

**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 and special meeting of Finning International Inc. ("Finning") held on May 11, 2021 (the "**Meeting**").

**Description of Matter**

Ordinary Resolution to approve the Advisory Vote on Executive Compensation as proposed in the management proxy 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 approve Finning's amended and restated By-Law No. 1 as proposed in the management proxy circular for the Meeting.

Ordinary Resolution to approve Finning's amended and restated Advance Notice By-Law as proposed in the management proxy circular for the Meeting.

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

**Outcome of Vote**

Resolution **passed** by requisite majority. The total number of votes cast in favour were 119,458,254 (91.90%) and against were 10,532,379 (8.10%).

Resolution **passed** by requisite majority. The total number of votes cast in favour were 129,794,736 (99.59%) and withheld were 530,751 (0.41%).

Resolution **passed** by requisite majority. The total number of votes cast in favour were 129,001,846 (99.24%) and against were 988,787 (0.76%).

Resolution **passed** by requisite majority. The total number of votes cast in favour were 129,950,192 (99.97%) and against were 40,441 (0.03%).

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 129,959,570 (99.98%) Votes withheld 30,793 (0.02%)
James E.C. Carter:	Votes for 125,216,153 (96.33%) Votes withheld 4,774,210 (3.67%)
Jacynthe Côté:	Votes for 129,475,923 (99.60%) Votes withheld 514,440 (0.40%)
Nicholas Hartery:	Votes for 126,760,628 (97.52%) Votes withheld 3,229,735 (2.48%)
Mary Lou Kelley:	Votes for 129,454,603 (99.59%) Votes withheld 535,760 (0.41%)
Andrés Kuhlmann:	Votes for 128,784,109 (99.07%) Votes withheld 1,206,254 (0.93%)
Harold N. Kvisle	Votes for 128,422,508 (98.79%) Votes withheld 1,567,855 (1.21%)
Stuart L. Levenick:	Votes for 128,239,252 (98.65%) Votes withheld 1,751,111 (1.35%)
Kathleen M. O'Neill:	Votes for 124,784,766 (96.00%) Votes withheld 5,205,597 (4.00%)
Christopher W. Patterson:	Votes for 129,069,685 (99.29%) Votes withheld 920,678 (0.71%)

Edward R. Seraphim:	Votes for 129,959,194 (99.98%) Votes withheld 31,169 (0.02%)
L. Scott Thomson:	Votes for 128,871,668 (99.14%) Votes withheld 1,118,695 (0.86%)

DATED this 13th day of May, 2021.

**FINNING INTERNATIONAL INC.**

By: /s/ Jane Murdoch  
Jane Murdoch, General Counsel