



POLICY OF THE BOARD OF DIRECTORS

OF

MAPLE LEAF FOODS INC.

(the "Corporation")

Policy on Majority Voting for Directors

Any nominee for director in an uncontested election that is not elected by at least a majority (50% + 1 vote) of the votes cast with respect to his or her election (a "Majority Withheld Vote") at a meeting of shareholders of the Corporation at which directors of the Corporation are to be elected (the "Election Meeting"), shall submit his or her resignation to the Board for consideration promptly following the Election Meeting.

Directors other than those who received a Majority Withheld Vote at the same Election Meeting shall consider whether or not to accept the resignation within 90 days of the Election Meeting. The Board shall accept the resignation absent exceptional circumstances. The resignation will be effective when accepted by the Board and a news release disclosing their determination, which fully states the reasons for rejecting the resignation, if applicable, shall be issued promptly and a copy of any such news release must be provided to the Toronto Stock Exchange.

The Corporation shall use proxies validly deposited in advance of the particular meeting in order to determine whether the particular approval threshold has been met unless a ballot on the election of directors is taken at the particular meeting.