

BOARD DIVERSITY POLICY

I. PURPOSE

This Policy sets out the approach to promote and achieve inclusion and diversity on the Board of Directors of Finning International Inc. (“Finning”). Finning is also committed to fostering an inclusive culture based on merit and free of conscious or unconscious bias.

II. OBJECTIVES – BUILDING INCLUSION AND DIVERSITY

At Finning, inclusion is a shared responsibility that drives our strategy to develop, perform and innovate. Being a global leader necessitates inclusive behaviours that diversify talent, drive engagement, and ultimately deliver better outcomes for key stakeholders. The Board is committed to supporting management in building and sustaining an inclusive and diverse workforce at Finning, with a clear accountability framework. In this context, we define diversity to be inclusive of individuals regardless of gender, race, national and ethnic origin, colour, religion, age, sexual orientation, marital and family status, and physical or mental disabilities.

As with the organization as a whole, inclusion and diversity on the Board itself leads to a better understanding of opportunities, issues and risks; enables stronger decision-making; and ultimately improves our performance and ability to provide strategic oversight and maximize shareholder value. In a dynamic global environment, the benefits of inclusion and diversity are critical to Finning’s long-term success and viability.

III. BOARD DIVERSITY

While the Board does not support fixed percentages or quotas for achieving diversity, in recruiting candidates for nomination, the Board’s Governance and Risk Committee (the “Committee”) considers a variety of factors including diversity of thought, decision-making ability, skill, geography, experience with businesses and other organizations of a comparable size, the interplay of a candidate’s experience with the experience of other Board members, and the extent to which a candidate would be a desirable addition to the Board. When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, Finning will consider candidates using objective criteria having due regard to the benefits of diversity and the needs of the Board. For purposes of this policy, diversity includes business experience, geography, age, gender, visible minorities, Aboriginal peoples, persons with disabilities, sexual orientation and other personal characteristics.

In recognition that the increased participation of women is a significant aspect of diversity and acknowledging the important role that women have in contributing to diverse perspectives, it is the Board’s goal to have female directors comprise not less than 30% of the Board.

BOARD DIVERSITY POLICY

As part of the Board renewal process, where candidates are relatively equivalent in their levels of required skills and experience, the Board is committed to advancing female candidates in order to enhance diversity and add a broader perspective on the Board.

IV. MONITORING AND REPORTING

In consultation with the CEO, the Committee shall annually review the appropriate skills and characteristics required of Board members in the context of the current composition of the Board and the objectives of Finning. This assessment will evaluate the diversity of thought present on the Board by looking at factors such as age, experience, gender, geography, and skills.

In the Management Proxy Circular prepared in connection with any meeting of Finning's shareholders involving the election of directors, the Board will disclose the percentage of female Board members and report on the effectiveness of this Policy in building inclusion and diversity on the Board itself.

V. POLICY REVIEW

On an annual basis, the Committee will review this Policy and assess its effectiveness in promoting an inclusive and diverse Board of Directors consistent with this Policy. As part of its review, the Committee may recommend revisions to the Policy to the Board for approval.