

## **DIVERSITY POLICY**

**August 29, 2019**

### **Policy**

Stantec recognizes and embraces the benefits of diversity among the Company's senior management team and board of directors (the "board"). The board believes that diversity is important to ensure that the profiles of senior management and board members provide the necessary range of perspectives, experience and expertise required to achieve effective stewardship.

### **Practice**

The Company is committed to a merit-based system for senior management and board composition, which requires a diverse and inclusive culture. When identifying suitable candidates for senior management roles or appointment to the board, the Company will consider candidates based on merit using objective criteria with due regard to the benefits of diversity and the needs of the Company. The Company believes that a senior management team and board made up of highly qualified individuals from diverse backgrounds and who reflect the changing demographics of the markets in which the Company operates, the talent available with the required expertise, and the Company's evolving client and employee base, promotes better corporate governance.

The board has delegated to the Corporate Governance and Compensation Committee the responsibility of overseeing and ensuring the implementation of this Policy. To support the Company's inclusion and diversity objectives, the Corporate Governance and Compensation Committee will, when identifying and considering senior management succession plans and the selection of candidates for election or re-election to the board:

- a) consider only candidates who are highly qualified based on their experience, functional expertise and personal skills and qualities;
- b) consider diversity criteria including gender, age, ethnicity, disability, indigenous status, and geographical background of the candidate;
- c) consider the level of representation of women, indigenous peoples, persons with disabilities, members of visible minorities, and other historically marginalized groups (each a "Designated Group"), on the board and in senior management positions; and
- d) in addition to its own searches, as and when appropriate from time to time, engage qualified independent external advisors to conduct a search for candidates who meet the board's and the Company's expertise, skills and diversity criteria to help achieve the Company's inclusion and diversity goals.

### **Inclusion and Diversity**



The Corporate Governance and Compensation Committee is responsible for assessing on an annual basis the Company's progress against this Policy's objectives.

The board is committed to ensuring that diversity in senior management and among the board is actively pursued. At the date of adoption of this Policy, the board does not believe that quotas or a formulaic approach necessarily result in the identification or selection of the best candidates. Accordingly, the Company has not established fixed targets regarding the representation of Designated Groups on the board and in senior management positions at this time. The Corporate Governance and Compensation Committee will ensure that, as required by applicable corporate and securities laws, the annual proxy circular of the Company informs shareholders and other stakeholders about the implementation of the Company's diversity commitment by:

- a) including a summary of the objectives and key provisions of this Policy;
- b) including information about the Corporate Governance and Compensation Committee's annual review of the effectiveness of this Policy, disclosing the measures taken to ensure that this Policy has been effectively implemented;
- c) disclosing the number and proportion of members of Designated Groups on the board and in senior management positions;
- d) providing an explanation for the absence of targets regarding the representation of Designated Groups on the board and in senior management positions; and
- e) disclosing mechanisms for fostering board renewal adopted by the board.