



**EXFO INC.
("EXFO")**

SHAREHOLDER SUGGESTIONS – DIRECTOR NOMINEES

The Board of Directors adopted and implemented a Human Resources Committee Charter which integrates the Compensation Committee Charter and the Nominating and Governance Committee Charter. The Human Resources Committee is responsible for nominating, assessing and compensating directors and officers. It also must ensure that a process be recommended for assessing the performance of the Board of Directors as a whole, the Chair of the Board of Directors and the Chairs of each committee, as well as the contribution of individual directors, and manage the implementation of such process. In addition, the Human Resources Committee is responsible for recommending the competencies, skills and personal qualities required on the Board of Directors in order to create added value, taking into account the opportunities and risks faced by EXFO and subsequently identifying and recommending nominees to the Board of Directors.

For complete information on the responsibilities of the Human Resources Committee, see the Human Resources Committee Charter.

In January 2013, following the publication of the Institutional Shareholder Services' Canadian Corporate Governance Policy 2013 Updates and in line with its continued efforts to maintain the highest standards of governance, EXFO amended its Human Resources Committee Charter in order to include the Human Resources Committee's responsibility to receive and discuss suggestions from shareholders for potential director nominees.

We therefore invite any shareholder who wishes to provide the Human Resources Committee with suggestions for potential director nominees to communicate such suggestions by e-mail to the Chairman of the Human Resources Committee at HRCommitteeChairman@EXFO.com; a copy of your message will also be sent to EXFO's General Counsel and Corporate Secretary.

Your suggestions must include the following information:

- Your name
- Class of shares you own
- Your contact information (e-mail and/or mailing address)
- The name of the proposed candidate
- Contact information for the candidate
- Description of the qualifications of the proposed candidate

You are also invited to provide any other documentation that may be useful to the Human Resources Committee, namely the proposed candidate's CV or résumé.