanced Scorecard for 2021. Of the four measures that fell short of target, three achieved approximately 98% of target and the fourth attained top-quartile results relative to our peer group.

Long-term incentives granted to NEOs in 2021 were awarded in the form of: i) performance share units tied to Total Shareholder Return against the S&P/TSX Composite Index; and ii) restricted share units with a 3-year cliff vest. The CEO and other NEOs received 75% of their 2021 LTIP grant in PSUs, which are 100% at risk.

Based on Total Shareholder Return performance relative to the S&P/TSX Composite Index for the three-year performance period ended December 31, 2021, the 2019 PSUs paid out based on a performance factor of 200% of target, in line with the 99.5% increase in TSR during this period (and performing at the 83rd percentile of companies in the Index), further reinforcing pay for performance.

CEO Compensation

On an annual basis, the Compensation and Corporate Governance Committee reviews executive pay benchmarking and considers corporate and individual performance to make informed decisions on CEO compensation aligned with performance and the creation of long-term shareholder value. Since his appointment in 2018, Jay Forbes has provided exceptional leadership, putting the right strategy, structure and people in place, successfully executing on the wholesale transformation of this company and, in doing so, strengthening its operating platform, balance sheet and future growth prospects. Further, his leadership of this organization through the pandemic and industry-first OEM production shortage has allowed Element to remain focused on what matters most for our clients, investors, and employees.

There was no change to the CEO's salary of $1,000,000 for 2021. Effective January 1, 2021, the Board approved an increase to the CEO's target LTIP (from $2,000,000 to $3,000,000) in recognition of Mr. Forbes' significant leadership and achievement of critical transformation milestones. This brings his 2021 total target compensation to $5,000,000, continuing to remain competitive with the market for experienced and high performing CEOs.

For 2021 performance, the Board awarded the CEO an annual short-term incentive award of 131% of target, based on the composite result of 6 key objectives pre-defined on Element's 2021 Global Balanced Scorecard.

In recognition of the significant accomplishments in leading the transformation and pivot to growth for the organization, as well as the ambitious plans for 2022 and beyond, the Board exercised their discretion and granted long-term incentives at 150% of target, granted in March 2021 ($4,500,000).

The Board approved no adjustments to the CEO's target compensation for 2022.

Compensation Program Changes and Governance Enhancements

The Board and Management's exceptional stewardship of our business was recognized by the Globe and Mail in December 2021, where Element finished #1 in the newspaper's 20th annual corporate governance rankings of 220 Canadian public companies. This achievement is one of many examples of Element's steadfast commitment to a culture of transparency and good governance, contributing to the fulfillment of our potential as a great company.

With the commitment to continuous improvement and leading governance, the C&CG Committee approved the following changes to long-term incentive plan design and governance beginning in 2021:

- Amended the Share Unit Plan to incorporate a pro-rata vesting of units (from full vesting) upon a termination without cause for all units granted in 2021 & beyond.
- Implemented a retirement definition that includes a good leaver provision, is aligned with market practice and that acknowledges contribution over a reasonable period of time as deemed appropriate for Element.

CFO Transition

In last year's proxy we announced that there was a CFO transition taking place in Q1 2021. Frank Ruperto joined Element on January 25, 2021 as EVP Finance, and assumed the role of EVP & CFO on March 5, 2021. Mr. Ruperto's compensation is competitive with CFO compensation against the relevant peer group and has been disclosed in this year's proxy circular.

Commitment to Our Stakeholders

The C&CG Committee and the Board believe Element's compensation policies and programs are prudent and consistent with fundamental pay-for-performance principles, and we are committed to reinforcing strong governance and oversight of the executive pay practices at Element.

In 2022, the Board will continue to engage with you, Element's stakeholders, and carefully consider your ongoing feedback as well as the outcome of this year's advisory vote on executive compensation. We remain committed to developing pay practices that incent the appropriate behaviors, and deliver results that enhance long-term shareholder value.

Shareholders may contact the Board by mail to David Denison, Chair of the Board, at 161 Bay Street, Suite 3600, Toronto, Ontario, M5J 2S1 or by email to ddenison@elementcorp.com or Joan Lamm-Tennant, Chair of the Compensation and Corporate Governance Committee by email at joan.lamm-tennant@elementcorp.com.

Sincerely,

Joan Lamm-Tennant
Chair of the Compensation and Corporate Governance Committee

David Denison
Chair of the Board

COMPENSATION DISCUSSION AND ANALYSIS

The following discussion describes the significant elements of the Corporation's executive compensation program, with particular emphasis on the process for determining compensation payable to the Corporation's named executive officers ("NEOs") for fiscal year 2021. The following also summarizes certain changes that have been approved for the executive compensation program in 2022. This year, we have decided to disclose the top five paid executive officers of the Corporation as well as the executive officer of the Corporation's subsidiary, Custom Fleet to provide full transparency of top-paid officers.

Our seven NEO's for fiscal year 2021 were:

Named Executive Officers for 2021	
Jay Forbes	President & Chief Executive Officer
Frank Ruperto	Executive Vice President & Chief Financial Officer (1)
Jim Halliday	Executive Vice President & Chief Operating Officer
Aaron Baxter	Executive Vice President, Custom Fleet
David Madrigal	Executive Vice President & Chief Commercial Officer
Vineet Gupta	Executive Vice President & Chief Technology Officer (2)
Vito Culmone	Former Executive Vice President & Chief Financial Officer (3)

(1) Frank Ruperto joined Element on January 25, 2021 as EVP Finance, and assumed the role of EVP & CFO on March 5, 2021.

(2) Vineet Gupta retired from Element as of March 31, 2022.

(3) Vito Culmone's last day at Element was March 5, 2021.

Our Approach to Compensation

Our total rewards program is built around paying for the performance and behaviours that will drive sustainable performance and long-term value to our shareholders. It is designed to be market competitive in order to attract, motivate, and retain talent. Element's compensation philosophy is based on the following principles:

Align with business strategy	• Link total rewards directly to Element's Balanced Scorecard results through the design of the incentive programs and management of individual performance assessments
Pay for performance	• Reward for delivery on Element's strategic, financial, and operational key performance indicators over multiple time horizons, with emphasis on long-term sustainable results and alignment with shareholder value creation • Enable managers to reinforce a clear and constant link between performance expectations and pay decisions
Reasonable & non-excessive	• Apply the appropriate safeguards to ensure compensation is reasonable and aligned to Element's financial and market performance
Competitive	• Enable Element to attract, retain, and motivate the right talent, with the flexibility to reward critical talent appropriately • Target total compensation near 50th percentile for expected levels of performance, with the opportunity to pay above or below market based on performance and role

Compensation Structure and Decision-Making Process

Our compensation process starts at the beginning of each year, when we assess and confirm our philosophy, program guidelines and structure. At the end of each year, we apply a rigorous process to assess performance and award compensation. This includes individual, group and corporate performance reviews for each NEO, in consultation with our independent compensation advisor.

Feedback loop

At the Beginning of the Year ("Look Forward")	• Review compensation philosophy, program design and peer group and recommend any changes to the C&CG Committee for approval • Establish target compensation levels for the coming year (based on a review of the competitive market) • Establish objectives and performance measures for the coming year • Recommend any plan design changes to ensure continued alignment with business strategy • Engage with independent advisor to understand any regulatory and market changes
During the Year ("Monitor and Assess")	• Monitor business performance against strategic objectives via regular management and board updates • Continue to assess whether results are achieved with a balanced approach to risk • Review alignment of projected compensation outcomes to performance and the creation of long-term shareholder value to ensure compensation plans are operating as intended
At the End of the Year ("Look Back")	• Review performance against goals and objectives, determine compensation plan outcomes, and assess alignment of pay and performance • CEO recommends compensation awards for each NEO based on performance against scorecard metrics and their overall contribution for the C&CG Committee's approval • The C&CG Committee recommend compensation for the CEO to the Board for approval

The C&CG Committee and Board believe the above process is comprehensive in providing market intelligence and data to the C&CG Committee, while providing multiple opportunities for the C&CG Committee and Board to review performance and corresponding compensation levels to ensure the approach and awards remain appropriate. The Board has in the past applied discretion to waive year-end incentive awards based on its review of performance, in conjunction with both internal and external market conditions, as well as share price performance.

Use of Independent Compensation Consultants

The C&CG Committee engages a third party independent advisory firm to review compensation levels and understand trends and best practices with respect to compensation good governance and executive program design. In July 2019, the C&CG Committee engaged Hugessen Consulting (Hugessen) as an independent advisor to assist with executing these responsibilities and Hugessen has remained the advisor through 2021.

Hugessen provided independent advice to the C&CG Committee on the following topics in 2021:

- CEO compensation benchmarking
- Trends in executive compensation and governance
- Incentive plan design, peer group development
- Pay for performance alignment simulation testing
- Shareholder and proxy advisor engagement and proxy disclosure

Hugessen is directly accountable to the C&CG Committee for all board-related compensation work.

In 2020, Willis Towers Watson ("WTW") provided support to the C&CG Committee by updating the peer group financials. They did not provide any support for 2021.

In 2021, WTW continued to be engaged by management of the Corporation on non-board-related items including market data, employee compensation structures and sales compensation.

Independent compensation advisor fees incurred in the last two completed fiscal years are as follows:

Advisor	**Executive Compensation-Related Fees**		**All Other Fees**	
	2021	2020	**2021**	2020
Hugessen Consulting	**$102,986**	$138,555	**Nil**	Nil
Willis Towers Watson	**Nil**	$918	**$31,645**	$36,392

Benchmarking Compensation and Comparator Peer Group

The C&CG Committee reviews market data on an annual basis to ensure the competitiveness of pay for our Named Executive Officers. In doing so, the C&CG Committee reviews a report of target compensation for executive roles at other companies within our defined peer group and ensures alignment of executive compensation with the target pay position.

Our approach is to identify two discrete proxy peer groups (one of Canadian-based organizations and one of US-based organizations) and then blend appropriately depending on the role. US-based organizations are relevant, as approximately 75% of revenue comes from US Operations. In addition, the majority of our staff is in the US including three of the NEOs. For Australia & New Zealand (ANZ) we use local market data.

Criteria used to select proxy peers included:

i. publicly-traded companies headquartered in each country, operating in related industries (e.g., consumer finance, regional banks, trucking, and trading companies and distributors); and

ii. companies of a similar size, primarily based on assets, and in consideration of revenue and market capitalization.

In 2021, we removed TCF Financial Corporation from the US peer group as they are no longer publicly traded. There were no other changes to the peer groups used for the purposes of benchmarking NEO compensation in 2021. Management will continue to assess the validity of the peer group on an annual basis.

Element's peer group for 2021 consisted of the following organizations:

Canadian Proxy Peer Group (Company Name and Primary Industry)		
Canadian Western Bank Regional Bank	**CI Financial Corp** Asset Management & Custody Banks	**Equitable Group Inc.** Thrifts and Mortgage Finance
Finning International Inc. Trading Companies and Distributors	**First National Financial Corporation** Thrifts and Mortgage Finance	**Genworth IM Canada Inc.** Thrifts and Mortgage Finance
Home Capital Group Inc. Thrifts and Mortgage Finance	**IGM Financial Inc.** Asset Management & Custody Banks	**Laurentian Bank of Canada** Regional Bank
TFI International Inc. Trucking		

U.S. Proxy Peer Group (Company Name and Primary Industry)		
Air Lease Corporation Trading Companies and Distributors	**Associated Banc-Corp** Regional Bank	**Bank United Inc.** Regional Bank
BOK Financial Corporation Regional Bank	**Knight-Swift Transportation Holdings Inc.** Trucking	**Ryder System, Inc.** Trucking
Synovus Financial Corp. Regional Bank	**United Rentals Inc.** Trading Companies and Distributors	**Wintrust Financial Corporation** Regional Bank

Compensation Risk Management and Good Governance Practices

The Board (through the C&R Committee) has overall responsibility for the oversight of the Corporation's risk management, including in relation to all aspects of compensation. In this regard, the Board oversees the Corporation's compensation programs to ensure they do not encourage individuals to take inappropriate or excessive risks that could have a materially adverse effect on the Corporation. The Board, together with the C&CG Committee, considered the compensation programs of the Corporation to ensure that controls are in place to monitor and separate decision authorities related to key risks associated with Corporation's compensation and incentive plans. The Board and the C&CG Committee each also sought to ensure that the size of the rewards related to any given metric within the influence of a key decision maker was not significant enough to encourage excessive risk taking, and that the Corporation's compensation policies and practices are unlikely to have a materially adverse impact on the Corporation.

Element's C&CG Committee continues to focus on strong governance practices as outlined below.

Sound pay practices at Element:

- Alignment of executive compensation with the creation of long-term shareholder value through having a high portion of compensation 'at-risk' and tied to the organization's share price
- Alignment of compensation program design with business strategy, with short-term incentive tied to Balanced Scorecard objectives
- Benchmark compensation against peer companies
- Ensure executive alignment with shareholder interests through Equity Ownership Requirements
- Board has the ability to claw back compensation in cases of financial re-statement or misconduct
- Periodic risk review of compensation plans
- Engage independent compensation consultants to assess our executive compensation programs
- Include caps on short-term and long-term incentive performance factors
- Annually hold a shareholder Say on Pay vote on our executive compensation practices
- Double trigger provision upon a change in control

We do not permit the following problematic pay practices:

- Hedging or monetizing of equity awards
- Re-pricing of stock options or granting of options below current market value
- Providing severance greater than two years upon a change in control
- Providing multi-year incentive compensation guarantees

Compensation Components

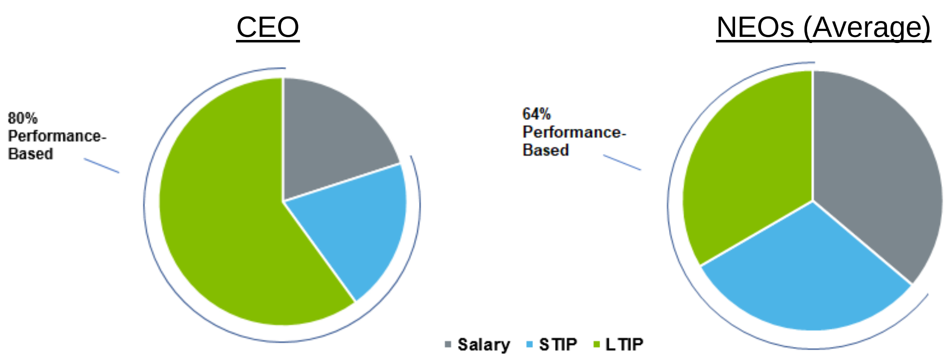
Total compensation for Element executives (including NEOs) is comprised of the components outlined in the table below. There are no pension or similar retirement plans at Element.

Component	Compensation Type	Objective	Description
Base Salary	Fixed	Attract and retain the right talent Provide market competitive compensation Reflects the role, skills and experience	Established with consideration for the Executive's performance, experience, and position in the Corporation, and relative to our peer group. Reviewed annually with increases in the event of change in role, responsibility or market
Short-term Incentive (STIP)	Performance-based Variable At-risk	Align pay with the achievement of annual goals and objectives Reward superior performance and provide competitive compensation Reward performance that supports the strategy and creates long-term value for shareholders Attract and retain the right talent	Target award is a percentage of base salary based on executive level and aligned with the competitive market. Awards are paid in cash following the determination of year-end performance. Bonuses are not paid unless a threshold level of performance is achieved. Awards range from 0% to 200% of target.
Long-term Incentive (LTIP)	Performance-based Variable At-risk	Align executives with medium- and long-term interests of shareholders Attract and retain the right talent	In 2021 NEOs were granted awards under the following plans: **Performance Share Units** PSUs with a three-year cliff vest. The performance factor is calculated based on the relative total

Component	Compensation Type	Objective	Description
		Reward performance that is aligned to the creation of long-term value for shareholders Promote Executive share ownership Provide market competitive compensation	shareholder return (TSR) compared to the S&P/TSX Composite Index. Performance outcome range from 0% to 200%. **Restricted Share Units** Restricted Share Units with a three-year cliff vest.
Benefits & Perquisites	Fixed	Attract and retain talent Align with the competitive market	Participation in Element's comprehensive group benefit plan (all employee plan). Certain NEOs also receive a taxable cash allowance for specific perquisites (not to exceed 10% of salary or $50,000). Employees also have the opportunity to participate in a group RRSP, 401(k) or superannuation. As at December 31, 2021, Element did not have a pension plan or any other plan that provides payment or benefits at, following or in connection with retirement.

Target Mix of Compensation Elements

As outlined in the graphs below, the majority of the target compensation for the CEO and other NEOs is variable and performance based, demonstrating alignment to business performance and long-term shareholder value.



2021 Performance and Pay

Base Salary

Base salaries are intended to provide Element's NEOs with competitive salaries. Element will differentiate salary levels to reflect role, experience and responsibilities. Base salaries are reviewed annually and adjusted in response to a change in the market compensation for similar roles. Additionally, base salaries may be changed as warranted throughout the year for promotions or other changes in the scope of a NEO's role and responsibilities.

The CEO, with support from the C&CG Committee, decided not to increase NEO base salaries for 2021.

Named Officer	2021 Base Salary ($)
Jay Forbes	1,000,000
Frank Ruperto [1]	689,425
Jim Halliday [2]	664,355
Aaron Baxter [3]	494,845
David Madrigal [4]	501,400
Vineet Gupta	500,000
Vito Culmone [5]	116,186

(1) Base salary of USD $550,000 converted to CAD using the average 2021 FX rate of 1.2535.

(2) Base salary of USD $530,000, converted to CAD using the average 2021 FX rate of 1.2535.

(3) Base salary of AUD $525,313 converted to CAD using the average 2021 FX rate of 0.942.

(4) Base salary of USD $400,000 converted to CAD using the average 2021 FX rate of 1.2535.

(5) Vito Culmone's annual salary was $625,000, pro-rated for his time in the role in 2021.

Short-term Incentives – Annual Incentive

The 2021 STIP aligns to Element's Global Balanced Scorecard, assigning relative weightings to strategic objectives which in turn modify the annual incentive payout based on actual 2021 performance.

The Balanced Scorecard drives focus, clarifies accountability and creates a tighter linkage between performance and pay. The 2021 Balanced Scorecard reflects Element's focus on driving profitable revenue growth atop a scalable operating platform to deliver free cash flow.

Actual STIP awards for the CEO and other NEOs are determined using the following formula:

Target Bonus ($) X Balanced Scorecard Result = STIP Award ($)

The CEO and other NEOs were assigned weightings across each of the four dimensions of the scorecard, with a minimum of 50% weighting on quantitative financial measures, as outlined in the table below. For 2021, all NEOs, including the CEO, are measured on Element's Global Balanced Scorecard performance. Aaron Baxter, EVP, Custom Fleet was measured against Custom Fleet's Balanced Scorecard performance.

2021 Global Balanced Scorecard and Short-term Incentive Results

For 2021, the compensation-tied metrics from the balanced scorecard and the respective weightings for the CEO and other NEOs are outlined in the table below. Weightings are assigned to ensure balance across metrics while providing adequate focus for the individual executive.

Dimension	Metric	CEO Weighting	Other NEOs Weighting			
			CFO	COO	CTO	CCO
Our Clients	Net Promoter Score	10%	-	10%	-	10%
	Net Revenue Growth	20%	20%	30%	30%	40%
Our Business	Operational Effectiveness Index	-	10%	10%	15%	10%
	Operational efficiency index	15%	10%	10%	15%	-
Our People	Employee engagement index	15%	15%	15%	15%	15%
Our Investors	Adjusted EPS	25%	25%	25%	25%	25%
	Free Cash Flow (FCF)	15%	20%	-	-	-

The C&CG Committee and Board review and approve the 2021 Global Balanced Scorecard, with particular attention to those metrics tied to compensation. At each C&CG Committee meeting, Element's balanced scorecard and short-term incentive performance is reviewed and discussed. In July, management engages the C&CG Committee in a mid-year review of BSC targets and shoulders to assess their reasonableness in the context of the first-half results. All compensation tied BSC metrics are audited on an annual basis as part of our year end financial audit. Our strategic objectives and measurement of the corresponding metrics are outlined in the table below.

Dimension	Strategic Objective	Metric	Measurement
Our Clients *Consistently deliver a superior experience and exceptional value for our clients.*	Earn our clients' loyalty	Net Promoter Score	Calculated based on the composite global result of the NPS survey, which is sent to Element's clients on a quarterly basis. A quarterly audit check is conducted on survey results.
	Grow net revenue 4-6% annually	Net Revenue Growth	Net Revenue Growth is measured as annual % growth in YoY total net revenue. Results are aligned to the approved 2021 Financial Plan.
Our Business *Improve the productivity of our business.*	Consistently meet service commitments	Operational Effectiveness Index	Weighted average of ten sub-indexes representing key areas of Operations. Measures are allotted based on common SLAs. Results are directly pulled from Element's transaction database and for additional governance, a quarterly audit check is conducted on all operational metrics.
	Continuously improve the way we work	Operational efficiency index	The operational efficiency index is a composite of measurements that track the efficiency of each operational area to govern and improve the scalability of our operating platform (i.e. cost to serve).
Our People	Deepen employee engagement	Employee engagement index	Survey is outsourced to a third-party company who manages the survey for governance purposes & data integrity. The Engagement Index "score"

Dimension	Strategic Objective	Metric	Measurement
Build a more engaged and accountable workforce.			reflects employees' responses to 5 equally weighted survey questions.
Our Investors *Generate an appropriate return for our investors.*	Grow profitably	Adjusted EPS	Measures the profitability of the business; specifically, the amount of after-tax adjusted operating income attributable to common shareholders per issued and outstanding common share of Element.
	Translate operating performance into superior cash returns to shareholders	Free Cash Flow (FCF)	Free Cash Flow is a measure of Element's ability to generate cash flows from operations which can then be either reinvested in the business or distributed to shareholders in the form of dividends or share buybacks.

2021 performance factors were based on audited results approved by the Board, compared to the 2021 threshold, target and outperform goals set by the Corporation and approved by the Board at the beginning of the year. As this information is commercially sensitive, and to maintain confidentiality, we do not disclose certain BSC metric targets and shoulders publicly.

Dimension	Metric	2021 Actual Achievement	2021 Performance Factor
Our Clients	Net Promoter Score	**Outperform**	**2.0**
	Net Revenue Growth	**Above Target**	**1.61**
Our Business	Operational Effectiveness Index	**Above Target**	**1.80**
	Operational efficiency index	**Outperform**	**2.0**
Our People	Employee engagement index	**Above Threshold**	**0.75**
Our Investors	Adjusted EPS	**Above Threshold**	**0.93**
	Free Cash Flow (FCF)	**Above Threshold**	**0.95**

Despite the lingering impacts of the pandemic and an industry-first OEM production shortage, we maintained our focus on advancing Element's strategic objectives and through that determination, and with great agility, we met or exceeded 9 out of 13 targets in our global Balanced Scorecard for 2021 & made significant progress for:

- **Our Clients** greatly exceeding all our targets, including achieving Element's best ever NPS
- **Our Business** significantly exceeding all our targets, including outperformance on operational efficiency
- **Our People** while we achieved top-quartile employee engagement, our score fell short of our stretch target
- **Our Investors** achieving 98% of targeted EPS and FCF per share despite the unforeseen (and thus unplanned/unbudgeted) OEM production shortages, triggering slightly lower payout factors for these two measures

2021 Custom Fleet Balanced Scorecard and Short-term Incentive Results

For 2021, the compensation-tied metrics from the Custom Fleet balanced scorecard and the respective weightings for the EVP, Custom Fleet are outlined in the table below.

Dimension	Custom Fleet Metric	EVP, Custom Fleet Weighting
Our Clients	Net Promoter Score	10%
	Net Revenue Growth	40%
Our Business	Operational Effectiveness Index	10%
Our People	Employee engagement index	15%
Our Investors	Adjusted Operating Income	25%

The Custom Fleet 2021 performance factor was based on final results compared to the approved 2021 threshold, target and outperform goals.

Dimension	Custom Fleet Metric	2021 Custom Fleet Actual Achievement	2021 Performance Factor
Our Clients	Net Promoter Score	**Above Target**	**1.80**
	Net Revenue Growth	**Outperform**	**2.0**
Our Business	Operational Effectiveness Index	**Above Target**	**1.70**
Our People	Employee engagement index	**Above Target**	**1.10**
Our Investors	Adjusted Operating Income	**Outperform**	**2.0**

The strategies and actions taken by the Custom Fleet leadership team – through transformation and our pivot to growth – have contributed to its' outperformance on an absolute basis and relative to our competitors. The combined benefits of positive NPS, operational and financial performance have resulted in a 2021 STIP factor above target.

2021 Short-term Incentive Awards for Named Executive Officers

Performance in 2021 translated into STIP performance factors of 1.31 for the CEO and between 1.24 and 1.82 for the NEOs, demonstrating a strong link between performance and pay. The C&CG Committee has the authority to apply discretion to individual payouts if warranted. The C&CG Committee felt the performance factors as calculated reflected performance appropriately and as such, no discretion was applied.

The table below outlines the annual STIP targets, performance factors, and final 2021 STIP awards for each of the NEOs.

Named Officer	2021 STIP Target ($)	Performance Factor	2021 STIP Award ($)
Jay Forbes	1,000,000	1.31	**1,310,000**
Frank Ruperto (1)	679,225	1.24	**842,239**
Jim Halliday (2)	664,355	1.41	**936,741**
Aaron Baxter (3)	371,134	1.82	**675,463**
David Madrigal (4)	376,050	1.37	**515,189**
Vineet Gupta	375,000	1.40	**525,000**
Vito Culmone (5)	156,250	1.0	**156,250**

(1) Target STIP of USD $550,000, pro-rated for time in role in 2021 & converted to CAD using the average 2021 FX rate of 1.2535.

(2) Target STIP of USD $530,000 converted to CAD using the average 2021 FX rate of 1.2535.

(3) Target STIP of AUD $393,985 converted to CAD using the average 2021 FX rate of 0.942

(4) Target STIP of USD $300,000 converted to CAD using the average 2021 FX rate of 1.2535.

(5) Received pro-rata STIP for 2021, paid at target at the time of termination.

2022 Global Balanced Scorecard and Short-term Incentive Program

The 2022 Global Balanced Scorecard was approved by the Board in December 2021. Similar to 2021, for each BSC objective and metric, results will be assessed against defined threshold, target, and outperform levels of performance. Short-term incentive awards for the CEO and other NEOs continue to be tied to key BSC metrics across each of the four dimensions, aligned with their accountabilities and where they can have the greatest impact. 2022 BSC performance will determine the annual incentive payment for the CEO and NEOs, payable in 2023.

Long-term Incentives

Long-term incentives are intended to align executive compensation to the attainment of shareholder value creation and provide a tool to strengthen executive retention. Performance Share Units (PSUs) and/or Restricted Share Units (RSUs) may be granted annually to executives based on their target award level, with some consideration for individual contribution and retention, allowing for a grant above or below target. As these incentives comprise the majority of a senior executive’s total compensation, target award levels are benchmarked annually to ensure competitiveness with the external market.

PSUs and RSUs are phantom shares that fluctuate with the underlying price of the Common Shares, vest within three years and pay out at the end of the vesting period. PSUs are subject to the achievement of performance conditions and are designed to focus executives on key measures of business success.

2021 Long-term Incentive Awards for Named Executive Officers

The table below summarizes LTIP targets & grants in 2021 and the different vehicles and relative value. For 2021, the target LTIP mix for the NEOs was 75% PSUs & 25% RSUs. The Board retains the discretion to award higher than target LTIP grants based on contribution to achievement and advancement of Element objectives, potential and critical retention.

CEO & NEO 2021 LTIP Design	=	**Performance Share Units** 75% 3-year cliff vest 0 - 200% Payout	+	**Restricted Share Units** 25% 3-year cliff vest

All 2021 LTIP grants to NEOs are summarized in the table below:

Named Officer	2021 Target LTIP Value ($)	2021 Total LTIP Grant Value ($)	PSUs (# granted)	RSUs (# granted)
Jay Forbes	$3,000,000	$4,500,000	254,838	84,946
Frank Ruperto [1]	$1,092,807	$1,092,807	61,886	20,629
Jim Halliday [2]	$665,733	$998,600	56,551	18,850
Aaron Baxter [3]	$384,726	$577,089	32,681	10,894
David Madrigal [4]	$376,830	$527,562	29,876	9,959
Vineet Gupta	$375,000	$450,000	25,484	8,495
Vito Culmone [5]	-	-	-	-

(1) Received an LTIP grant of USD $870,000 converted to CAD using the FX rate of 1.2561 at the time of grant (target of USD $870,000).

(2) Received an LTIP grant of USD $795,000 converted to CAD using the FX rate of 1.2561 at the time of grant (target of USD $530,000).

(3) Received an LTIP grant of AUD $590,977 converted to CAD using the FX rate of 0.9765 at the time of grant (target of AUD $393,985).

(4) Received an LTIP grant of USD $420,000 converted to CAD using the FX rate of 1.2561 at the time of grant (target of USD $300,000).

(5) Mr. Culmone did not receive a 2021 LTIP grant given his departure in Q1.

No stock options have been granted since 2018.

2021 Performance-based LTIP

The 2021 PSUs will vest at the end of 3-years according to the relative total shareholder return (rTSR) of Element compared to the S&P/TSX Composite Index, as follows:

Performance Level	Performance Hurdle (rTSR)	Performance Factor
Below Threshold	Below P30	0%
Threshold	P30	50%
Target	P60	100%
Maximum	P80 and Above	200%

The PSU payout range in 2020 was widened (to 0% to 200%) to eliminate the 50% floor utilized in the 2019 plan design, resulting in PSUs being 100% “at risk”. Performance in between threshold, target and maximum is interpolated.

Additionally, the 2021 PSU design continues to have the qualifier whereby if Element TSR is negative, payout is capped at threshold (50%) regardless of performance against the S&P/TSX Composite. Both RSUs and PSUs have a 3-year cliff vest.

2022 Element Long-term Incentive Plan for Named Executive Officers

The 2022 LTIP design remains largely unchanged, with a couple of updates reflecting maturation of the organization following transformation. The challenging performance hurdles were put in place in 2019 in order to incent focus on improving the stock price and reflect the expected growth over the years of transformation.

Given where we are in our maturity, as we have come out of transformation and heading into second year of growth, we have revised the performance hurdles to align with our pay philosophy and the market.

Performance Level	Performance Hurdle (rTSR)	Performance Factor
Below Threshold	Below P25	0%
Threshold	P25	50%
Target	P50	100%
Maximum	P75 and Above	200%

Additionally, the 2022 PSU design was also amended to cap payouts at target if TSR is negative (instead of capping at 50%).

Payment of 2019 PSU Awards (vested Jan 1, 2022)

In accordance with the Share Unit Plan, the 2019 PSUs vested on January 1, 2022. Actual 3-year total shareholder return of 99.5% compared to the S&P/TSX Composite Index resulted in a percentile rank of 83% and a payout factor of 200% of target.

Incorporating the impact of dividend equivalents received over the three-year performance period, the PSU performance at 200% of target and the fair market value of the Common Shares on the date of vesting, the actual payout value of the 2019 PSU grants to NEOs were as follows:

Name	PSUs Granted in 2019		Value as of Settlement Date[3]		
	Value (1) ($)	Number Granted	Number of Accumulated PSUs (2)	Number of Accumulated PSUs times 200%	Payout Value ($)
Jay Forbes	$3,000,000	382,000	404,030	808,060	**$10,680,371**
Jim Halliday	$1,332,700	169,697	179,483	358,966	**$4,744,561**
Aaron Baxter	$470,250	59,879	63,333	126,666	**$1,674,183**
David Madrigal	$193,032	24,579	25,997	51,994	**$687,220**
Vineet Gupta	$375,000	47,750	50,502	101,004	**$1,335,000**
Vito Culmone	$800,000	101,867	107,741	215,482	**$2,848,090**

(1) Based on the fair market value (average closing price of stock on the 10 trading days prior to the date of grant) of the Common Shares on the TSX on the date of grant ($7.8534).

(2) Includes additional PSUs accumulated to reflect dividends (dividend equivalents) received over the three-year performance period.

(3) The payout value is determined by multiplying the total number of accumulated PSUs times the performance factor of 200% times the fair market value (average closing price of stock on the ten trading days prior to settlement) which, on January 14, 2022, was $13.2173.

CEO Compensation – Jay Forbes

The C&CG Committee approved a compensation package for Mr. Forbes that is market competitive and aligns realized compensation to the successful attainment of the Corporation's strategic objectives.

The table below summarizes Mr. Forbes' total compensation for 2021.

Compensation Element	2021 Target Compensation	2021 Actual Compensation
Base Salary	$1,000,000	$1,000,000
Short-term Incentive	$1,000,000	$1,310,000
Long-term Incentive	$3,000,000	$4,500,000
Total Compensation	**$5,000,000**	**$6,810,000**

The CEO established personal objectives aligned to the organization's strategic objectives and Global Balanced Scorecard and provided regular progress updates to the Board throughout the year. Based on the progress the Corporation made in the advancement of its strategic objectives, Mr. Forbes short-term incentive factor was (per above) calculated as 1.31. Further, in recognition of the continued leadership focus and strategic plan to drive value for our shareholders and profitable revenue growth, as well as expectation to continue rising in the face of external challenges in the coming years, the Board exercised their discretion and granted long-term incentives at 150% of target, granted in March 2021. As detailed in the 2021 Global Balanced Scorecard and Short-term Incentive Results section, we summarize below the CEO's key accomplishments that reinforce the strong link between CEO pay, company performance and shareholder value:

- Led the successful pivot to profitable revenue growth, growing global Net Revenue 5.8% year-over-year (on a constant currency basis) and mitigated the impact of the OEM production shortage by increasing our order backlog to record levels;
- Led the global organization to take a greater role in understanding and actively managing operating expenses, which allowed us to expand our operating margin on a constant currency basis by 66 basis points;
- Accelerated our capital-light business model, translating strong operating performance into significant ($644 million) cash returns to shareholders by way of share repurchases and dividend growth;
- Advanced our ESG agenda,
  - establishing Element as the industry's market leader in EVs,
  - creating greater diversity in our supply chain network, and
  - supporting the Board as it continued to evolve its stewardship practices, achieving #1 ranking for our Governance Practices as assessed by the Globe and Mail Board Games Report;
- Led the organization through a second year of the pandemic, maintaining outstanding service to our clients (as reflected in record-high net promoter scores) and promoting the wellbeing of our employees, which was acknowledged by a top-quartile employee engagement score; and
- Delivered 278% in total shareholder return for the period since he was announced as CEO – May 11, 2018 to December 31, 2021, more than double that of the comparator group.

The following table compares the grant date value of annual compensation awarded to Mr. Forbes from 2018-2021 with the actual value received from compensation awards.

The actual total direct compensation value for the fiscal years noted represents the total of realized pay (the sum of base salary, STIP, the payout value of share units granted during the period) and realizable pay (the sum of the current value of the unvested units granted during the period) as of December 31, 2021.

Year	CEO				Value of $100		
	Annual Total Compensation Awarded (1)	Realized Pay [A] (2)	Realizable Pay [B] (3)	Actual Total Direct Compensation Value as of Dec 31, 2021 [A + B]	Period	CEO	Shareholder Value
2018(4)	$2.3	$4.5	$0.0	$4.5	May 11, 2018(5) - Dec 31, 2021	$190.9	$303.1
2019	$5.8	$2.8	$10.7	$13.5	Jan 1, 2019 - Dec 31 - 2021	$232.6	$197.4
2020	$5.7	$2.2	$3.7	$5.9	Jan 1, 2020 - Dec 31 - 2021	$103.4	$120.7
2021	$6.8	$2.3	$4.5	$6.8	Jan 1, 2021 - Dec 31 - 2021	$99.5	$98.2

1) Annual Total compensation awarded includes annual salary, STIP award and LTIP grant

2) Realized pay includes salary, STIP award and RSU & PSU payouts

3) Realizable pay includes value of unvested RSUs and PSUs as of Dec 31, 2021

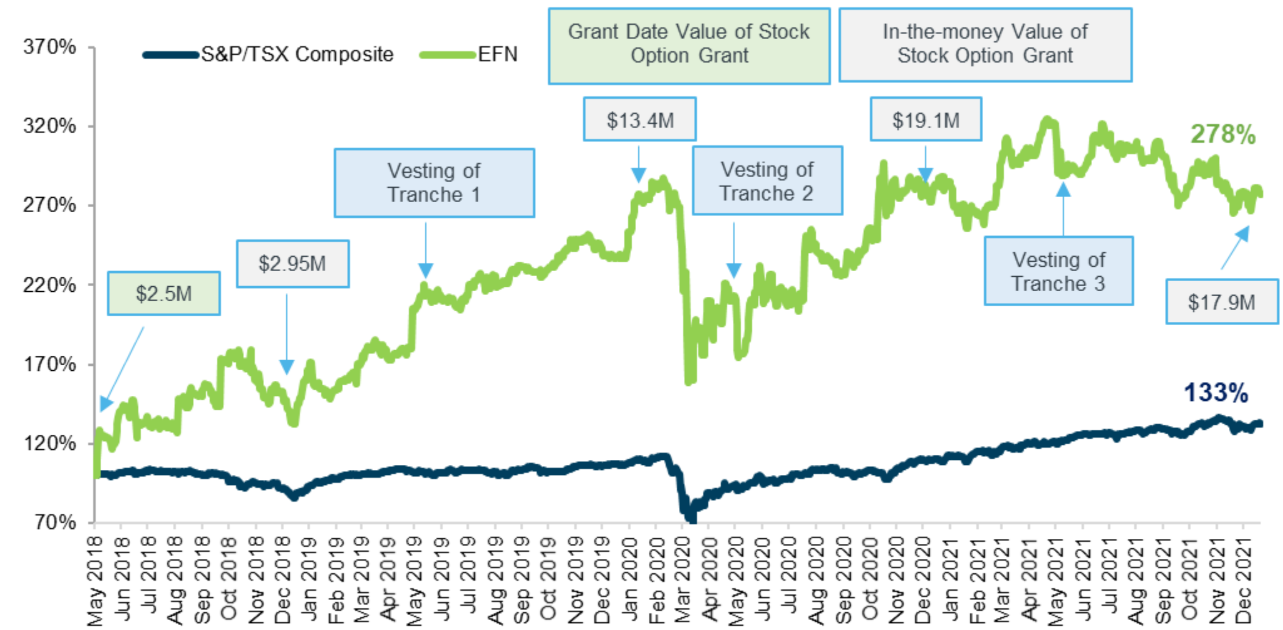
4) Realizable value in 2018 excludes a one-time "on-hire" grant of performance stock options (see next paragraph)

5) May 11, 2018 is the date when Jay Forbes was announced as CEO

In 2018, Jay Forbes was granted $2.5M in performance stock options upon hire, which vested 1/3 annually, only if Element TSR was at 65P or higher relative to S&P/TSX Composite Index.

The C&CG Committee and the Board believe the performance-based options provide alignment between the interests of Element's shareholders and Mr. Forbes, as significant relative stock price appreciation was required in order for the awards to vest. The final tranche vested in May 2021.

We outline below the total shareholder return of Element compared to the S&P/TSX Composite Total Return Index for the period since Jay Forbes was announced as CEO – May 11, 2018 to December 31, 2021 (278% vs. 133% respectively). We also show the in-the-money value of the performance stock option grant at the end of each year. This highlights the alignment between the gain in the stock option value (realizable pay) and shareholder value created over the period.



Equity Ownership Requirements

The Corporation has adopted a formal equity ownership policy to ensure that senior executives of the Corporation acquire and hold a meaningful equity ownership interest in the Corporation. Executives governed by the policy include the CEO, CFO, Chief Operating Officer ("COO") and such other executives as designated by the C&CG Committee (which currently includes all executive vice presidents). Under the policy, each executive shall attain and maintain the following equity ownership levels in the Corporation:

Position	Multiple of Base Salary
CEO	5.0x
CFO and COO	3.0x
Other senior executives as determined by C&CG Committee	1.0x

The types of equity interests in the Corporation which determine the value of equity ownership include Common Shares of the Corporation, unvested share units (50% of 2019 PSUs at target and 100% of unvested RSUs) and deferred share units (DSUs). 50% of the 2019 PSUs were included due to the “floor”, however PSUs with a zero floor (grants made after Jan 1 2020) are not included.

In addition to the above requirements, each executive governed by the equity ownership policy must hold at least 5,000 Common Shares as part of meeting their equity ownership requirement.

Executives have five years from becoming subject to the policy to meet these requirements and shall have one year from any increase in base salary to achieve the incremental ownership requirement.

During a period when an executive has not achieved (or otherwise maintained) his or her ownership requirements, such executive shall be required to (i) retain 100% of such executive’s Common Shares then held, and (ii) use 50% of the proceeds from any vested and paid out RSUs, PSUs or DSUs to purchase Common Shares, and (iii) use 50% of the value obtained through the exercise and sale of options to hold or purchase Common Shares.

When an executive has not achieved (or otherwise maintained) the Equity Ownership Requirement after the deadline, each Executive shall be required to (i) retain 100% of such Executive’s Common Shares then held, and (ii) automatically have 50% of the Executive’s annual incentive compensation paid in Common Shares or units until such Executive is in compliance with the Equity Ownership Requirement.

All executives are currently in compliance with the equity ownership requirements, either holding equity ownership interests which exceed the policy’s requirements or in the process of attaining such equity ownership interests within the timeframe allotted.

The following tables summarize the NEOs subject to an equity ownership requirement, the number held and market value of common shares, RSUs and PSUs held which count towards the ownership requirement.

NEO	# RSU	# PSU	# Common Shares	Total # Held
Jay Forbes	158,318	202,015	400,000	**760,333**
Frank Ruperto	143,906	0	0[(1)]	**143,906**
Jim Halliday	41,065	89,742	85,001	**215,808**
Aaron Baxter	20,037	31,667	5,135	**56,839**
David Madrigal	18,400	12,999	9,601	**41,000**
Vineet Gupta	31,728	25,251	30,000	**86,979**

(1) Mr. Ruperto subsequently purchased 5,000 Common Shares in March 2022.

NEO	Ownership Requirement $	Value of RSUs Held	Value of PSUs Held	Value of Common Shares Held	Meets Requirements	Total Value Held[1]
Jay Forbes	$5,000,000	$2,039,136	$2,601,953	$5,152,000	Yes	**$9,793,089**
Frank Ruperto [2]	$2,091,870	$1,853,509	$0	$0[3]	No[4]	**$1,853,509**
Jim Halliday [5]	$2,015,802	$528,917	$1,155,871	$1,094,813	Yes	**$2,779,601**
Aaron Baxter [6]	$483,551	$258,077	$407,865	$66,139	Yes	**$732,080**
David Madrigal [7]	$507,120	$236,992	$167,421	$123,661	Yes	**$528,074**
Vineet Gupta	$500,000	$408,657	$325,233	$386,400	Yes	**$1,120,290**

(1) Represents total number of Common Shares, RSUs and 50% of 2019 PSUs held by the NEO as at December 31, 2021. The market value of Common Shares & share units is based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).

(2) Ownership requirement of USD $1,650,000 converted to CAD using the FX rate as of December 31, 2021, of 1.2678.

(3) Mr. Ruperto subsequently purchased 5,000 Common Shares in March 2022.

(4) Mr. Ruperto subsequently met the equity ownership requirement through the purchase of 5,000 Common Shares in March 2022.

(4) Ownership requirement of USD $1,590,000 converted to CAD using the FX rate as of December 31, 2021, of 1.2678.

(5) Ownership requirement of AUD $525,313 converted to CAD using the FX rate as of December 31, 2021, of 0.9205.

(6) Ownership requirement of USD $400,000 converted to CAD using the FX rate as of December 31, 2021, of 1.2678.

Clawbacks

The Corporation has a clawback policy which provides the Board with discretion to recover any and all incentive compensation received or realized by a NEO if there is an incidence of misconduct by such executive resulting in the need for the Corporation to publicly issue an accounting restatement of all or a portion of its interim or annual financial statements or in the event of gross negligence, intentional misconduct, fraud or other misconduct or wilful act engaged in by the executive.

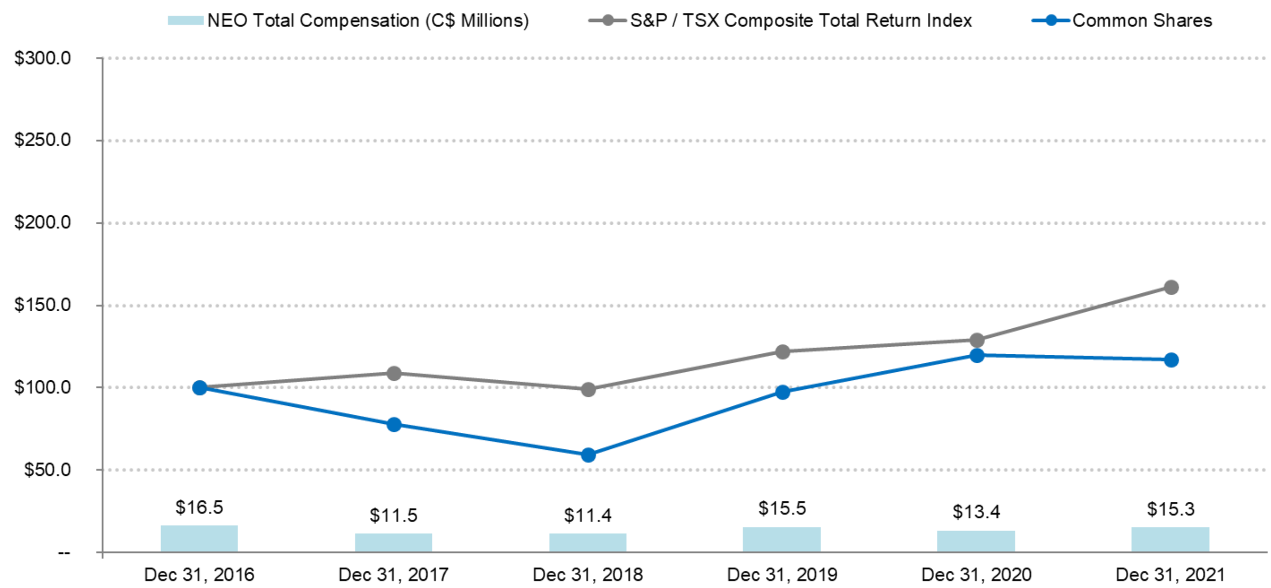
Anti-Monetization

Pursuant to Element’s Insider Trading Policy, directors and executive officers of Element are expressly prohibited from, directly or indirectly, undertaking any activities or engaging in trades in securities whereby the interests of such person making the trade are not aligned with those of Element (or would raise a particular concern regarding the same), including, but not limited to, purchasing financial instruments that are designed to hedge or offset a decrease in the market value of Element’s Common Shares or other equity securities granted as compensation or otherwise held.

Performance Graph

The following graph compares the total cumulative shareholder return for $100 invested in Common Shares (with any cash dividends reinvested into Common Shares) on the TSX with the S&P/TSX Composite Total Return Index for the period commencing December 31, 2016 and ending December 31, 2021.

Over the five most recently completed financial years (from December 31, 2016 to December 31, 2021), total shareholder returns for Element have increased by approximately 17%. During that same period, the total compensation received by Element's NEOs has decreased. For 2021 specifically, overall compensation levels for Element's top five NEOs were $15.3M (up from $13.4M in 2020 and excluding any termination payments), reflecting strong alignment between pay and financial performance. Accordingly, total shareholder return, as shown in the performance graph below, is aligned and consistent with the total compensation received by Element NEOs.



Note: The cumulative return of the Common Shares (in $) is based on the closing prices of the Common Shares on the TSX on December 31, 2016, 2017, 2018, 2019, 2020 and 2021 or, if there was no trading on such date, the closing price on the last trading day prior to such date. Cash dividends on the shares have been treated as being reinvested into additional shares on the payment date of each dividend.

	December 31, 2016	December 31, 2017	December 31, 2018	December 31, 2019	December 31, 2020	December 31, 2021
Common Shares	100.0	78.2	59.5	97.4	119.6	117.3
S&P/TSX Composite Total Return Index	100.0	109.1	99.4	122.1	129.0	161.3

- On and after October 3, 2016, the trading price of the Common Shares reflects the completion of the Separation Transaction, including the receipt by shareholders of ECN Capital Corp. common shares (TSX: ECN).
- Immediately prior to the completion of the Separation Transaction, the closing price of the Common Shares on the TSX was $16.22.
- Following completion of the Separation Transaction, on October 4, 2016, the closing price of the Common Shares on the TSX was $12.86 and the closing price of the ECN Capital Corp. common shares on the TSX was $3.38.
- For the purposes of the performance graph above, it has been assumed that, upon completion of the Separation Transaction, the ECN Capital Corp. common shares received were sold on October 4, 2016 (at the closing price of $3.38) and that the gross proceeds from such sale (assuming no transaction or other costs, fees or expenses were incurred) were reinvested in Common Shares of Element (at the closing price of $12.86) on that day.

Cost of Management Ratio

The following table reports the total aggregate compensation for the CEO and the top five NEOs and the percentage of adjusted operating income in each of the last three fiscal years.

	2021	2020	2019
Total Aggregate NEO Compensation (1)	**$15.3M**	**$13.4M**	$15.5M
Adjusted Operating Income	**$512M**	**$501.5M**	$521M
As a percentage of Adjusted Operating Income	3.0%	2.7%	3.0%

(1) Total NEO compensation includes all elements of compensation for the top five NEOs (excluding any termination payments).

Summary Compensation Table

The following table sets forth information regarding compensation earned by each NEO in fiscal year 2021 for Element's last three completed fiscal years.

Name, Principal Position	Fiscal Year	Salary ($)	Share-based awards ($)[1]	Option-based awards ($)[2]	Non-equity incentive plan compensation ($) Annual incentive plans[3]	All other compensation ($)[4]	Total compensation ($)
Jay Forbes,[5]	**2021**	**1,000,000**	**4,500,000**	**—**	**1,310,000**	**—**	**6,810,000**
Chief Executive Officer	2020	1,000,000	3,500,000	—	1,180,000	—	5,680,000
	2019	1,000,000	3,000,000	—	1,790,000	—	5,790,000
Frank Ruperto,[6]	**2021**	**689,425**	**1,092,807**	**—**	**842,239**	**—**	**2,624,471**
EVP & Chief Financial Officer	2020	—	—	—	—	—	—
	2019	—	—	—	—	—	—
Jim Halliday,[7]	**2021**	**664,355**	**998,600**	**—**	**936,741**	**—**	**2,599,696**
EVP & Chief Operating Officer	2020	710,995	1,066,493	—	789,204	—	2,566,692
	2019	703,257	1,332,700	—	1,364,319	—	3,400,276
Aaron Baxter,[8]	**2021**	**494,845**	**577,089**	**—**	**675,463**	**—**	**1,747,397**
EVP, Custom Fleet	2020	485,757	435,846	—	590,195	—	1,511,798
	2019	484,759	470,250	—	694,417	—	1,649,426
David Madrigal, [9]	**2021**	**501,400**	**527,562**	**—**	**515,189**	**—**	**1,544,151**
EVP & Chief Technology Officer	2020	—	—	—	—	—	—
	2019	—	—	—	—	—	—
Vineet Gupta, [10]	**2021**	**500,000**	**450,000**	**—**	**525,000**	**—**	**1,475,000**
EVP & Chief Technology Officer	2020	500,000	468,750	—	416,250	—	1,385,000
	2019	479,167	675,000	—	697,603	—	1,851,770
Vito Culmone, [11]	**2021**	**116,186**	**—**	**—**	**109,589**	**2,225,475**	**2,451,250**
Former EVP & Chief Financial Officer	2020	625,000	781,250	—	818,750	—	2,225,000
	2019	625,000	800,000	—	1,081,250	—	2,506,250

(1) The value of share-based awards is determined by the Corporation when allocating long-term compensation for each executive. Share-based awards were granted in the form of PSUs and RSUs under the Unit Plan, in which the number of PSUs and RSUs granted is calculated by dividing the dollar value of the award by the 10-day volume weighted average price of the Common Shares on the TSX as at the award grant date. No assumptions are required, and the amounts are based on the fair value of the award on the relevant grant date(s).

(2) No stock options have been granted since 2018.

(3) As determined by the C&CG Committee of the Board. See section entitled "Compensation Discussion and Analysis – Compensation Components".

(4) During 2021, 2020 and 2019, no perquisites were paid to the current NEOs that, in the aggregate, were in excess of (i) 10% of base salary or (ii) $50,000.

(5) Mr. Forbes also serves as a director of the Corporation but does not receive any compensation in his capacity as a director.

(6) Mr. Ruperto joined Element on January 25, 2021 as EVP Finance, and assumed the role of EVP & CFO on March 5, 2021.

(7) Mr. Halliday was hired as the Corporation's President and Chief Executive Officer, Fleet Management on July 7, 2014. Mr. Halliday was promoted to President and Chief Executive Officer of Element Fleet Management International on October 3, 2016 following completion of the Separation Transaction. On November 1, 2018, Mr. Halliday became the Chief Operating Officer of the Corporation.

(8) Mr. Baxter has been EVP, Custom Fleet since October 2015.

(9) Mr. Madrigal has been EVP, Chief Commercial Officer since January 16, 2020, and was previously employed as EVP, Mexico since October 1, 2018.

(10) Mr. Gupta was hired as the Corporation's EVP & Chief Technology Officer effective as of January 16, 2019.

(11) Mr. Culmone is included in this Summary Compensation Table as required by applicable securities laws, as he acted as Chief Financial Officer and was a significant earner of the Corporation during fiscal year 2021. Mr. Culmone's last day at Element was March 5, 2021. As per Mr. Culmone's employment agreement, he was entitled to a termination without cause payment in the amount of $2,225,475, being equal to 18 months of Cash Compensation. Please see further details in the Termination and Change of Control Benefits for NEOs section.

Incentive Plan Awards

Outstanding option-based and share-based awards

The following table sets out, for each NEO, information concerning all option-based awards and share-based awards (RSUs and PSUs at target) outstanding as of December 31, 2021.

Option-based Awards					Share-based Awards		
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date (1)**	**Value of unexercised in-the-money options (2) ($)**	**Number of shares or units that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)(2)**	**Market or payout value of share-based awards not paid out or distributed ($)(3)**
Jay Forbes	2,500,000	$5.73	May 15, 2025	$17,875,000	1,037,304	$13,360,476	-
Frank Ruperto	-	-	-	-	207,031	$2,666,559	-
Jim Halliday	83,333	$11.78	Aug 15, 2022	$91,666	343,749	$4,427,487	-
	83,334	$12.65	Feb 27, 2023	$19,167			
	66,667	$14.31	Sept 30, 2023	Nil			
	161,620	$12.62	Dec 19, 2024	$42,021			
	100,992	$13.06	Mar 13, 2025	Nil			
	201,304	$5.73	May 16, 2026	$1,439,324			
Aaron Baxter	74,247	$5.73	May 16, 2026	$530,866	143,480	$1,848,022	-
	27,778	$14.31	Sept 30, 2023	Nil			
David Madrigal	30,689	$5.73	May 16, 2026	$219,426	99,594	$1,282,771	-
	25,000	$11.14	Nov 16, 2024	$43,500			
	22,150	$12.62	Dec 19, 2024	$5,759			
	6,667	$14.31	Sept 30, 2023	Nil			
Vineet Gupta	-	-	-	-	86,519	$1,114,365	-
Vito Culmone	280,000	$6.48	Mar 31, 2022	$1,792,000	171,733	$2,211,921	-

(1) On May 3, 2011, the Board approved the amendment and restatement of the Option Plan. Pursuant to such amendment and restatement, Element amended the vesting period from one year to three years and the exercise term from two years to five years. Options issued prior to such amendment and restatement were not affected thereby. The Option Plan (including all unallocated

Options thereunder and certain amendments thereto) was re-approved by shareholders on June 26, 2014 and on June 6, 2017. The Corporation has decided not to seek re-approval of the Option Plan at the Meeting. As a result, the Corporation will not be granting any new Options under the Option Plan. Additionally, options which have not been allocated and options which are outstanding and are subsequently cancelled, terminated or exercised will not be available for a new grant of options. Previously allocated options will continue unaffected.

(2) Represents the intrinsic value of all Options (whether vested or unvested) and units (RSUs and PSUs at target) based on the closing price of the Common Shares on the TSX on December 31, 2021 ($12.88).

(3) The market or payout value of DSUs that are payable after the executive leaves the Corporation is based on the closing price of the Common Shares on the TSX on December 31, 2021, which was $12.88 per Common Share.

Value Vested or Earned During the Year

The table below sets out the option-based, share-based and non-equity-based incentive plan amounts vested or earned in 2021.

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Jay Forbes	$6,975,006	$455,394	$1,310,000
Frank Ruperto	-	-	$842,239
Jim Halliday	$583,116	$234,928	$936,741
Aaron Baxter	$207,149	$274,440	$675,463
David Madrigal	$85,617	$113,424	$515,189
Vineet Gupta	-	$176,326	$525,000
Vito Culmone	$8,600,234	$137,114	$109,589

Equity Compensation Plan Information

The following table sets out the number of Common Shares issuable pursuant to the Option Plan, and the weighted-average exercise price of the outstanding Options.

Plan Category	Number of Securities to be Issued upon Exercise of Options (as at December 31, 2021)	Weighted – Average Exercise Price of Outstanding Options (as at December 31, 2021)	Number of Securities Remaining Available for Future Issuance Under the Option Plan (excluding securities reflected in (a)) (as at December 31, 2021)
Equity Compensation Plans Approved by Security holders (1)	5,524,785	$8.45	0
Equity Compensation Plans Not Approved by Securityholders	—	—	—

(1) The DSU Plan and the Unit Plan are not included in the above figures as all DSUs, RSUs and PSUs are settled in cash, as opposed to Common Shares issued from treasury.

(2) The Corporation decided not to seek re-approval of the Option Plan. As a result, the Corporation will not be granting any new Options under the Option Plan. Additionally, options which have not been allocated and options which are outstanding and are subsequently cancelled, terminated or exercised will not be available for a new grant of options. Previously allocated options will continue unaffected.

LONGER-TERM INCENTIVE PLANS

Longer-Term Incentive Plan Descriptions

PSUs and RSUs (Cash-Settled)

The Board adopted the Element Share Unit Plan ("Unit Plan") in February 2014. Under the Unit Plan, both performance share units ("PSUs") and restricted share units ("RSUs") may be granted. PSUs and RSUs vest within three years and are settled in cash at the end of the term based on the volume weighted average trading price of the Common Shares for the 10 trading days preceding the vesting date. PSUs are also subject to performance conditions that are approved by the Board, upon recommendation from the C&CG Committee, which align executives with the Corporation's business strategy and reward executives only for the performance objectives that they are successful in achieving. The Unit Plan provides that the C&CG Committee may make proportionate adjustments to the PSUs in the event of certain changes in the capital of the Corporation.

During 2021, the Corporation granted a total of 548,628 PSUs (excluding reinvested dividends) and a total of 1,064,038 PSUs are outstanding as of December 31, 2021 (none cancelled or forfeited).

During 2021, the Corporation granted a total of 872,022 RSUs (excluding reinvested dividends) and a total of 1,528,325 RSUs are outstanding as of December 31, 2021 (with 118,455 cancelled or forfeited).

PSUs will be granted in connection with the annual long-term incentive plan. Depending on the specific purpose of the award, the C&CG Committee will determine the associated performance metrics, weightings and performance period.

The number of units that vest is based on performance against the metrics that are tied to Element's strategic priorities. The 2021 PSU performance metric is based on three-year total shareholder return of Element relative to the S&P/TSX Composite Index. The PSU performance multiplier under this plan design may range from 0% to 200% depending on actual performance.

Under the Unit Plan, the payout of PSUs is determined by multiplying the number of PSUs that vest by volume weighted average trading price of the Common Shares for the 10 trading days preceding the vesting date.

In October 2020, the C&CG Committee approved a change to the Unit Plan such that Share Units would no longer fully vest on a termination without cause, rather they would vest on a pro-rata basis. This amendment will apply to all future grants of PSUs and RSUs.

Additionally, the C&CG Committee also approved the following treatment for retirement under the plan: in the event the Participant Retires, all RSUs and/or PSUs shall continue to vest in accordance with the regular vesting schedule. Generally, a participant shall be deemed to "Retire" if the following criteria are met:

a) 55 years of age with at least 5 years of service; with the exception of Mexico employees who will have to be at least 60 years of age
b) Participant provides at least six months written notice of their intent to retire;
c) Participant is a "Good Leaver", including compliance with non-compete and non-solicit agreements;

Additionally, if the Board otherwise determines that a Participant shall be deemed to have Retired.

Stock Options

The Corporation did not seek re-approval of the Option Plan at the 2021 annual shareholder meeting. As a result, while there are previously granted options that remain outstanding, the Corporation did not grant any options in 2021 and will not be granting any new Options under the Option Plan. Additionally, options which have not been allocated and options which are outstanding and are subsequently cancelled, terminated or exercised will not be available for a new grant of options. Previously allocated options will continue unaffected.

Options allow participants to purchase Common Shares at a specified exercise price within a specified maximum exercise period of eight years. The following is a summary of the Option Plan:

- Eligible participants under the Option Plan are the officers and other key full-time employees of the Corporation and its affiliates. Non-employee directors are not entitled to participate in the Option Plan.
- Options typically vest over three years.
- Each vested portion is exercisable for five years from the vesting date.
- Exercise price is established by the Board but shall not be less than the closing price of the Common Shares on the last trading day before the grant date.
- The Option Plan provides that the Board may make appropriate adjustments in the event of certain changes in the capital of the Corporation.
- Maximum number of Common Shares that may be issued pursuant to the Option Plan and other security-based compensation arrangements will not exceed 10% of the issued and outstanding Common Shares, calculated from time to time at the date Options are granted. The Board will take into account previous grants of Options when considering future grants.
- Common Shares subject to an Option that has been granted and that is subsequently cancelled or terminated for any reason without having been exercised will again be available for grant under the Option Plan.

- Options are personal to the recipient and are non-transferable except in accordance with the Option Plan and the regulations thereto.
- Subject to applicable law and upon notice to the Corporation, a holder may transfer Options, or Common Shares received under the exercise of Options, to any registered retirement savings plan, registered retirement income fund, tax-free savings account or similar retirement or investment fund established by or for the holder or under which the holder is a beneficiary.
- Upon death of a holder, the holder's Option(s) become part of his or her estate, and any right of the holder may be exercised by the deceased holder's legal representatives in accordance with the Option Plan, provided the legal representatives comply with all obligations of the deceased holder.
- Options are not granted during "blackout periods" under Element's insider trading policy. If an Option expires during a blackout period, the expiry date for such Option will be automatically extended to the 10th business day following the end of such blackout period.
- In the case of termination of employment of any Option-holder for cause, all granted Options then held by such person immediately terminate as of the date of termination of employment.
- In the case of termination of employment of any Option-holder as a result of death or disability, all granted Options then held by such person shall terminate as of the earlier of the expiry date for such Options or one year from the date of death or disability.
- In cases where the employment of any Option-holder is terminated for reason other than cause, death or disability, all granted Options then held by such person shall terminate as of the earlier of the expiry dates for such Options or one year following the last day of employment.
- In the event of a change of control, the Board, having regard to its fiduciary duties and the best interests of the Corporation, will address the economic value of the rights that participants, as a group, have in outstanding Options in whatever manner the Board deems to be reasonable.

The Board enacted the Option Plan prior to the Corporation becoming a public company in December 2011 and the Option Plan was re-approved by shareholders at the Corporation's 2014 and 2017 annual meetings. The Board is not seeking re-approval of the Option Plan at the Meeting. The number of Common Shares issuable to insiders or to any individual participant of Element, at any time, pursuant to the Option Plan and other security-based compensation arrangements shall not exceed 10% of the issued and outstanding Common Shares. In addition, the number of Common Shares issued to insiders or to any individual participant of Element, within a one-year period, pursuant to the Option Plan and other security-based compensation arrangements shall not exceed 10% of the issued and outstanding Common Shares. As discussed above, effective January 1, 2014, the granting of Options to non-employee directors under the Option Plan was discontinued. At the Corporation's 2017 annual meeting, shareholders approved an amendment to the Option Plan to codify this practice by removing non-employee directors as eligible participants under the Option Plan.

Pursuant to the Option Plan, for purposes of compliance with Section 409A of the Internal Revenue Code of 1986, as amended, certain terms of the Options held by U.S. taxpayers may differ from those described above.

During 2021, the Corporation did not grant any Options and a total of 5,524,785 Options remained outstanding as of December 31, 2021 (representing approximately 1.35% of the issued and outstanding Common Shares on a fully-diluted basis).

Since the inception of the Option Plan, a total of 18,416,577 Common Shares have been issued pursuant to the exercise of Options, representing approximately 4.5% of the outstanding Common Shares on a non-diluted basis.

Stock Option overhang, dilution and burn rates

	2021	2020	2019
Overhang (1)	4.81%	6.16%	6.89%
Dilution (2)	1.35%	2.44%	3.62%
Burn Rate (3)	0.00%	0.00%	0.00%

(1) The total number of Common Shares reserved for issuance to employees, less the number of Options redeemed, expressed as a percentage of the total number of Common Shares outstanding as at December 31st of each year on a diluted basis.

(2) The total number of Options outstanding, expressed as a percentage of the total number of Common Shares outstanding as at December 31st of each year on a diluted basis.

(3) The total number of Options granted in a fiscal year, expressed as a percentage of the weighted average number of Common Shares outstanding for the applicable fiscal year calculated in accordance with the CPA Canada Handbook.

DSUs (Cash-Settled)

Effective May 13, 2013, the Board adopted a deferred share unit plan for directors and executives (the "DSU Plan"). Under the DSU Plan, the Board may grant DSUs to directors and executives of Element. The Board does not intend to grant DSUs to NEOs or any other non-directors in 2022. However, in order to further align the interests of executives and shareholders, executives will have the option in future years to elect to receive a portion of their STIP in DSUs. Such election must be made prior to the year in respect of which the STIP is earned.

The purpose of the DSU Plan is to attract and retain qualified persons to serve on the Board, and to strengthen the alignment of interests between participants in the DSU Plan and shareholders by requiring participants to defer receiving a portion of their compensation until their retirement or resignation and having the value of such portion fluctuate with the value of the Common Shares.

Under the terms of the DSU Plan, the number of DSUs that a participant will receive is calculated by dividing the portion of the participant's eligible compensation by the volume-weighted average price of the Common Shares on the TSX for the 10 most recent preceding days on which they were traded on the grant date.

The redemption date of a participant's DSUs shall not occur until his or her resignation or retirement from the Corporation. In such case, the participant will provide the Corporation with a written redemption notice specifying a redemption date, which shall occur no later than December 15th of the calendar year following the year in which the participant resigned or retired. On a redemption date, a participant will receive a lump sum cash payment in satisfaction of any DSUs credited to his or her account in an amount equal to: (i) the number of DSUs credited to the participant's account on the redemption date, multiplied by (ii) the volume-weighted average price of the Common Shares on the TSX for the 10 most recent preceding days on which they were traded (less any applicable withholding taxes). The DSU Plan provides that the Board may make appropriate adjustments to the DSUs in the event of certain changes in the capital of the Corporation.

During 2021, the Corporation granted 124,441 DSUs to directors. No DSUs were awarded to NEOs in 2021.

Termination and Change of Control Benefits for NEOs

The Corporation has standard policies in respect of executive terminations. In November 2019, the C&CG Committee approved a change to the Share Unit plan to incorporate a double trigger provision as well as Board discretion upon a Change in Control. In October 2020, the C&CG Committee approved a further change to the Share Unit plan such that Share Units would no longer fully vest on a termination without cause, rather they would vest on a pro-rata basis. This amendment will apply to all future grants of PSUs and RSUs.

Compensation Elements	Retirement	Termination for Cause / Resignation	Termination Without Cause	Termination Without Cause following a Change of Control
Salary	Ends as of the retirement date	Ends as of the termination or resignation date	Ends as of the termination date Lump sum payment between 12-24 months' base salary	Lump sum payment between 12-24 months' base salary
STIP	Pro-rata to date of retirement	Forfeiture	Pro-rata for the year of termination Lump sum payment between 12-24 months' STIP	Lump sum payment between 12-24 months' STIP
RSU / PSU	Continued vesting of all outstanding RSUs & PSUs	Forfeiture	Pro-rata vesting	All RSUs and/or PSUs granted after November 2019 vest on termination

Employment Agreement of Mr. Forbes

Jay Forbes entered into an employment agreement with the Corporation as of May 14, 2018, pursuant to which he became Chief Executive Officer of the Corporation, effective June 1, 2018. Under the terms of his employment agreement, if Mr. Forbes is terminated without just cause or in circumstances constituting constructive dismissal (including a termination without just cause or constructive dismissal in the 12 months following a Change of Control), then Element must provide Mr. Forbes with a payment equal to 24 months of Cash Compensation. For the purposes of Mr. Forbes' employment agreement, "Cash Compensation" means the total of (A) Mr. Forbes' base salary as of the termination date, (B) the greater of Mr. Forbes' target STIP award payable in cash for the year of termination or the STIP award earned and paid in cash in the year prior to the year of termination, and (C) the annual value of Mr. Forbes' perquisite package, not to exceed $49,900. As at December 31, 2021 such amount would be equivalent to $3,459,800. Mr. Forbes will also be entitled to continue to participate in the Corporation's benefits plans (excluding disability coverage) for the applicable period, determined as set out above. Following termination upon Change of Control, unvested outstanding Options and units held by Mr. Forbes would be treated in accordance with the relevant terms and conditions of the applicable plans. Giving effect to the immediate vesting of all previously granted Options and units upon a Change of Control on December 31, 2021, Mr. Forbes would hold Options and units with an estimated combined in-the-money value of $31,235,476.

Employment Agreement of Mr. Ruperto

Frank Ruperto entered into an employment agreement with the Corporation as of January 25, 2021, pursuant to which he became interim EVP, Finance following which on March 4, 2021 became EVP, Chief Financial Officer. Under the terms of his employment agreement, if Mr.

Ruperto is terminated without just cause or in circumstances constituting constructive dismissal (including a termination without just cause or constructive dismissal in the 12 months following a Change of Control), then Element must provide Mr. Ruperto with a payment equal to: (i) 12 months of Cash Compensation if he is terminated after January 25, 2021, but before January 25, 2023; (ii) 18 months of Cash Compensation if he is terminated after January 25, 2023, but before January 25, 2024; or (iii) 24 months of Cash Compensation if he is terminated after January 25, 2024. For the purposes of Mr. Ruperto's employment agreement, "Cash Compensation" means the total of (A) Mr. Ruperto's base salary as of the termination date, (B) the greater of Mr. Ruperto's target STIP award payable in cash for the year of termination or the STIP award earned and paid in cash in the year prior to the year of termination. As at December 31, 2021 such amount would be equivalent to $1,378,850. Mr. Ruperto will also be entitled to continue to participate in the Corporation's benefits plans (excluding disability coverage) for the applicable period, determined as set out above. Following termination upon Change of Control, unvested outstanding units held by Mr. Ruperto will be treated in accordance with the relevant terms and conditions of the applicable plans. Giving effect to the immediate vesting of all previously granted units upon a Change of Control on December 31, 2021, Mr. Ruperto would hold units with an estimated combined value of $2,666,559.

Employment Agreement of Mr. Halliday

If the employment of Mr. Halliday is terminated without just cause or in circumstances constituting constructive dismissal (including a termination without just cause or constructive dismissal following a Change of Control), or in the event that he is terminated due to disability or death, then Element must provide Mr. Halliday with a payment equal to two (2) times the base salary on the termination date plus two (2) times the greater of (i) the targeted annual bonus and (ii) the average of the actual bonus paid by Element in the two fiscal years prior to the termination date. As at December 31, 2021, such amount would be equivalent to $2,907,119 for Mr. Halliday. Following termination upon Change of Control, unvested outstanding Options and units held by Mr. Halliday will be treated in accordance with the terms and conditions of the plan applicable to the Change of Control. Giving effect to the immediate vesting of all previously granted Options and units upon a Change of Control on December 31, 2021, Mr. Halliday would hold Options and units with an estimated combined in-the-money value of $6,019,665.

Employment Agreement of Mr. Baxter

If the employment of Mr. Baxter is terminated without just cause, then Custom Fleet must provide Mr. Baxter with a payment equal to 24 months' base salary. As at December 31, 2021, such amount would be equivalent to $989,690 for Mr. Baxter. Following termination upon Change of Control, unvested outstanding Options and units held by Mr. Baxter will be treated in accordance with the terms and conditions of the plan applicable to the Change of Control. Giving effect to the immediate vesting of all previously granted Options and units upon a Change of Control on December 31, 2021, Mr. Baxter would hold Options and units with an estimated combined in-the-money value of $2,378,888.

Employment Agreement of Mr. Gupta

Mr. Gupta retired as the Corporation's EVP & CTO effective March 31, 2022. As per the retirement policy, Mr. Gupta's RSUs and PSUs will vest in the normal course. He is also entitled to continue to participate in the Corporation's benefits plans (excluding disability coverage) for a period of 12 months following the retirement date and will receive the benefit of tax preparation and filing support, consistent with levels received while employed, for a period of three years following the retirement date.

Employment Agreement of Mr. Madrigal

David Madrigal entered into an employment agreement with the Corporation as of January 16, 2020, pursuant to which he became Chief Commercial Officer of the Corporation. Under the terms of his employment agreement, if Mr. Madrigal is terminated without just cause or in circumstances constituting constructive dismissal (including a termination without just cause or constructive dismissal in the 12 months following a Change of Control), then Element must provide Mr. Madrigal with a payment equal to: 18 months of Cash Compensation if he is terminated after January 16, 2022, but before January 16, 2023 or 24 months of Cash Compensation if he is terminated after January 16, 2023. For the purposes of Mr. Madrigal's employment agreement, "Cash Compensation" means the total of (A) Mr. Madrigal's base salary as of the termination date and (B) the greater of Mr. Madrigal's target STIP award payable in cash for the year of termination or the STIP award earned and paid in cash in the year prior to the year of termination. As at December 31, 2021 such amount would be equivalent to $887,752. Mr. Madrigal will also be entitled to continue to participate in the Corporation's benefits plans (excluding disability coverage) for the applicable period, determined as set out above. Following termination upon Change of Control, unvested outstanding units held by Mr. Madrigal will be treated in accordance with the relevant terms and conditions of the applicable plans. Giving effect to the immediate vesting of all previously granted units upon a Change of Control on December 31, 2021, Mr. Madrigal would hold units with an estimated combined value of $1,551,456.

Employment Agreement of Mr. Culmone

Mr. Culmone ceased employment as the Corporation's EVP & CFO effective March 5, 2021. As per his employment agreement, he was entitled to a termination without cause payment in the amount of $2,225,475, being equal to 18 months of Cash Compensation. For the purposes of Mr. Culmone's employment agreement, "Cash Compensation" means the total of (A) Mr. Culmone's base salary as of the termination date, (B) the greater of Mr. Culmone's target STIP award payable in cash for the year of termination or the STIP award earned and paid in cash in the year prior to the year of termination, and (C) the annual value of Mr. Culmone's perquisite package, not to exceed $39,900. Mr. Culmone is also entitled to continue to participate in the Corporation's benefits plans (excluding disability coverage) for the same period. In addition, Mr. Culmone's RSUs and PSUs will vest in the normal course and the vesting of his stock options were accelerated in full to the termination date and will expire on March 5, 2022. As of March 5, 2021, the total in-the-money value of his stock options was $7,992,000.

For the purposes of the employment agreements of the current NEOs, if applicable, a "Change of Control" means (a) the acquisition of control in law (whether by sale, transfer, merger, amalgamation, take-over, arrangement, consolidation or otherwise in a transaction or series of transactions) of Element by a third party (that is, the acquisition of control of over 50.1% of the issued and outstanding Common Shares); or (b) the direct or indirect sale, transfer or other disposition of all or substantially all of the assets of Element to one or more third parties in a transaction or series of transactions.

Each of the current NEOs is subject to a non-competition clause and a non-solicitation clause for a period of 24 months, following the date of the termination of their employment, for whatever reason and with or without just cause.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

As of April 1, 2022, the following table sets forth the indebtedness incurred for the purchase of securities of the Corporation and for other purposes by all individuals who were directors, officers and employees of the Corporation and its subsidiaries during 2021.

Purpose	Aggregate Indebtedness to the Corporation or its Subsidiaries
Share Purchases	—
Other	—

Indebtedness of Directors and Executive Officers under Securities Purchase Program

The following table sets out the indebtedness of directors and executive officers of the Corporation (including any person who, during the year-ended December 31, 2021, was, but is not at the date of this Circular, a director or executive officer of the Corporation), nominees for election as directors, and any associates of any of the foregoing persons, during the year-ended December 31, 2021 and as at April 1, 2022 to the Corporation or its subsidiaries, or to other entities if the indebtedness to such other entities is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

Name and Principal Position – Current Directors and Officers	Involvement of Issuer	Largest Amount Outstanding in 2021	Amount Outstanding as at April 1, 2022	Security for Indebtedness
Jim Halliday, Executive Vice President and Chief Operating Officer	Lender	$315,799	—[1]	First-priority security interest over certain purchased Element securities (incl. all proceeds thereof)

(1) Jim Halliday fully repaid his loan in March 2022.

In 2017, the Corporation discontinued the securities purchase loan program. No further loans will be made by the Corporation to the executive officers of the Corporation to finance the acquisition of securities of Element. Prior to 2017, loans were provided to executive officers of the Corporation to finance the acquisition of securities of Element. These loans were approved by the Board on the basis that it was important that management's interest be aligned with that of the Corporation's shareholders. Purchase of securities through the loan program occurred through the secondary market in compliance with the Corporation's insider trading policy and applicable TSX and securities laws. The loans reflected arm's length terms, including a market rate of interest (a rate of 3% per annum), principal repayment no later than seven years from advance, and the Corporation being granted a first-priority security interest in certain Element securities held by the executive and having full recourse to the executive as security for payment of the full amount of their indebtedness. No portion of any outstanding loan amounts has ever been forgiven by the Corporation.

Interests of Informed Persons in Material Transactions

The Corporation is not aware of any material interest, direct or indirect, of any informed person of the Corporation, any proposed director or any associate or affiliate of any informed person or proposed director in any transaction since the commencement of the Corporation's most recently completed financial year, or in any proposed transaction, that has materially affected or would materially affect the Corporation or any of its affiliates or subsidiaries.

Interests of Certain Persons or Companies in Matters to be Acted Upon

None of the Corporation's directors or executive officers, nor any person who has had such a position since January 1, 2021, nor any proposed nominee for election as our director, nor any of their respective associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting, other than the election of directors.

Directors' and Officers' Liability Insurance

The Corporation maintains liability insurance for its directors and officers acting in their respective capacities in an aggregate amount of $100,000,000, subject to a $250,000 deductible payable by the Corporation. The annual premium paid by the Corporation for this coverage is $515,245.

AVAILABLE INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Any document incorporated by reference is also on SEDAR. Securityholders of the Corporation can, upon request, obtain a copy of any such document free of charge. Financial information about the Corporation is provided in the Corporation's comparative annual financial statements and MD&A for its most recently completed financial year.

Shareholders of the Corporation may request copies of the Corporation's financial statements and MD&A by contacting the Executive Vice President, General Counsel & Corporate Secretary of the Corporation by email at dcolman@elementcorp.com or by mail at 161 Bay Street, Suite 3600, Toronto, Ontario, M5J 2S1.

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DIRECTORS' APPROVAL

The contents and the sending of this Circular have been approved by the Board of Directors of the Corporation.

Dated as of April 1, 2022.

David Colman
Executive Vice President, General Counsel & Corporate Secretary

APPENDIX A

ELEMENT FLEET MANAGEMENT CORP.
BOARD OF DIRECTORS MANDATE

As of December 14, 2011 (*updated as of March 1, 2022*)

1. Purpose

The Board of Directors (the "Board") has the duty to supervise the management of the business and affairs of Element Fleet Management Corp. ("Element" or the "Corporation"). The Board, directly and through its committees and the chair of the Board (the "Chair"), shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Corporation.

This Board Mandate (this "Mandate") was initially adopted by the Board on December 14, 2011.

2. Composition

General

The composition and organization of the Board, including the number, qualifications and remuneration of directors, the number of Board meetings, Canadian residency requirements, quorum requirements, meeting procedures and notices of meetings are governed by the *Business Corporations Act* (Ontario), applicable Canadian securities laws, applicable stock exchange rules (including the rules of the Toronto Stock Exchange) and the articles and by-laws of the Corporation, in each case as they may be amended and/or replaced from time to time, subject to any exemptions or relief that may be granted from such requirements.

Each director must have an understanding of the Corporation's principal operational and financial objectives, plans and strategies, and financial position and performance. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors, who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the chair of the Compensation and Corporate Governance Committee and tender their resignation from the Board. Such resignation shall only become effective if it is accepted by the Board upon the recommendation of the Compensation and Corporate Governance Committee.

Independence

A majority of the Board must be independent. "Independent" shall have the meaning, as the context requires, given to it in National Policy 58-201 Corporate Governance Guidelines, as it may be amended and/or replaced from time to time.

Chair of the Board

The Chair shall act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.

3. Duties and Responsibilities

The Board shall have the specific duties and responsibilities outlined below.

Strategic Planning

(a) Strategic Plans

The Board shall adopt a strategic plan for the Corporation. At least annually, the Board shall review and, if advisable, approve the Corporation's strategic planning process and the Corporation's annual strategic plan. In discharging this responsibility, the Board shall review the plan in light of management's assessment of emerging trends, the competitive environment, the opportunities for the business of the Corporation, risk issues, and significant business practices and products.

(b) Business and Capital Plans

At least annually, the Board shall review and, if advisable, approve the Corporation's annual business and capital plans as well as policies and processes generated by management relating to the authorization of major investments and significant allocation of capital.

(c) Monitoring

At least annually, the Board shall review management's implementation of the Corporation's strategic, business and capital plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

Risk Management

(a) General

At least annually, the Board shall review reports provided by management and the Credit and Risk Committee of principal risks associated with the Corporation's business and operations, review the implementation by management of appropriate systems to manage these risks, and review reports by management relating to the operation of, and any material deficiencies in, these systems.

(b) Verification of Controls

The Board shall verify that internal, financial, non-financial and business control and management information systems have been established by management.

Human Resource Management

(a) General

At least annually, the Board shall review a report of the Compensation and Corporate Governance Committee concerning the Corporation's approach to human resource management and executive compensation.

(b) Succession Review

At least annually, the Board shall review the succession plans of the Corporation for the Chair, the Chief Executive Officer and other executive officers, including the appointment, training and monitoring of such persons.

(c) Integrity of Senior Management

The Board shall, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other executive officers of the Corporation and that the Chief Executive Officer and other senior officers strive to create a culture of integrity throughout the Corporation.

Corporate Governance

(a) General

At least annually, the Board shall review a report of the Compensation and Corporate Governance Committee concerning the Corporation's approach to corporate governance.

(b) Director Independence

At least annually, the Board shall consider, with the input of the Compensation and Corporate Governance Committee, the director independence standards established by the Board and the Board's ability to act independently from management in fulfilling its duties.

(c) Ethics Reporting

The Board has adopted a written Code of Business Conduct and Ethics (the "Code") applicable to directors, officers and employees of the Corporation. At least annually, the Board shall review the report of the Compensation and Corporate Governance Committee relating to compliance with, or material deficiencies from, the Code and approve changes it considers appropriate. The Board shall review reports from the Compensation and Corporate Governance Committee concerning investigations and any resolutions of complaints received under the Code.

(d) Board of Directors Mandate Review

At least annually, the Board shall review and assess the adequacy of this Mandate to ensure compliance with any rules or regulations promulgated by any regulatory body and approve any modifications to this Mandate as considered advisable.

Credit

At least annually, the Board shall review reports provided by management and the Credit & Risk Committee concerning credit risks associated with the Corporation's business and operations, the development, origination and performance of the Corporation's asset portfolio from a credit risk perspective, and the integration activities of acquired businesses and other strategic initiatives and investments.

Communications

(a) General

The Board has adopted a Disclosure Policy for the Corporation. At least annually, the Board, in conjunction with the Chief Executive Officer, shall review the Corporation's overall Disclosure Policy, including measures for receiving feedback from the Corporation's stakeholders, and management's compliance with such policy. The Board shall, if advisable, approve material changes to the Corporation's Disclosure Policy.

(b) Shareholders

The Corporation endeavors to keep its shareholders informed of its progress through an annual report, annual information form, quarterly interim reports, periodic press releases and other continuous disclosure documentation, as applicable. Directors and management meet with the Corporation's shareholders at the annual meeting and are available to respond to questions at that time. In addition, the Corporation shall maintain a website that is regularly updated and provides investors with relevant information on the Corporation and an opportunity to communicate with the Corporation.

4. Committees of the Board

The Board has established the following committees: the Compensation and Corporate Governance Committee, the Audit Committee, and the Credit & Risk Committee. Subject to applicable law and regulations, the Board may establish other Board committees or merge or dispose of any such Board committee.

Committee Mandates

The Board has approved mandates for each Board committee and shall approve mandates for each new Board committee. At least annually, each committee mandate shall be reviewed by the Compensation and Corporate Governance Committee and any suggested amendments brought to the Board for consideration and approval.

Delegation to Committees

The Board has delegated to the applicable committee those duties and responsibilities set out in each Board committee's mandate.

Consideration of Committee Recommendations

As required by applicable law, by applicable committee Mandate or as the Board may consider advisable, the Board shall consider for approval the specific matters delegated for review to Board committees.

Board/Committee Communication

To facilitate communication between the Board and each Board committee, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after the committee's meeting.

5. Meetings

The Board will meet at least once in each quarter, with additional meetings held as deemed advisable. The Chair is primarily responsible for the agenda and for supervising the conduct of the meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

Meetings of the Board shall be conducted in accordance with the Corporation's constating documents.

Secretary and Minutes

The Corporation's Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Secretary and subsequently presented to the Board for approval.

Meetings Without Management

The independent members of the Board shall hold regularly scheduled meetings, or portions of regularly scheduled meetings, at which non-independent directors and members of management are not present.

Directors' Responsibilities

Each director is expected to attend all meetings of the Board and any committee of which he or she is a member. Directors will be expected to have read and considered the materials sent to them in advance of each meeting and to actively participate in the meetings.

Access to Management and Outside Advisors

In discharging the forgoing duties and responsibilities, the Board shall have unrestricted access to management and employees of the Corporation and to the relevant books, records and systems of the Corporation as considered appropriate. The Board shall have the authority to retain legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities. The Corporation shall provide appropriate funding, as determined by the Board, for the services of these advisors.

Service on Other Boards and Audit Committees

Directors may serve on the boards of other public companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Chair in advance of accepting an invitation to serve on the board of another public corporation.

6. Director Development and Evaluation

Each new director shall participate in the Corporation's initial orientation program and each director shall participate in the Corporation's continuing director development programs. The Compensation and Corporate Governance Committee shall review with each new member: (i) certain information and materials regarding the Corporation, including the role of the Board and its committees; and (ii) the legal obligations of a director of the Corporation. From time to time as required, the Board, with the assistance of the Compensation and Corporate Governance Committee, shall review the Corporation's initial orientation program and continuing director development programs. On an annual basis, the Board, with the assistance of the Compensation and Corporate Governance Committee, shall conduct an evaluation of the full Board, each Committee and each director.

7. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's Articles and By-laws, it is not intended to establish any legally binding obligations.

APPENDIX B

VIRTUAL AGM USER GUIDE

Computershare

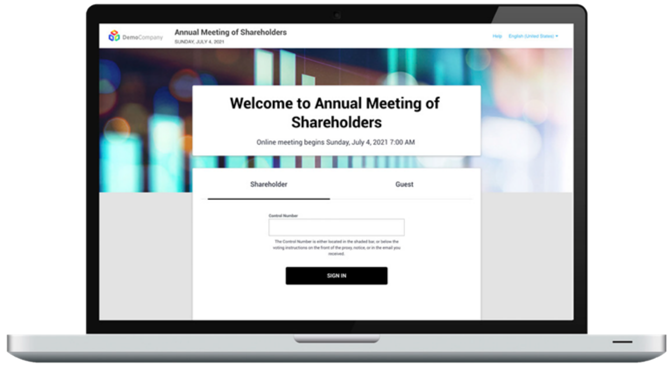
ELEMENT FLEET MANAGEMENT CORP.

HOW TO PARTICIPATE IN THE MEETING ONLINE

Attending the Meeting online

We will be conducting a Virtual Meeting, giving you the opportunity to attend the meeting online, using your smartphone, tablet or computer.

If you choose to participate online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.



Visit meetnow.global/MJNPR2A

You will need the latest version of Chrome, Safari, Edge and Firefox. Please ensure your browser is compatible.

Participate

To join, you must have your Control Number or Invite Code.

May 10, 2022 at 3:30 PM EST

You will be able to log into the site up to 60 minutes prior to the start of the meeting.

Access

Once the webpage above has loaded into your web browser, click **JOIN MEETING NOW** then select on the login screen and enter your **Control Number**, or if you are an appointed proxyholder, select **Invitation** and enter your **Invite Code**.

If you have trouble logging in, contact us using the telephone number provided at the bottom of the screen.

Important Notice for Non-Registered Holders:
Non-registered holders (holders who hold their securities througha broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to participate at the meeting. Non-registered holders that wish to attend and participate should follow the instructions on the voting information form and in the management information circular relating to the meeting to appoint and register yourself as proxyholder, otherwise you will be required to login as a guest.

If you are a guest:

Select **Guest** on the login screen. As a guest, you will be prompted to enter your name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

Navigation

When successfully accessed, you can view the webcast, vote, ask questions, and view meeting documents.

If viewing on a computer, the webcast will appear automatically once the meeting has started.

Voting

Resolutions will be put forward for voting in the **Vote** tab. To vote, simply select your voting direction from the options shown.

Be sure to vote on all resolutions using the numbered link, if one appears, within the **Vote** tab.

Your vote has been cast when the check mark appears.

Q&A

Any authenticated holder or appointed proxy attending the meeting online is eligible to partake in the discussion.

Access the **Q&A** tab, type your question into the box at the bottom of the screen and then press the **Send** button.

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