

MAJORITY VOTING POLICY**A. INTRODUCTION****Who it applies to**

The Majority Voting Policy applies to all members of, and nominees for election to, the Board of Directors of Absolute Software.

B. MAJORITY VOTING

The Board of Directors (the “Board”) of Absolute Software Corporation (the “Corporation”) 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 to apply to “uncontested elections” of directors. An “uncontested election” means an election where the number of nominees for director equals the number of directors to be elected. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders’ meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee.

If any director nominee receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”), that director will promptly submit his or her resignation to the Chair for consideration by the Board.

The Board will consider the offer of resignation and whether to accept it within 90 days following the applicable shareholder meeting. The Board will announce its decision by press release including, if applicable, the reasons for declining the tendered resignation. Any director who tenders his or her resignation may not participate in the deliberations of the Board on such matter.

In its deliberations, the Board will consider all factors it deems relevant including any stated reasons why shareholders “withheld” votes from the election of that director, the length of service and the qualifications of the director, the director’s contributions to the Corporation, the effect such resignation may have on the Corporation’s ability to comply with any applicable governance rules and policies and the dynamics of the Board, and whether the resignation would be in the best interests of the Corporation. The Board will be expected to accept the resignation except in situations where extenuating circumstances would warrant the director to continue to serve on the Board.

If a resignation is accepted, the Board may, in accordance with applicable law and its constating documents, appoint a new director to fill any vacancy created by the resignation or reduce the size of the Board, within the minimum and maximum number, if any, of directors established under the Corporation’s articles. If a director does not tender his or her resignation in accordance with this policy, the Board will not nominate or re-nominate that director at the next election.

If a sufficient number of the Board members receive a Majority Withheld Vote, such that the Board no longer has a quorum, then such directors receiving a Majority Withheld Vote will not be permitted to vote in any meeting of the Board at which the resignation of the directors is to be considered, however the directors will be counted for the purpose of determining whether the Board has quorum.

Dated: November 4, 2013
Adopted by the Board of Directors on November 4, 2013



John Livingston
Chairman of the Board

To: The Board of Directors of Absolute Software Corporation (the “Company”)

Director

Family name

Given names

Majority Voting Policy

The undersigned is tendering this conditional resignation in compliance with the Company's Majority Voting Policy.

Conditional Resignation

I hereby irrevocably resign from the Board of Directors of Absolute Software Corporation, such resignation to be conditional upon all of the following conditions:

- (i) my having received a Majority Withheld Vote as defined in the Company's Majority Voting Policy in the election immediately preceding my resignation;
- (ii) acceptance of my resignation by the Board.

The effective date of my resignation shall be the later of the date the Board accepts my resignation and such later date as the Board may determine.

Signature

Date

Acceptance of Resignation

The above resignation is accepted by the Board effective as of _____.

Signature

Date