

Inscape Corporation

Majority Voting Policy on Director Elections

In an uncontested election of Directors of Inscape Corporation, if a director nominee has more votes withheld than are voted in favour of him or her, even though duly elected as a matter of corporate law; the nominee will be expected to submit his or her resignation to the board of directors, to be effective on acceptance of such resignation by the Board. The Board will refer the resignation to the Corporate Governance and Nominating Committee for consideration. The Board will act on the Committee's recommendation within 90 days following the applicable election. The Board's decision to accept or reject the resignation offer will promptly be disclosed to the public by press release. The nominee will not participate in any deliberations on the resignation offer.