

JUST ENERGY GROUP INC.
(the “Corporation”)

POLICY ON MAJORITY VOTING IN DIRECTOR ELECTIONS

The Board of Directors (the “**Board**”) believes that each of its members should carry the confidence and support of its shareholders. The Board has adopted this policy in furtherance of that belief.

The proxy forms for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. Any director nominee who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election shall tender his or her resignation to the Lead Director immediately following the annual meeting. The resignation will be effective upon acceptance by the Board.

The Nominating & Corporate Governance Committee (the “**Committee**”) shall consider the resignation and make a recommendation to the Board whether or not to accept it. Unless there are exceptional circumstances that the Committee believes warrant delaying or rejecting the acceptance of the resignation, the Committee will recommend that the resignation be accepted.

The Board will make a determination and announce it in a press release within 90 days following the annual meeting. In making its determination, the Board will consider the recommendation of the Committee and any additional factors that the Board considers to be relevant. The Board will accept the resignation absent exceptional circumstances.

The director who tenders the resignation will not participate in any Committee or Board deliberations regarding the resignation.

If the resignation is accepted by the Board, the Board may appoint a new director to fill any vacancy created by the resignation, or may leave the vacancy unfilled.

This policy applies only to uncontested elections where the number of nominees equals the number of directors to be elected.

The Committee and the Board may adopt any procedures as they determine necessary or desirable to assist in carrying out this Policy.