



LINAMAR CORPORATION

Charter of Expectations for Directors

To execute the board's mandate, directors must possess certain characteristics and traits:

Integrity and Accountability

- Directors must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on – and remain accountable for – their boardroom decisions.

Informed Judgment

- The ability to provide wise, thoughtful counsel on a broad range of issues ranks high among the qualities required in directors.
- A knowledge of local, national and international business issues is a key element in this regard.

Financial Literacy

- Directors must have a high level of financial literacy. They should know how to read financial statements, and they should understand the use of financial ratios and other indices for evaluating company performance.

Mature Confidence

- *Teamwork*
Directors who value Board and team performance over individual performance, and who possess respect for others, facilitate superior Board performance.
- *Communication*
Openness to others' opinions and the willingness to listen should rank as highly as the ability to communicate persuasively. Directors must approach others assertively, responsibly and supportively, and be willing to raise tough questions in a manner that encourages open discussions.

Track Record and Experience

- In today's highly competitive world, only companies capable of performing at the highest levels are likely to prosper. Directors must bring a history of achievement that reflects high standards for themselves and others.

Approved by the Board November 2011