

**Brookfield**

**MAJORITY VOTING POLICY**

**March 2020**

**Majority Voting Policy**

The Board of Directors of Brookfield Asset Management Inc. (the “Board”) has adopted a policy stipulating that, if the total number of shares voted in favour of the election of a director nominee represents less than a majority of the total shares voted and withheld for that director, the nominee will tender his or her resignation immediately after the meeting. Within 90 days of the meeting, the Board will determine whether or not to accept a director’s resignation and will issue a press release announcing the Board’s decision, a copy of which will be provided to the Toronto Stock Exchange. Absent exceptional circumstances, the Board will accept the resignation. The resignation will be effective when accepted by the Board. If the Board determines not to accept a resignation, the press release will fully state the reasons for that decision. A director who tenders his or her resignation will not participate in a Board meeting at which the resignation is considered. This majority voting policy does not apply in circumstances involving contested director elections.

*Adopted by Brookfield’s Board of Directors on March 6, 2020.*