



**Stantec Inc.**

**Sustainability and Safety Committee  
Terms of Reference (Mandate)**

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January 21, 2021

**A. Overview and Purpose**

The Sustainability and Safety Committee is appointed by, and responsible to, the board of directors of Stantec Inc. (the "Company"). The committee is responsible for overseeing the overall framework for managing the Company's environmental, social and governance (ESG) risks and opportunities. The committee is also responsible for overseeing the Company's sustainability and safety performance, including the development and implementation of the Company's sustainability and safety strategy, and the monitoring and reporting of the Company's sustainability and safety performance to the board of directors.



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**D. Duties**

*Policy Development and Compliance*

1. Annually review the Company's policies and systems for identifying and managing HSES risks and regulatory requirements related to the Company's operations.
2. Review corporate HSES activities and performance, including instances of contravention and noncompliance.
3. Review and make recommendations relating to the Company's preparedness for response to a major safety or security incident. Oversee management's response and engage management as necessary in response to major safety or security incidents.
4. Assess the performance of the Company with regard to the impact of HSES decisions and actions upon employees, clients, communities and other third parties and also assess the impact of such decisions and actions on the reputation of the Company.
5. At its discretion, engage independent auditors to review Company performance relating to HSES matters and review any strategies and action plans developed by management in response to issues raised and, where appropriate, make recommendations to the board of directors.
6. Receive reports on the identified and potential impacts of proposed legislation and other emerging issues in HSES matters and recommend, where necessary, appropriate responses to the board of directors.
7. Monitor the adequacy of material health, safety, security, and business continuity systems for the reporting and management of actual or potential incidents, including incidents affecting the Company's facilities and physical assets, breaches and risks throughout the Company.
8. Determine, if necessary, further directors' and officers' duties and responsibilities relating to HSES matters.

*Sustainability and Non-Financial Risks*

9. Receive and review periodic reports from the Company's integrity management team relating to employment matters and workplace incidents (i.e., non-financial risks).
10. Review the Company's annual sustainability report.

*Communication and Reporting*

11. Review and report to the Board of Directors on the Company's performance in relation to HSES matters and non-financial risks.

