

ENGHOUSE SYSTEMS LIMITED

DIVERSITY POLICY

Purpose

This Diversity Policy sets forth the Corporation's approach to achieving and maintaining greater diversity on its Board and senior management team, with an emphasis on gender diversity. This is to provide the necessary range of perspectives, experience and expertise required for the Corporation to achieve its objectives.

Policy Statement

The Corporation believes the selection and appointment of Board members and senior management should be based on merit and remains committed to selecting the best person to fulfill these roles. However at the same time, the Corporation recognizes and embraces the benefits of having a diverse Board and senior management team that includes individuals from diverse backgrounds having regard to, among other things, gender, status, age, business experience, professional experience, education, nationality, race, culture, language, personal skills and geographic background.

These differences will be considered in determining the optimum composition of the Board and senior management and when possible should be balanced appropriately.

The Board believes in having increased diversity on the Board, and in particular recognizes that gender is a significant aspect of diversity and acknowledges the important role that women with relevant skills and experience can play in contributing to diversity of perspective in the Boardroom and in senior management roles.

Board Appointments

The Corporate Governance Committee ("Governance Committee"), and such other Board members as it requests (including any female directors), is responsible for recommending to the Board candidates for Director nominations that possess, among other things, the qualifications, competencies, skills, business and financial experience, leadership roles and level of commitment required of a Director to fulfill Board responsibilities.

In fulfilling its role, the Governance Committee will:

- Considers candidates that are highly qualified based on their experience, education, expertise, personal qualities, and general and sector specific knowledge;

- Considers diversity criteria (in particular gender) among other relevant criteria when determining the optimum composition and balance for the Board;
- Reviews potential candidates from a variety of backgrounds and perspectives, with the Corporation's diversity objectives in mind;
- As required, engage qualified independent external advisors to assist in searching for candidates who meet the Board's criteria regarding skills, experience and diversity; and
- In order to support the specific objective of gender diversity, ensures that when identifying potential candidates for roles on the Board, ensure that the list of potential candidates it initially considers includes female candidates.

Senior Management Appointments

The Chief Executive Officer, and other senior managers involved, will, in considering candidates for senior management appointments that possess the qualifications, competencies, experience, leadership skills and level of commitment required of a senior manager to fulfill executive management functions:

- Consider its diversity criteria, among other things, when considering candidates that are highly qualified based on their experience, education, expertise, personal qualities, and general and sector specific knowledge;
- As required, engage qualified independent external advisors to assist in searching for candidates who meet the criteria regarding skills, experience and diversity appropriate for senior management; and
- Review potential candidates from a variety of backgrounds and perspectives, with the Corporation's diversity objectives in mind.

Support for Diversity

To facilitate diversity in management and leadership roles, the Corporation will:

- Consider and, if deemed necessary, implement policies to address impediments to diversity in the workplace;
- Regularly review the level of diversity at all levels of the Corporation;
- Consider initiatives designed to identify, support and develop diverse employees with leadership potential; and
- Continue to identify new ways to entrench diversity, including gender diversity, as a cultural priority across the organization.

Annual Review

On an annual basis, the Governance Committee , will assess the effectiveness of the Board nomination process at achieving the Corporation's diversity objectives and consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity on the Board. At any given time, the Board may seek to adjust one or more objectives concerning its diversity and measure progress accordingly.

On an annual basis, the Chief Executive Officer and the Governance Committee , will assess the effectiveness of the senior management appointment process at achieving the Corporation's diversity objectives and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity in senior management. At any given time, the Board may seek to adjust one or more objectives concerning its diversity and measure progress accordingly.