
August 7, 2024

The board of directors of Stantec Inc. (the “Company”) wishes to formalize the guidelines pursuant to which it governs the Company’s business. These guidelines are intended to be flexible and to provide parameters and direction to the board in conjunction with its obligations and mandate to oversee and direct the affairs of the Company.

A. Board Responsibilities

The board is responsible for the stewardship of the Company. In executing this role, the board shall oversee the conduct, direction, and results of the business. In turn, management is mandated to conduct the day-to-day business and affairs of the Company and is responsible for implementing the board's strategies, goals, and directions. The board and its members shall at all times act in the best interests of the Company, and the board’s actions shall reflect its responsibility to establish the proper business practices and appropriate ethical standards expected of the Company.

In discharging its stewardship obligations, the board has the following six (6) specific principal responsibilities.

1. Integrity of the Chief Executive Officer and Other Executive Officers

It is the responsibility of the board to ensure that a culture of integrity is established throughout the Company, and specifically with the chief executive officer and other executive officers of the Company. The board assesses the integrity of the chief executive officer and other executive officers through regular interaction at board and committee meetings and through ongoing interaction. In addition, the board satisfies itself that the chief executive officer and other executive officers are creating a culture of integrity throughout the Company by reviewing at least annually with the chief executive officer and executive officers what policies and procedures are in place to create a culture of integrity.

2. Adoption of a Corporate Strategic Planning Process

It is the responsibility of the board to ensure that the Company has appropriate short- and long-term goals and has implemented a strategic planning process. In identifying and adopting short- and long-term goals and a strategic planning process, the board shall look to to ensure that a strategic planning process is in place, the board should maintaining open communication lines with management both dire



programs including the company's acquisition



5. Assessing the Board's Performance

The Corporate Governance and Compensation Committee is responsible for annually reporting to the board an assessment of the board's performance. This will be discussed with the full board and should be done prior to the end of each fiscal year and at the same time

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i) Chief Executive Officer Position Description

Appointment

The board shall appoint the chief executive officer on terms and conditions that it considers appropriate.

Reporting and Review

The chief executive officer



Drive the Company's acquisition and growth strategy

Engage on behalf of the Company with the Company's key clients and other stakeholders

ii) Chair

The prime responsibility of the chair of the board of directors is to provide leadership to the board to enhance board effectiveness. The board has ultimate accountability for the supervision of the management of the Company. Critical to meeting this accountability is the relationship between the board, management, shareholders, and other stakeholders. The chair, as the presiding member, must oversee that these relationships are effective, efficient, and further the best interests of the Company. The chair shall be an ex-officio member of all board committees unless otherwise stated in the committee's terms of reference.

The chair shall

Chair all meetings of the board

Oversee the board's discharge of the duties it is assigned by law in the articles and bylaws of the Company and the Corporate Governance Guidelines

Together with the chief executive officer, represent the Company to employees, shareholders, and other stakeholders

Develop a good working relationship between the chief executive officer and the board to ensure open communications, cooperation, interdependence, mutual trust, respect, and commonality of purpose

Take steps to foster the board's understanding of its responsibilities and boundaries with management

Establish procedures for governing the effective and efficient conduct of the board's work

Establish the agenda for and preside at all meetings of the board and annual and special meetings of shareholders

Oversee the distribution of information to the board in a manageable form sufficiently in advance of the meeting

Oversee the functions delegated to the committees, monitor the committees' work to ensure that these functions are carried out and results are reported to the board, and carry out other duties as requested by the board

iii) Corporate Governance and Compensation Committee Chair

The prime responsibility of the chair of the Corporate Governance and Compensation Committee is to provide leadership to the committee to ensure its effectiveness. Critical to meeting this accountability is ensuring that the Company has in place an appropriate and effective system of corporate governance.



The chair of the Corporate Governance and Compensation Committee shall

Set the tone for the Corporate Governance and Compensation Committee work

Set the agenda and chair the Corporate Governance and Compensation Committee meetings and ensure the distribution of meeting minutes

Oversee the logistics of the committee's operations and ensure compliance with the Corporate Governance and Compensation Committee Terms of Reference

Report to the full board on the Corporate Governance and Compensation Committee's decisions and recommendations

Chair the meetings of the board in the absence of the chair of the board of directors

iv) Audit and Risk Committee Chair



vi) Board Committees

The board shall have the following standing committees:

1. Audit and Risk Committee
2. Corporate Governance and Compensation Committee
3. Sustainability and Safety Committee

The responsibilities of these committees shall be as set forth in the mandates for these committees as prescribed from time to time by the board. The board may create additional standing committees from time to time as it deems appropriate.

The Audit and Risk Committee and Corporate Governance and Compensation Committee shall exclusively comprise independent directors. The Sustainability and Safety Committee may include both independent and non-independent directors.

Appointment of members to standing committees shall be the responsibility of the board, having received the recommendation of the Corporate Governance and Compensation Committee based upon consultations with other members of the board and the chief executive officer. In this regard, consideration should be given to rotating committee members from



The board has adopted the policy whereby the office of the chief executive officer and the chair of the board are held by different persons. The chair of the board is elected annually by the board at the first directors' meeting after the annual general meeting of shareholders.

C. Operational Review

1. Board Meetings

The chair of the board, in conjunction with the chief executive officer and the secretary, shall be responsible for ensuring that all information and data material that is relevant or important to the board's understanding of the business it is to consider at any particular meeting is distributed to members on a timely basis in advance of meetings. The board and senior management shall be cognizant that its members are to the





9. Communication Policy

The Company is committed to providing timely, accurate, and balanced disclosure of material information, consistent with legal and regulatory requirements. Materiality is determined by the importance of an event or information in influencing an investor's decision

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