



## **GIBSON ENERGY INC. DIVERSITY & INCLUSION POLICY**

### **1. Purpose**

The board of directors (the “**Board**”) of Gibson Energy Inc. (along with its affiliates, “**Gibson**”) believes that an effective Board and Senior Management team requires diverse expertise, experience, independence, personal skills, and qualities to effectively carry out their duties. The Board believes that diversity within the Board and Senior Management promotes this purpose by allowing for better corporate governance and enhanced effectiveness through the contribution of different perspectives and experiences.

While diversity and inclusion are encouraged at all levels within Gibson, this Diversity & Inclusion Policy (the “**Policy**”) sets out Gibson’s policy for the Board and Senior Management with respect to gender diversity and inclusion (based on attributes such as ethnicity, race, disabilities, etc.)

### **2. Diversity Implementation**

When identifying and nominating candidates for election to the Board, and when recruiting, promoting, and planning for succession of Senior Management positions, Gibson will:

- only consider Board and Senior Management candidates that are highly qualified based on their respective expertise, experience, independence, personal skills and qualities;
- consider the current strength and constitution of the Board and Senior Management teams, including the level of representation of females;
- when possible, all lists of potential nominations or appointments to the Board shall include at least one female candidate; and
- if required, engage a qualified independent advisor to assist with candidate searches to help achieve the purpose of this Policy and identify highly qualified individuals who meet Gibson’s diversity objectives.

### **3. Measurement and Assessment**

The Board does not believe that quotas necessarily result in the identification or selection of the best candidates. Accordingly, the Board has not established fixed targets regarding the representation of females on the Board or in Senior Management. However, in order to assess Gibson’s abidance with the intention of this Policy and diversity implementation, the Vice President of Human Resources will annually report on the gender diversity of the Board and Senior Management to the Corporate Governance, Compensation and Nomination Committee (the “**Committee**”). The Committee will annually review Gibson's progress in achieving the objectives of this Policy and implementation of diversity at the Board and Senior Management level. The Committee will report the results to the Board and make recommendations to the Board regarding changes to the current practices, implementations, measurements, and objectives of this Policy, as it deems appropriate to achieve the recruitment, retention and development of qualified females on the Board and in Senior Management.

### **4. Board Approval**

This Policy has been approved by the Board on March 4, 2019.