

**FINNING INTERNATIONAL INC.**  
**Report of Voting Results**

This report is filed pursuant to Section 11.3 of National Instrument 51-102 and relates to the results of voting at the annual meeting of Finning International Inc. ("Finning") held on May 5, 2020 (the "Meeting").

**Description of Matter**

Ordinary Resolution to approve the Advisory Vote on Executive Compensation as proposed in the management information circular for the Meeting.

Ordinary Resolution to approve the appointment of Deloitte LLP as Auditor of the Corporation for the ensuing year and authorize the Directors to fix their remuneration

Ordinary Resolution to elect directors as proposed in the management information circular for the Meeting.

**Outcome of Vote**

Resolution **passed** by requisite majority. The total number of votes cast in favour were 100,649,082 (80.14%) and against were 24,944,008 (19.86%).

Resolution **passed** by requisite majority. The total number of votes cast in favour were 125,215,959 (99.45%) and against were 692,128 (0.55%).

All nominees proposed by management **were elected** for a one-year term. The total number of votes cast in favour of, or withheld, for each nominee was as follows:

Vicki L. Avril-Groves:	Votes for 117,673,122 (93.69%) Votes withheld 7,919,968 (6.31%)
James E.C. Carter:	Votes for 115,390,689 (91.88%) Votes withheld 10,202,401 (8.12%)
Jacynthe Côté:	Votes for 117,024,391 (93.18%) Votes withheld 8,568,699 (6.82%)
Nicholas Hartery:	Votes for 116,405,429 (92.68%) Votes withheld 9,187,661 (7.32%)
Mary Lou Kelley:	Votes for 117,038,468 (93.19%) Votes withheld 8,552,268 (6.81%)
Andrés Kuhlmann:	Votes for 117,676,006 (93.7%) Votes withheld 7,917,084 (6.3%)
Harold N. Kvisle	Votes for 115,889,844 (92.27%) Votes withheld 9,703,246 (7.73%)
Stuart L. Levenick:	Votes for 117,327,772 (93.42%) Votes withheld 8,265,318 (6.58%)
Kathleen M. O'Neill:	Votes for 115,272,823 (91.78%) Votes withheld 10,320,267 (8.22%)
Christopher W. Patterson:	Votes for 124,763,835 (99.34%) Votes withheld 829,255 (0.66%)
Edward R. Seraphim:	Votes for 117,681,752 (93.7%) Votes withheld 7,911,338 (6.3%)
L. Scott Thomson:	Votes for 116,708,925 (92.93%) Votes withheld 8,884,165 (7.07%)

DATED this 6th day of May, 2020.

**FINNING INTERNATIONAL INC.**

By: /s/ Jane Murdoch  
Jane Murdoch, General Counsel and  
Corporate Secretary