

## **Board and Executive Composition Policy**

### **Policy**

Stantec is committed to a merit-based system for executive management and board selection. The Company recognizes the benefits of a range of perspectives, experience and expertise among the executive management team and board of directors (the “board”).

### **Practice**

When identifying suitable candidates for executive management roles or appointment to the board, the Company will consider candidates based on merit using objective criteria, with consideration of the benefits of a range of perspectives, experience and expertise and the needs of the Company. The Company believes that an executive 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 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 the demographic composition of the board and its senior management, with regard to women, indigenous peoples, persons with disability, members of visible minorities (each a “Designated Group”); and
- c) 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 goals.

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 does not have fixed targets regarding the representation of Designated Groups on the board and in senior management positions. 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.