



The Board of Directors of Suncor Energy Inc. believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

The form of proxy for a shareholder to elect directors will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. If, with respect to any particular nominee, the number of shares withheld exceeds the number of shares voted in favour of the nominee, then for the purposes of this policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

A person elected as a director who is considered under this test not to have the confidence of the shareholders is expected forthwith to submit to the Governance Committee his or her resignation, subject to acceptance by the Board of Directors. The Governance Committee will consider the resignation having regard to the best interests of Suncor Energy Inc. and will make a recommendation to the Board for appropriate action with respect to the resignation. The Board will determine within 90 days of the annual meeting whether the resignation should be accepted and promptly issue a press release announcing its decision to the public, a copy of which must be provided to the Toronto Stock Exchange, including, if applicable, the reasons for rejecting the resignation. The Board shall accept the resignation absent exceptional circumstances. A resignation will be effective when accepted by the Board.

A director who is required to tender a resignation under the policy will not participate in the deliberations of the Governance Committee or the board on:

- (i) the director's own resignation; or
- (ii) any other resignations from the same annual meeting unless there are less than three directors who are not required to tender a resignation, in which event the Board will proceed in making the determination inclusive of such director.

Subject to any corporate law restrictions, the Board of Directors may (i) leave the resultant vacancy unfilled until the next annual general meeting, (ii) fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or (iii) call a special meeting of shareholders at which a nominee or nominees will be presented to fill the vacant position or positions.

This policy only applies to uncontested elections, meaning elections where the number of nominees for election is equal to the number of directors to be elected as set out in the management proxy circular for the particular meeting.

**Last updated on November 14, 2016**