



POET TECHNOLOGIES INC. (the "COMPANY")

MAJORITY VOTING POLICY

Each director of POET Technologies Inc. (the "**Corporation**") should be, in any uncontested election (as defined below), elected by the vote of a majority of the common shares represented in person or by proxy at any meeting of shareholders of the Corporation held for the purpose of electing directors. Accordingly, if any nominee for director receives a greater number of votes "withheld" from his or her election than votes "for" such election, that director shall immediately tender his or her resignation to the Chair of the board of directors of the Corporation (the "**Board**") following the meeting. In this policy, an "**uncontested election**" means an election where the number of nominees for director equals the number of directors to be elected.

The Corporate Governance and Nominating Committee (the "**Committee**") shall consider the offer of resignation and recommend to the Board whether or not to accept it. Any director who tenders his or her resignation may not participate in any meeting of either the Committee or the Board at which the resignation is considered. In its deliberations, the Committee will consider any exceptional circumstances that would warrant the applicable director continuing to serve on the Board and justify not accepting the resignation. The Committee is expected to recommend that the Board accept the resignation absent exceptional circumstances.

The Board shall render a decision as to whether or not to accept a resignation within 90 days following the applicable meeting of shareholders, after considering the circumstances deemed relevant by the Committee and any other circumstances that the Board considers relevant. If such director's resignation is accepted by the Board, it will be effective immediately upon acceptance by the Board. The Board shall promptly issue a news release to announce its decision, a copy of which shall be provided to the TSX Venture Exchange. If the Board declines to accept the resignation, it should include in the news release the reasons for its decision.

If a resignation is accepted, the Board may, in accordance with the *Business Corporations Act* (Ontario) and the Corporation's constating documents, appoint a new director to fill any vacancy created by the resignation or reduce the size of the Board. If a director refuses to tender his or her resignation in accordance with this policy, such director will not be nominated for election by the Corporation at the next meeting of shareholders of the Corporation at which directors are to be elected.

Approved by Board of Directors on May 5, 2023
Re-affirmed by the Board of Directors on March 14, 2024