

**DIRECTOR NOMINATION POLICY
OF THE BOARD OF DIRECTORS OF
CECO ENVIRONMENTAL CORP.**

The Board of Directors (the “Board”) of CECO Environmental Corp. (the “Company”) has adopted this Director Nomination Policy (the “Nomination Policy”) to be utilized by the Company’s independent directors (the “Independent Directors”). The Board is committed to sound policies of corporate governance. As such, the purpose of the Nomination Policy is to describe the process by which the Independent Directors will select candidates for possible inclusion in the Company’s recommended slate of director nominees.

A. General Qualifications

When evaluating a person for nomination for election to the Board, the qualifications and skills considered by the Independent Directors, will include, but are not limited to:

- whether or not the person will qualify as a director who is "independent" under applicable laws and regulations, including applicable NASDAQ rules, and whether the person is qualified under applicable laws and regulations to serve as a director of the Company;
- whether or not the person is willing to serve as a director, and willing to commit the time necessary for the performance of the duties of a director;
- the contribution that the person can make to the Board, with consideration being given to the person's business experience, education and such other factors as the Board may consider relevant; and
- the character and integrity of the person.

B. Sources of Inquiry

The Independent Directors may use multiple sources for identifying director candidates, including its own contacts and referrals from other directors, members of management, the Company’s advisors, and executive search firms. The Independent Directors will consider director candidates recommended by stockholders and will evaluate such director candidates in the same manner in which it evaluates candidates recommended by other sources.

In making recommendations for director nominees for the annual meeting of stockholders, the Independent Directors will consider any written recommendations of director candidates by stockholders received by the Secretary of the Company no later than one hundred and twenty (120) days before the date of the Company’s proxy statement released to stockholders in connection with the previous year’s annual meeting of stockholders, provided, that if the Company did not hold an annual meeting the previous year, or if the date of the next annual meeting has been changed by more than thirty (30) days from the date of the previous year’s meeting, then the deadline will be a date that is a reasonable time before the Company begins to

print and mail its proxy materials, but in no event less than ninety (90) days prior to such mailing. Recommendations must include the candidate's name, contact information and a statement of the candidate's background and qualifications, and must be mailed to the following address:

CECO Environmental Corp
4625 Red Bank Road
Cincinnati, OH 45227
Attention: Secretary

This Nomination Policy is intended to provide a flexible set of guidelines for the effective functioning of the Company's nomination process. The Board of Directors and the Independent Directors anticipate that modifications may be necessary or appropriate from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing standards change.