

ANNUAL INFORMATION FORM

February 24, 2010

# We create communities. We are Stantec.



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Our public communications often include written or verbal “forward-looking statements” within the meaning of the

The following factors— among others listed under the Key Performance Drivers and Capabilities section of our Management’s Discussion and Analysis for the year ended December 31, 2015 (incorporated by reference in this Annual Information Form and filed on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR as an exhibit to our Form 40-F at [www.sec.gov](http://www.sec.gov)) —could cause our actual results to differ materially from those projected in our forward-looking statements:

- Global capital market activities
- Fluctuations in interest rates or currency values
- Fluctuations in commodity prices
- Effects of war or terrorist activities
- Effects of disease or illness on local, national, or international economies
- Effects of disruptions to public infrastructure, such as transportation, communications, power, and water
- Global economic or political conditions
- Regulatory or statutory developments
- Effects of competition in the geographic or business areas in which we operate
- Actions of management
- Technological changes

Many of these factors are beyond our control and have effects that are difficult to predict.

Assumptions about the performance of the Canadian and US economies in 2016 and how such performance will affect our business are material factors that we consider when determining our forward-looking statements. These assumptions are discussed in the Outlook section of our Management’s Discussion and Analysis for the year ended December 31, 2015 (incorporated by reference in this Annual Information Form and filed on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR as an exhibit to our Form 40-F at [www.sec.gov](http://www.sec.gov)).

For additional information regarding material and known risks and assumptions, see pages M-64 to M-71 and M-74 to M-75 of our Management’s Discussion and Analysis and for further information about our key performance drivers, go to pages M-9 to M-16. Our Management’s Discussion and Analysis for the year ended December 31, 2015 is incorporated by reference in this Annual Information Form and filed on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR as an exhibit to our Form 40-F at [www.sec.gov](http://www.sec.gov).

We caution that various factors, including those discussed in our Management’s Discussion and Analysis, could adversely affect our results. Investors and others should carefully consider these factors—as well as other uncertainties and potential events and the inherent uncertainty of forward-looking statements—when relying on these statements to make decisions about our Company.

The forward-looking statements contained in this document represent our expectations as at February 24, 2016, and are subject to change after that date. Except as may be required by law, we do not undertake to update any written or verbal forward-looking statement that may be made from time to time by us. Our current practice is to evaluate and, where we deem appropriate, provide updates to ranges of expected performance for 2016. However, subject to legal requirements, we may change this practice at any time at our sole discretion.

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Stantec Inc. was incorporated under the Canada Business Corporations Act on March 23, 1984, as 131277 Canada Ltd. We have amended our Articles of Incorporation on several occasions to change share attributes, create and delete classes of shares, reorganize our outstanding share capital and split our common shares on a two-for-one basis, and change the minimum and maximum number of directors of our board.

Since incorporation, we have also amended our Articles of Incorporation several times to change our Company's name:

- August 15, 1984 – 131277 Canada Ltd. changed to Stanley Engineering Group Inc.
- October 18, 1989 – Stanley Engineering Group Inc. changed to Stanley Technology Group Inc.
- March 30, 1994 – Stanley Technology Group Inc. amalgamated with 3013901 Canada Limited and continued as Stanley Technology Group Inc.
- October 28, 1998 – Stanley Technology Group Inc. changed to Stantec Inc.

Our head and principal office and our registered and records office are at 10160 – 112 Street, Edmonton, Alberta, Canada, T5K 2L6.

In this Annual Information Form, references to “Stantec” and the “Company” include, as the context may require, Stantec Inc. and all or some companies in which it has an interest. References to “our,” “us,” and “w.4(t 02(giste)6c.6( i9ei 0.547y.4(t)-3(eet)-

Stantec Consulting International Ltd.	100	100	Canada
Stantec Consulting Ltd./Stantec Experts-conseils Itée	100	100	Canada
Stantec Consulting Michigan Inc.	100	n/a	Michigan
Stantec Consulting Services Inc.	100	100	New York
Stantec Delaware II LLC	100	n/a	Delaware
Stantec Engineering (Puerto Rico) P.S.C.	0 <sup>(2)</sup>	n/a	Puerto Rico
Stantec Geomatics Ltd.	50 <sup>(2)</sup>	100	Alberta
Stantec Holdings (Delaware) III Inc.	100	n/a	Delaware
Stantec Holdings II Ltd.	100	n/a	Alberta
Stantec International Inc.	100 <sup>(3)</sup>	n/a	Pennsylvania
Stantec Limited	100	n/a	England and Wales
Stantec Planning and Landscape Architecture P.C.	0 <sup>(2)</sup>	n/a	Maine
Stantec Planning and Landscape Architecture P.C.	0 <sup>(2)</sup>	n/a	New York
Stantec Technology International Inc.	100	100	Delaware

(1) In this Annual Information Form, “restricted shares” means nonvoting shares in the capital stock of a subsidiary of the Company.

(2) Stantec has entered into a management agreement with respect to 100% of the voting shares of this corporation that allows Stantec direct control over any disposition of the voting shares of this corporation.

(3) Held by a structured entity (an entity designed so that voting or similar rights are not the dominant factor in deciding who controls the entity).

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The following information highlights the general development of our business for the current financial year:

Reporting to the chief executive officer (CEO), the COO and CBO have equal leadership responsibility and will work together to manage all aspects of Stantec's business. We believe that these balanced roles will further improve and strengthen our balanced leadership model.

In 2015, we continued the process of realigning our internal structure to better serve our clients. We acknowledged that although Environmental Services and Energy & Resources share many similar clients, their businesses are in fact different. To provide them with a higher degree of leadership and better visibility within the Company for the services they perform, effective 2016, we are making the Environmental Services group a fourth business operating unit. Our Mining, Oil & Gas, and Power sectors will remain with the Energy & Resources business operating unit.

In February, we announced the acquisition of VOA Associates Incorporated, which provides architecture and planning services in the hospitality, commercial, healthcare, entertainment, cultural, and government sectors and is principally located in Chicago, Illinois.

Highlights of Stantec's general development over the past three years follow.

2015

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October	Fay, Spofford & Thorndike, Inc.	Provides transportation and water infrastructure, building design, and environmental services. Principally located in Burlington, Massachusetts.
December	Infrastructure Americas Division of Kellogg Brown & Root Services, Inc.	Provides transportation, water and wastewater, aviation, and civil



On September 4, 2014, our board of directors declared a two-for-one share split to be effected by way of a share dividend. Shareholders of record as of the close of business on October 31, 2014, were entitled to the share dividend on the November 14, 2014 payment date.

We acquired the following firms in the United States during 2014:

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January	Williamsburg Environmental Group, Inc.	Provides specialized services in ecology, environmental restoration, water resources, and regulatory support for public and private clients in the power, transportation, and energy and resource sectors. Principally located in Williamsburg, Virginia.
	Cultural Resources, Inc.	Provides services in cultural resource management and historic preservation. Principally located in Glen Allen, Virginia.

We acquired the following firms in Canada and the United States during 2013:

May	Ashley-Pryce Interior Designers Inc.	Provides services in corporate interior design. Principally located in Vancouver, British Columbia.
May	IBE Consulting Engineers, Inc.	Provides design of mechanical, electrical, and plumbing systems for education, healthcare, commercial, cultural, and government facilities. Principally located in Sherman Oaks, California.
June	Roth Hill, LLC	Provides services in civil engineering in water and wastewater, and has strong municipal service capabilities. Principally located in Bellevue, Washington.
November	JDA Architects Limited	Provides full architectural services to clients in the healthcare, public safety, commercial, and industrial sectors. Principally located in Halifax, Nova Scotia.
November	Cambria Gordon Ltd.	Provides environmental science and environmental management services to public, private, and First Nation clients. Principally located in Terrace, British Columbia.

For additional information about the general development of our business and strategies for the upcoming year, see pages M-4 to M-16 and M-54 to M-61 of Stantec's Management's Discussion and Analysis for the year ended December 31, 2015 (incorporated by reference in this Annual Information Form and filed on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR as an exhibit to our Form 40-F at [www.sec.gov](http://www.sec.gov)).

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Stantec collaborates across disciplines and industries to bring buildings, energy and resources, and infrastructure projects to life. Our work—professional consulting in planning, engineering, architecture, interior design, landscape architecture, surveying, environmental sciences, project management, and project economics—begins at the [intersCambria Go](http://www.intersCambriaGo.com)

Also, it allows us to provide services to many clients rather than rely on a few large projects for our revenue; we work on thousands of projects for hundreds of clients.

Under the rules of IFRS, we have one reportable segment—Consulting Services—that is an aggregate of our operating segments. Our operating segments are organized by geographic area, and our chief operating decision maker (our CEO) assesses our Company’s performance based on financial information available from our operating segments. In

We serve many diverse clients in the private and public sectors. Our aim is to establish ongoing relationships with clients that are likely to produce repeat business. We work on thousands of projects for hundreds of clients, ensuring that we do not rely on a few large projects for our revenue.

We offer a range of pricing structures to our clients but usually provide our services based on a fixed- or variable-fee contract (with a ceiling) or a time-and-material contract (without a stated ceiling). Most assignments are acquired based on our expertise and contacts; others are obtained through a competitive bidding process.

As at December 31, 2015, we had approximately 15,200 staff: about 9,500 professionals, 4,100 technologists and technicians, and 1,600 support personnel.

We are a knowledge-based organization and always seek talented and skilled professionals for all of our specialized services. We use various recruitment strategies to address staffing needs: an employee referral bonus program, website job postings, career fairs, student programs, and opportunities to transfer to other office locations.

Stantec is committed to continual improvements in all aspects of its business in the areas of health and safety and the environment. Accordingly, Stantec has implemented two formal systems—the Occupational Health & Safety Management System (OHSMS) and the Environmental Management System (EMS)—across its operations. These systems are part of our Company-wide Integrated Management System (IMS).

In 2014, Stantec successfully developed and implemented the OHSMS, which received external third-party certification under the consensus-based international standard for occupational health and safety—OHSAS 18001:2007.

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Stantec is committed to providing and maintaining a healthy and safe workplace and to responsibly managing all of the environmental aspects of its business.

Our core Company values guide us in all that we do. The way we treat our people, our clients, and our neighbors reflects who we are, what we believe in, and how we do our work. At Stantec, we believe in doing what is right, which includes sending our people home injury-free, every day.

Stantec strives to:

- Identify, assess, and manage the health, safety, and environmental hazards and risks that our employees are exposed to
- Minimize the environmental aspects and impacts associated with the services and products we provide
- Help our employees develop an awareness and understanding of the health, safety, and environmental issues related to their work
- Work collaboratively with employees to achieve health, safety, and environmental objectives
- Comply with legislation, regulations, and appropriate industry standards
- Monitor and enhance health, safety, and environmental practices through inspections, audits, reviews, investigations, corrective actions, and behavior-based processes
- Provide a framework which supports the continual improvement of the system
- Foster a culture in which all employees, partners, contractors, and subconsultants share a commitment to health, safety, and the environment

Everyone working for Stantec is responsible and accountable for Stantec's health, safety, and environmental performance. Management, supervisors, employees, contractors, and subconsultants are expected to understand their roles and responsibilities, as outlined in the practices of the OHSMS and in the Health, Safety & Environment Policy.

To support Stantec's Sustainability Policy—which promotes improving our environmental performance and reducing

- Fostering an understanding of sustainability at all levels of our Company in ways that are both personally and professionally relevant
- Embracing an accountable and transparent governance and leadership structure that integrates sustainability considerations into all of our business decisions
- Reporting on our sustainability performance and achievements

Stantec strives to achieve the following:

- Environmental Progress—reduce our impact on the environment by progressing toward least-impact approaches to resource and energy use, waste, and carbon and toxin emissions
- Social Progress—engage with stakeholders and support the communities we operate in
- Economic Viability—demonstrate that our sustainability efforts lead to long-term business vibrancy and viability in concert with our vision, strategic plan, and business objectives

The CEO is responsible for monitoring compliance with the Sustainability Policy and has designated senior leadership responsibility to the senior vice president of Practice Services. The vice president of Practice Services is responsible for operations.

In 2015, Stantec remained active internationally; gross revenue from International operations was approximately \$99.2 million.

We work “in country” via permanent offices located in the Middle East, the United Kingdom, and the Caribbean, and we manage and support that work from our offices in Canada and the United States. We fully divested our India operations in December 2015 and no longer have an office in that country.

We review all projects for compliance in accordance with Stantec’s project management framework, which includes, among other things, following legal, financial, and technical processes. In addition, each in-country project is examined to ensure that any health and safety or political risks are acceptable. All major projects are subject to major project reviews, when applicable, and all projects have an executive leadership sponsor.

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For a review of the risks pertaining to our Company, please refer to our 2015 Management’s Discussion and Analysis, pages M-64 to M-71 (incorporated by reference in this Annual Information Form and filed on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR as an exhibit to our Form 40-F at [www.sec.gov](http://www.sec.gov)).

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On February 15, 2012, Stantec’s board of directors approved a dividend policy and concurrently declared Stantec’s first quarterly dividend. Pursuant to our Dividend Policy, the Company anticipates it will pay a quarterly dividend to

shareholders of record on the last busi





The following table lists Stantec’s directors as of February 24, 2016, and their municipality of residence and principal occupation:

Name and Municipality of Residence	Principal Occupation	Director Since
<b>Douglas K. Ammerman</b> Laguna Beach, California, United States	Corporate Director	2011
<b>David L. Emerson</b> Vancouver, British Columbia, Canada	Corporate Director and Public Policy Advisor	2009
<b>Delores M. Etter</b> Dallas, Texas, United States	Professor of Electrical/Computer Engineering	2011
<b>Anthony P. Franceschini</b> Edmonton, Alberta, Canada	Corporate Director	1994
<b>Robert J. Gomes</b> Edmonton, Alberta, Canada	President & CEO of Stantec	2009
<b>Susan E. Hartman</b> Evergreen, Colorado, United States	President & CEO of The Hartman Group (a management consulting firm)	2004
<b>Aram H. Keith</b> <sup>(1)</sup> Monarch Beach, California, United States	Corporate Director	2005
<b>Donald J. Lowry</b> Edmonton, Alberta, Canada	Corporate Director	2013
<b>Ivor M. Ruste</b> Calgary, Alberta, Canada	Executive Vice President and CFO, Cenovus Energy Inc. (a Canadian oil company)	2007

(1) Mr. Keith is the chair of our board.

All Stantec directors are elected annually and hold office until the next annual shareholders’ meeting or until their earlier resignation. Mr. Emerson will not stand for re-election in 2016. All directors have held the positions listed in the previous table or other executive positions with the same or associated firms or organizations during the past five years or more, except Mr. Lowry, who was president and CEO of EPCOR Utilities Inc. until March 2013.

The following table lists the executive officers of Stantec as of February 24, 2016, their municipality of residence, and their principal occupation within the five preceding years:

Name and Municipality of Residence	Principal Occupation	Officer Position Held
<b>Robert J. Gomes</b> Edmonton, Alberta, Canada	President & CEO	President & CEO, Stantec Inc.
<b>Daniel J. Lefaire</b> St. Albert, Alberta, Canada	Executive Vice President & CFO	Executive Vice President & CFO, Stantec Inc.
<b>Valentino DiManno</b> Calgary, Alberta, Canada	Executive Vice President & CBO	Executive Vice President & CBO, Stantec Inc.
<b>Scott L. Murray</b> Lexington, Kentucky, United States	Executive Vice President & COO	Executive Vice President & COO, Stantec Inc.
<b>Paul J. D. Alpern</b> Sherwood Park, Alberta, Canada	Senior Vice President, Secretary & General Counsel	Senior Vice President, Secretary & General Counsel, Stantec Inc.

(1) As chair of our board, Aram H. Keith is a nonexecutive officer of Stantec Inc.

Before he was appointed CBO on January 1, 2016, Valentino DiManno occupied the role of senior vice president of Canada from 2005 to 2013, when he was appointed EVP and regional operating unit leader for Canada and business operating unit leader for Energy & Resources. Before his appointment to COO on January 1, 2016, Scott Murray joined Stantec with the acquisition of Fuller, Mossbarger, Scott & May Engineers in 2008 and was appointed EVP and regional operating unit leader for the United States in 2013. All other executive officers have held the positions listed in the previous table or other executive positions with the same or associated firms or organizations during the past five years or more.

The following lists the members of

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The responsibilities and duties of our Audit and Risk Committee are set out in the committee's Terms of Reference (Mandate), which is attached as Appendix I to this Annual Information Form.

Our Audit and Risk Committee members are Ivor M. Ruste (chair), Douglas K. Ammerman, David L. Emerson, and Delores M. Etter.

The board of directors believes that the composition of the Audit and Risk Committee reflects an appropriate level of financial literacy and expertise. The board determined that each committee member is "independent" and "financially literate" (as those terms are defined under applicable Canadian and US securities laws). In addition, Mr. Ruste, Mr. Ammerman, and Mr. Emerson are each an "audit committee financial expert" (as this term is defined in the rules and regulations of the US Securities and Exchange Commission [SEC]).

The following information describes each committee member's education and experience that is relevant to the performance of his or her committee responsibilities.

Mr. Ruste is currently executive vice president and CFO of Cenovus Energy Inc., a Canadian oil company headquartered in Calgary. He has a bachelor of commerce degree (with distinction) from the University of Alberta and is a fellow chartered accountant. From May 2006 to November 2009, Mr. Ruste worked for EnCana Corporation, andii  
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Mr. Emerson, PC, is a corporate director and business and public policy advisor. He has served as a minister in the Government of Canada, including as Minister of Foreign Affairs, Minister of International Trade, and Minister of Industry. He has also held a number of senior positions in the public service in British Columbia, including Deputy Minister of Finance. In the private sector, he was president and CEO of Canfor Corporation, president and CEO of the



Institute of Chartered Professional Accountants of Alberta and has complied with the SEC's rules on auditor independence.

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Additional financial information is provided in our financial statements and our Management's Discussion and Analysis for our most recently completed financial year. Additional information contained in our Management Information Circular includes directors' and officers' remuneration and indebtedness, the principal holders of our securities, and securities authorized for issuance under equity compensation plans.

Copies of this Annual Information Form, as well as our latest Management Information Circular and Annual Report (which includes our Management's Discussion and Analysis and Consolidated Financial Statements for the year ended December 31, 2015), may be obtained from our website at [www.stantec.com](http://www.stantec.com) or by mail on request from the secretary at 10160 – 112 Street, Edmonton, Alberta, T5K 2L6. Additional information relating to our Company, including disclosure documents and any reports, statements, or other information that we file with Canadian provincial securities commissions or other similar regulatory authorities is also available through SEDAR at [www.sedar.com](http://www.sedar.com).

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As a foreign private issuer listed on the NYSE, we are generally entitled to follow the Canadian requirements to the extent not contrary to US securities laws, including the rules of National Instrument 58-101 and National Policy 58-201, with respect to corporate governance practices. Pursuant to Section 303A.11 of the NYSE's Listed Company Manual, we are required to identify any significant ways that our corporate governance practices differ from those followed by US domestic companies under NYSE listing standards. These differences can be found on our website at [www.stantec.com](http://www.stantec.com).



Review and recommend to the board for approval the annual audited financial statements and management discussion and analysis.

Review and recommend to the board for approval the following public disclosure documents:

The annual Management Information Circular and proxy materials

The Annual Information Form, including any regulatory requirements for Audit and Risk Committee reporting obligations

The year-end news release on the earnings of the Company

Other regulatory filings of a financial nature

Review and, if appropriate, approve and authorize the release of the quarterly unaudited financial statements, including Management's Discussion and Analysis, the quarterly interim report to

shareholders, and the quarterly press releases, including the earnings of the Company (p. 4-5) (p. 8) (p. 15) (p. 25) (p. 30) (p. 31)



Review any litigation, claim, or other contingency, including tax assessments, that could have a material effect upon the financial position or operating results of the Company and the manner in which these matters have been disclosed in the financial statements.

Review with management on a quarterly basis the indicators of impairment to the Company's goodwill.

The auditor's evaluation of the Company's internal controls over financial reporting and management's evaluation thereon, including internal control deficiencies identified by the auditor that have not been previously reported to the committee

The auditor's evaluation of the selection and application of accounting principles and estimates and the presentation of disclosures

The post-audit or management letter or other material written communications containing any findings or recommendations of the external auditor including management's response thereto and the subsequent follow-up to any identified internal accounting control weaknesses

Any other matters which the external auditor should bring to the attention of the committee

Meet with the external auditor at every meeting of the committee or as requested by the auditor, without management representatives present, and meet with management, at least annually or as requested by management, without the external auditor present.

When there is to be a change in the external auditor,9.48 0 0 9.48 103.5 550.08 Tm (23)Tj /TT3 1 Tf 0 Tc 1.12 0 05Tc

The internal audit reports or other material written communications containing any findings or recommendations of the internal auditor, including management's response thereto and the subsequent follow-up to any identified internal accounting control weaknesses

Any other matters which the internal auditor should bring to the attention of the committee

Meet with the internal auditor at every meeting of the committee or as requested by the internal auditor, without management representatives present.

Obtain reasonable assurance, through discussions with and reports from management, the external auditor, and the internal auditors, that the accounting systems are reliable, the system for preparation of financial data reported to the market is adequate and effective, and the system of internal controls is effectively designed and implemented.

Review management's annual report on the effectiveness of internal controls and procedures, as well as quarterly and annual chief executive officer and chief financial officer certificates filed pursuant to securities regulations.

Receive reports from management and/or the internal auditor on all significant deficiencies and material weaknesses identified.

Review annually, or as required, the appropriateness of the system of internal controls and approval policies and practices concerning the expenses of the officers of the Company, including the use of its assets.

Review and approve, on a quarterly after-the-fact basis, the expense accounts of the board chair and of the chief executive officer of the Company.

### *General*

Review at least annually with management

The Company's method of identifying, evaluating, mitigating and reporting on the principal risks inherent in the Company's businesses and strategic directions

The systems, policies and practices applicable to the Company's assessment, management, prevention and mitigation of risks (including strategic, operating, compliance, and reputation, as well as financial risks including but not limited to the foreign currency, liquidity and interest rate risk, the use of derivative instruments, counterparty credit exposure, litigation, and adequacy of tax provisions)

The Company's risk appetite, risk tolerance, and risk retention philosophy, including the Company's loss prevention policies and insurance programs and corporate liability protection programs for directors and officers, as well as disaster response and business continuity plans

Receive an annual report from and review with management the status of the Company's principal and emerging risks, as well as s 0 Tw 95wc001iganecti6.7( (g)37t9 Tw6i8.7(h)3m)6go,(50 m)1.9(og)-4.8(ram)9.6(s)-1.9( an)-



Regular meetings of the committee are held at least four times each year.

Meetings may be called by the committee chair or by a majority of the committee members, usually in consultation with management of the Company.

Meetings are chaired by the committee chair or, in the chair's absence, by a member chosen from among the committee.

A quorum for the transaction of business at any meeting of the committee is a majority of the appointed members.

The secretary of the Company shall provide for the delivery of notices, agendas, and supporting materials to the committee members at least five days prior to the meeting except in unusual circumstances.

Meetings may be conducted with members present or by telephone or other communications facilities that permit all persons participating in the meeting to hear or communicate with each other.

A written resolution signed by all committee members entitled to vote on that resolution at a meeting of the committee is as valid as one passed at a committee meeting.

The secretary of the Company, or his or her designate, shall be the secretary for the committee and shall keep a record of minutes of all meetings of the committee.

Minutes of the meetings of the committee shall be distributed by the secretary of the Company to all members of the committee and shall be submitted for approval at the next regular meeting of the committee.

