CECO ENVIRONMENTAL CORP AGM Date: 2013-05-15

1.1 Re-elect Arthur Cape   **For**

1.2 Re-elect Jason DeZwirek   **Withhold**
Secretary and Director. Not considered independent as he is the son of Phillip DeZwirek the Chairman. Furthermore he sits on the Board for more than nine years. There is an insufficient level of independence on the Board.

1.3 Re-elect Phillip DeZwirek   **Withhold**
Chairman. Not considered independent as he is the chairman of the Board since August 1979. Furthermore he is the former company's CEO. There is an insufficient level of independence on the Board.

1.4 Elect Eric M. Goldberg   **For**

1.5 Re-elect Ronald E. Krieg   **For**

1.6 Re-elect Jeffrey Lang   **For**

1.7 Re-elect Jonathan Pollack   **Withhold**
Non-Executive Director. Not considered independent by the company. There is an insufficient level of independence on the Board.

1.8 Elect Seth Rudin   **For**

1.9 Re-elect Donald A. Wright   **Withhold**
Non-Executive Director. Not considered independent as he has been on the Board for more than nine years. There is an insufficient level of independence on the Board.

2 Appoint the auditors   **For**

3 Advisory vote on executive compensation.   **Oppose**
Executive compensation is composed of base salary, bonus, options, perquisites and other personal benefits. Severance payment of one year base salary for the CEO is not considered excessive. Stock under the 2007 Equity Plan, vests in five annual equal installments which is not considered long term. Annual bonus for the CEO is capped at 100% of his base salary. No caps have been disclosed for the LTIP. No quantitative performance criterion has been disclosed.

4 Advisory approval of the frequency of holding future advisory   **1**
votes on the Company's executive compensation.
The Company seeks shareholders' advisory (non-binding) vote on the frequency of the advisory stockholder vote on compensation paid to the executive officers. Stockholders may indicate whether they prefer an advisory vote on executive compensation every one, two, or three years.