

Communicating Gender Diversity in Light of State Street Global Advisors' Focus on Enhancing Gender Diversity on Boards

Background

In 2017, State Street Global Advisors (SSGA) announced that it would place increased emphasis on gender diversity and vote against the chair of the nominating and/or governance committee or board leader of companies that fail to have at least one woman on the board or disclose substantial efforts at increasing female representation on their board of directors. As of July 2018, SSGA has voted against more than 500 companies for failure to demonstrate progress on board diversity.

While boards are under mounting pressure to focus on board composition and refreshment, including tenure and individual and aggregate skills, diversity in particular has become increasingly important to other institutional investors, pension funds, employees, and other stakeholders:

- **BlackRock** amended its proxy voting guidelines to include an expectation of at least two women directors on every board, indicating that it may vote against nominating/governance committee members if it believes that a company has not accounted for diversity in its board composition.
- The Vanguard Group released an open letter addressed to directors of public companies worldwide stating that it had joined the 30% Club, a global organization that advocates for greater representation of women in boardrooms and leadership roles.ⁱⁱⁱ
- CalPERS engaged more than 500 US companies in the Russell 3000 index regarding lack of board diversity and reported that through May 2018 it withheld votes or voted against 271 directors at 85 companies as a result of board diversity concerns.
- Glass Lewis has stated that beginning in 2019, it will generally recommend voting against the nominating committee chair of a board that has no female members and, depending on the circumstances, may extend that negative recommendation to all members of the nominating committee.

Beginning in 2020, SSGA announced, it will vote against the entire slate of board members on the nominating committee if a company does not have at least one woman on its board, and has not engaged in successful dialogue on State Street Global Advisors' board gender diversity program for three consecutive years.^{vi}

In This Thought Piece

This Thought Piece highlights disclosure examples that align with the framework provided by SSGA in their Guidance on Enhancing Gender Diversity of Boards^{vii} and reaffirmed in their Annual Stewardship Report. In addition, we considered the remarks made at the 2017 Breakfast of Corporate Champions by Ronald P. O'Hanley, President and COO of State Street Corporation.^{viii}

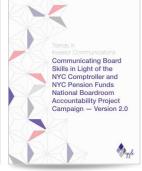
- 1. Assess current gender diversity
- 2. Establish goals to increase gender diversity
- 3. Identify "diversity champions"
- 4. Address behavioral biases
- 5. Consider female directors for leadership positions
- 6. Enhance transparency and communication

Since, broadly speaking, US proxy disclosures are insufficient for the scope of this Thought Piece, we draw largely from Canadian (as well as other international) shareholder communications to highlight how companies are communicating on the six points of the framework outlined by SSGA. Canada proves a particularly fruitful reporting jurisdiction to examine because TSX-listed companies have been required to disclose on the representation of women on boards and in executive officers since 2015, and because the requirement in Canada to produce a management information circular for proxy solicitation is similar enough to US proxy solicitation to provide meaningful insights.

FURTHER READING







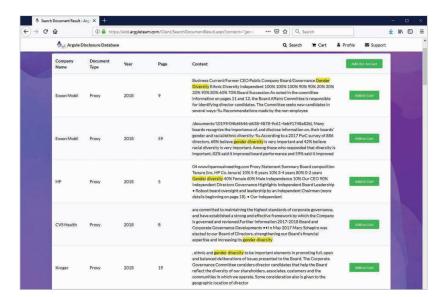
Further Thought Pieces available for download on our website discuss how disclosures are evolving to meet the expectations of BlackRock, CERES and the NYC Comptroller.



https://argyleteam.com/resources-page.aspx

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FURTHER RESEARCH



Use Argyle's Disclosure Database to benchmark how Fortune 250 corporations present "Gender Diversity" in their proxy statements using text and graphics.



Featured Reports



(Canada)

2018 Information Circular



The Coca-Cola Company

2018 Proxy Statement



Dream Unlimited Corp. (Canada)

2018 Information Circular

NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS AND
MANAGEMENT INFORMATION
CIRCULAR

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Elementis plc (United Kingdom)

2017 Annual Report



HSBC Holdings plc (United Kingdom)

2017 Annual Report



ICA Gruppen (Sweden)

2017 Annual Report



Manulife Financial Corporation (Canada)

2018 Information Circular



Marks and Spencer Group plc (United Kingdom)

2018 Annual Report



National Bank of Canada (Canada)

2018 Information Circular



Premium Brands Holdings Corporation (Canada)

2018 Information Circular



Rite Aid Corporation

2018 Proxy Statement



Singtel Telecommunications Limited (Singapore)

2018 Annual Report



SNC-Lavalin (Canada)

2018 Information Circular



Suncor Energy Inc. (Canada)

2018 Information Circular



Telstra Corporation Limited (Australia)

2018 Corporate



TELUS Corporation (Canada)

2018 Information Circular



Thomson Reuters Corporation (Canada) 2018 Information Circular

Unum Group 2018 Proxy Statement

Assess Current Gender Diversity

From SSGA's Guidance on Enhancing Gender Diversity on Boards:

"Assess the current level of gender diversity on the board and within management ranks."

We looked for:

Examples of how companies assess and monitor the level of gender diversity on their board and throughout the organization.



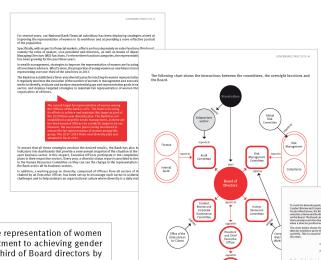
National Bank of Canada (Canada) 2018 Information Circular

NBC tracks gender diversity of the Board and various senior management and management groups. Currently, 38% of the Board's members are women, surpassing their target to have women account for 1/3 of directors. The overall target for representation of women among the officers of the Bank is 40% as part of a three-year diversity plan. An annual diversity status report is provided to executive officers as well as to the Human Resources Committee so they can monitor the change in the representation of women at the Bank and in all its business sectors.



https://www.nbc.ca/content/dam/bnc/a-propos-de-nous/relations-investisseurs/assemblee-annuelle/2018/nbc-circular-2018.pdf





When seeking and selecting director nominees, the Board considers the representation of women on the Board. The diversity statement also includes the Bank's commitment to achieving gender parity among directors and to having women account for at least one-third of Board directors by requiring women candidates to make up half the nominees for director positions that become vacant.

It is within such a context that the Bank renewed its support of the Agreement instituted by Catalyst, an organization that works with many large companies with the aim of increasing the number of women directors on boards of directors in Canada (at least 30% by 2022).

At the date of this Circular, 38% of the Board's members were women (i.e., 5/13), thereby exceeding the target set by the Conduct Review and Corporate Governance Committee to have women account for at least one-third of Board directors.

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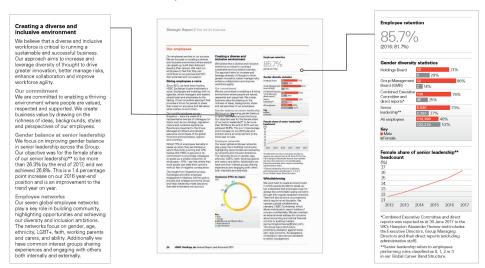


HSBC Holdings plc (United Kingdom) 2017 Annual Report

HSBC maintains diversity statistics on the Board, group-level management, executive committee and direct reports, senior management, and the organization as a whole. A graph tracking the growing percentage of females in senior management illustrates their year-over-year progress towards their goal of 26.3% female share of senior management, which they achieved in 2017.



https://www.hsbc.com/-/media/hsbc-com/investorrelationsassets/hsbc-results/2017/annual-results/hsbc-holdings-plc/180220-annual-report-and-accounts-2017.pdf



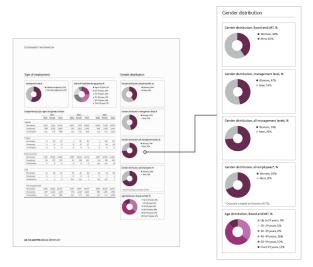


ICA Gruppen (Sweden) 2017 Annual Report

ICA tracks gender distribution of the Board, various management levels, and of all employees as it works towards 50/50 gender balance in its managerial team. Women currently occupy 40% of leadership positions (Board and management team) and ICA has launched two new training programs targeting women at the middle and senior management levels, respectively, to increase equality among senior management.



https://www.icagruppen.se/arsredovisning/arsredovisning2017/globalassets/annualreportpdf/20180305/ica_gruppen_ar2017_eng.pdf





Establish Goals to Increase Gender Diversity



From SSGA's Guidance on Enhancing Gender Diversity on Boards:

"Establish goals aimed at enhancing the level of gender diversity on the board and senior management."

We looked for:

Examples of how companies establish goals to enhance gender diversity on the board.

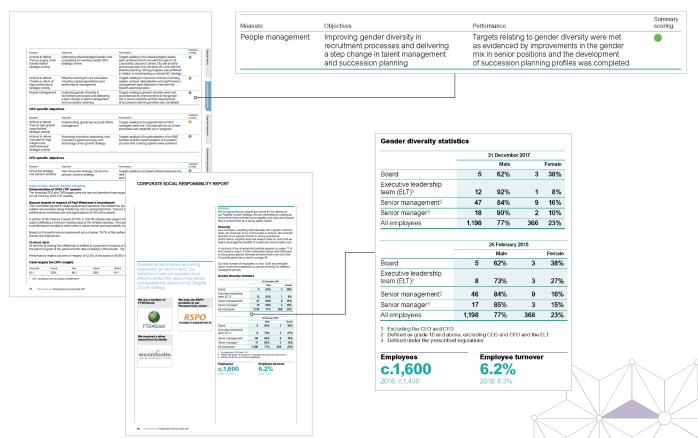


Elementis plc (United Kingdom) 2017 Annual Report

Elementis provides gender diversity statistics for the Board (which achieved 38% female representation in 2017), various management levels, and the whole company. Accountability to increase gender diversity is achieved by factoring gender diversity in recruitment, talent management, and succession planning into the annual bonus assessment of the company's CEO and CFO.



https://www.elementisplc.com/assets/downloads/2018%20pdf%20downloads/Elementis_AR17_160318.pdf





SNC-Lavalin (Canada) 2018 Information Circular

In 2016, SNC-Lavalin established a target of 20% female representation on its Board and in senior management positions over the next three years. It surpassed this goal in 2017 and extended a 20% target of female representation to engineering positions and all levels of management over the same time period.



http://www.snclavalin.com/en/files/documents/2018-annual-snc-lavalin-proxycircular en.pdf



Establishment of Targets
In August 2016, SNC-Lavalin established a 20% target of women on its Board and in senior management positions over the next three years. Following the election of all Board nominees at the May 4, 2017 Meeting, the percentage of women on the Board was increased to 25%, thereby exceeding the Company's 20% target for women on its Board. Following Mr. Stevenson's departure from the Board on December 31, 2017, the percentage of women on the Board was further increased to 27%. As for senior management positions, a total of 22 women occupied senior management positions at SNC-Lavalin as at December 31, 2017, which represents 18% of the Company's total senior management population.

The Company also aims to increase the proportion of women in engineering and all levels of management to 20% over the same period of time.

To achieve this goal, SNC-Lavalin began to:

- > Track the roles of women in its organization and make the appropriate changes;
- > Raise awareness of the benefits of diversity and inclusion through training and communication with a focus on unconscious bias;
- >Ensure its policies and programs support diversity and inclusion principles and objectives; and
- > Communicate its diversity and inclusion progress both externally and internally to attract more won



Telstra Corporation Limited (Australia) 2018 Corporate Governance Statement

Telstra details measurable objectives and progress on a number a diversity measures and maintains diversity statistics for the Board, various management levels, and the whole company. They recognize that the level of gender diversity may be temporarily affected during periods of Board renewal, but affirm their commitment to 40% female representation among non-executive directors, which they currently meet. Additional diversity measures include promotion rates for women and intake of female, disabled, and Indigenous graduates.



https://www.telstra.com.au/content/dam/tcom/about-us/investors/pdf%20 F/2018-Corporate-Governance-Statement.pdf



Identify "Diversity Champions"



From SSGA's Guidance on Enhancing Gender Diversity on Boards:

"Identify 'diversity champions' on the board and within management who would support initiatives to meet established goals."

We looked for:

Disclosure on the activities of "diversity champions" within companies.

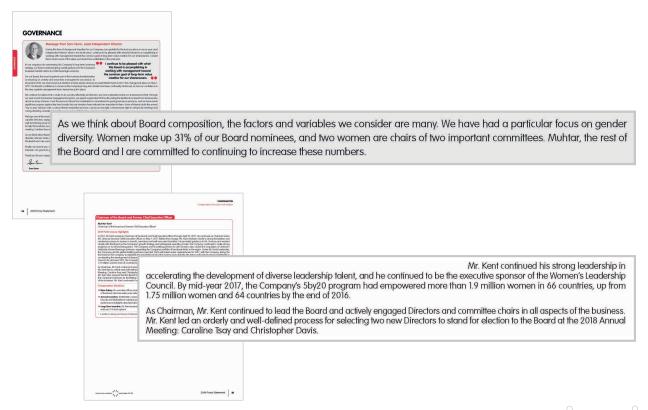


The Coca-Cola Company 2018 Proxy Statement

At Coca-Cola, the new Chairman of the Board (and outgoing CEO) leads the Board in its commitment to gender diversity. Efforts are discussed in the governance letter from the outgoing Chairman of the Board and included in the performance review, which applies to his time as CEO.



https://www.coca-colacompany.com/content/dam/journey/us/en/private/fileassets/pdf/investors/annual-meeting/KO007-Coca-Cola-2018-Proxy-Statement-Bookmarked.pdf





The Bank of Nova Scotia (Canada) 2018 Information Circular

Scotiabank's President and CEO includes gender diversity as part of the overall leadership strategy and succession planning process and chairs its Inclusion Council, which is mandated to embed diversity in business strategy and enhance diversity of leadership. The Human Resources Committee oversees management's execution of the leadership strategy and succession planning process, which is "designed to enhance the quality of depth and diversity of executive talent, develop top leaders... and strengthen the representation of women at the vice president level and above." The strategy is discussed in the Compensation Committee's letter and included in the CEO's performance review.



http://www.scotiabank.com/content/dam/scotiabank/canada/en/documents/ about/484417_BNS_2018Circular_AODA_ENG.pdf

Compensation discussion and analysis

Scotiabank is committed to delivering strong, consistent and predictable earnings to our shareholders over the mid- to long-term

The bank's core strategy is based on a strong foundation in Canada, with international operations in select regions with a particular focus on the Pacific Alliance countries. We continue to effectively deploy capital and other scarce financial resources in the best interests of our shareholders – through organic investment and selective acquisitions in strategically important areas, while downsizing or exiting products and geographies that are non-core. At the same time, we continue to invest in the bank's apabilities – including digital, enhanced physical channels, and further strengthening our corporate

The bank's long-term strategic agenda includes five focus priorities, all aimed at delivering superior

- The bank's long-term strategic agends includes the focus priorities, all aimed at delivering superior outcomes for our shareholders, customers and employees. This year we continued to focus on implementing the strategic agenda and building on our momentum:

 Increase customer focus: We completed the roll-out of a customer experience management system across all reals infamels in our five key markets Canada, Mexico, Peru, Chile and Colombia to help u deliver an excellent customer experience. The system, together with a powerful digital capability, allows customer-facing employees and management teams to systematically receive - and act on from our customers. We recently rebranded this core system as The Pulse, and it is playing a key role in ner-focused banks.
- Enhance leadership depth, diversity and deployment. We increased the depth of the leadership
 pool to strengthen the bank's management team and align with our priorities, successfully attracted
 external talent—particularly digital talent, and we increased gender diversity in senior management
 33% of vice presidents and above are now women, up from 30% in 2016. sed the depth of the leadership

Performance objectives	Results
Continue to drive increased customer focus	Completed the roll-out of a new customer experience management system, <i>The Pulse</i> , in the bank's five key markets for retail branches, contact centers and digital channels to systematically listen to and act upon our customers' feedback.
Enhance leadership and employee engagement	Strengthened the bank's leadership team through a series of internal appointments, external hires and improved gender diversity. Female leaders (VP and above) now represent 33% of the all-bank leadership team (up from 30% in 2016) – with the Canadian leadership team now at 35% women
Significantly reduce structural costs	Developed significant momentum on the bank's structural cost transformation program. Significantly exceeded targeted cost savings of \$350 million, with actual savings of \$500 million.
Execute key aspects of the digital transformation	Opened a globally connected network of digital factories across our five key markets – Canada, Mexico, Peru, Chile and Colombia – to enhance our digital banking capabilities, responded to changing customer preferences and drove progress against our targets of increasing digital sales, increasing digital engagement and decreasing branch transactions
Improve the business mix to optimize the use of scarce financial resources	Actively strengthened the bank's balance sheet by increasing capital levels to an industry- leading CET1 level of 11.5%, reducing the use of wholesale funding by 38 billion year- over-year, and grew core deposits at a faster rate than non-core deposits to improve the Bank's faquidity and funding mix

Leadership diversity

As Canada's most international bank, our geographic footprint and diverse operations uniquely position us to leverage the broadest range of skills, knowledge and talent. We believe that inclusion delivers the benefits of diversity and must be systemic in our organization to compete at our best. At Scotiabank, we enable and support a culture that values and respects cultural differences, experiences and beliefs.

Scotiabank's Inclusion Council is comprised of senior leaders across all areas of the organization Chaired by the President and CEO, the council's mandate focuses on the inclusion strategies and priorities required to deliver on our business goals. Its primary objectives are to:

monitor, promote and role model a culture of inclusion and diversity of perspective for better

- business results:
- embed diversity and inclusion in strategic business initiatives; and
 enhance leadership development specific to open-mindedness and cross cultural awareness.

We are committed to creating opportunities that enable all employees to reach their full potential. A key component of our diversity and inclusion approach is the identification, development and advancement of women globally. This priority is embedded in our talent management processes and supported through regular measurement and reporting.

We are committed to increasing the representation of women at the VP+ level globally. We measure the representation of women at all levels to gauge our progress, including the emerging leader, vice president and above, and executive leader segments. Our organizational target for representation is at the VP+ level. In order to effect meaningful and sustainable change at this level, we believe it is critical to focus our efforts on building the broadest and highest quality talent pipeline possible.

We have grown our representation of women at the VP+ level globally from 25% in 2013 to 33% in 2017 and in Canada from 30% in 2013 to 39% in 2017 – both record highs for the bank. Our focus on identification and professional development positions us well to strengthen the representation of women at the executive level over the mid- to long-term. 20% or 5 of the bank's executive officers are women. The table below shows the representation of women at the executive level for the last two fiscal years:

	# of women executive officers/executive officers	96
Fiscal 2017	5/22	23%
Fiscal 2016	6/21	29%

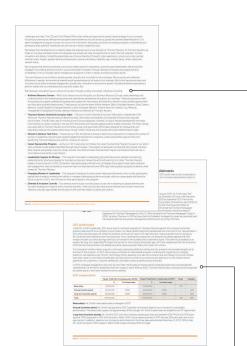


Thomson Reuters Corporation (Canada) 2018 Information Circular

With the goal to reach 40% female representation at the senior leadership level by 2020, Thomson Reuters' CEO chairs its Women's Advisory Task Force, which focuses on increasing the number of women in leadership development programs. In addition, the CEO's executive committee leads the company's Career Sponsorship Program, which focuses on senior high potential female leaders and is designed to accelerate their growth, enhance their network, and position them for greater career success.



https://ir.thomsonreuters.com/static-files/a24dcd3f-5fc4-413c-8e12-3060fad0aad2



We have been strengthening our culture of inclusion through a variety of strategic initiatives, including:

- Business Resource Groups With local chapters around the globe, our Business Resource Groups create awareness and
 understanding of the diverse backgrounds and experiences represented throughout our business. These groups partner with
 the business to support professional development, assist with recruitment and retention, identify unique market opportunities
 and help drive business development. These groups include the Asian Affinity Network, Black Employee Network, Early Careers
 Network, Global Disability Employee Network, Latino Employee Network, Pride at Work (for Lesbian, Gay, Bisexual,
 Transcender Employees & Friends). Veterans Network and Women @ Thomson Reuters.
- Thomson Reuters Diversity & Inclusion Index The launch of the Diversity & Inclusion (D&I) Index in September 2016 reinforces Thomson Reuters vision of delivering news, information and analytics to the global financial and corporate communities. The D&I Index uses 24 metrics across four key categories: Diversity, Inclusion, People Development and News Controversies to create a ranking of the top 100 most diverse and inclusive global, publicly traded companies. The Index ratings are supported by Thomson Reuters environmental, social, and governance (ESG) data, designed to transparently and objectively measure the relative performance of over 5,000 companies and provide clients with differentiated insight.
- Women's Advisory Task Force Chaired by our CEO, the Women's Advisory Task Force is focused on increasing the number of women in leadership roles through largeted leadership development programs, career sponsorship opportunities and positioning Thomson Reuters as a premier company for women.
- Career Sponsorship Program Led by our CEO's executive committee, the Career Sponsorship Program focuses on our senior high potential female leaders identified through talent reviews. The program is designed to accelerate their growth, enhance their network and position them for career success. Over 90% of Career Sponsorship Program participants have had one or more lateral movements or promotions.
- Leadership Program for Women This program is focused on developing high potential women leaders by enhancing leadership skills, sharing strategies for business success and networking with and learning from other Thomson Reuters leaders. Since its launch in 2012, 219 women have participated. Women who completed this program have higher retention and engagement rates compared to those who have not attended and over 98% report being better equipped to advance their careers at Thomson Reuters.
- Emerging Women in Leadership This program is designed for early career high potential women, aims to help participants
 realize their strengths, enhance their ability to manage challenging situations and gain clarity on career goals and direction.
 Since its launch in 2011, over 591 women have participated in this program.
- Diversity & Inclusion Councils Our diversity and inclusion councils play a crucial role in aligning our global diversity and inclusion strategy with regional and functional priorities. These councils also help ensure diversity and inclusion events are relevant, culturally appropriate and focused on the business needs of a particular location.

In 2017, employee engagement was at an all-time high. We focused on having diverse candidate slates and improved gender representation at the senior leadership level with a goal to reach 40% by 2020. Thomson Reuters also continued to be recognized as a great place to work and received numerous awards.



Address Behavioral Bias

From SSGA's Guidance on Enhancing Gender Diversity on Boards:

"Address behavioral bias in the director search and nomination process and the management hiring process"

We looked for:

Examples of how companies address unconscious gender bias in the director (and management) search and nomination process.

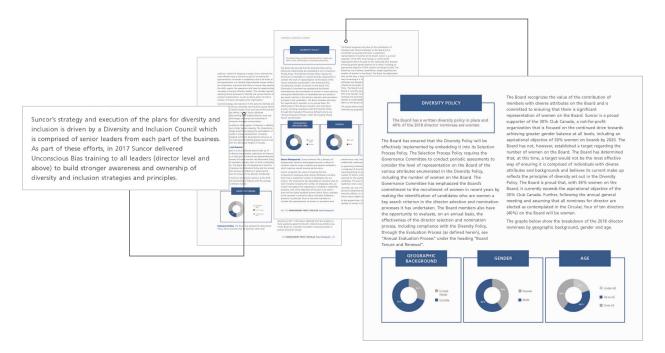


Suncor Energy Inc. (Canada) 2018 Information Circular

To increase the representation of women in leadership roles at all levels of the organization, Suncor seeks to identify high-potential women within the company and work with them to develop the skills, acquire the experience, and-critically-have the opportunities necessary to become effective leaders. Towards that end, Suncor regularly assesses formal processes to identify and remove barriers to women's advancement. In addition, through its Diversity and Inclusion Counsel, Suncor delivers unconscious bias training to all leaders in order to "build stronger awareness and ownership of diversity and inclusion strategies and principles."



https://www.suncor.com/-/media/Files/PDF/Investor-Centre/Annual-Reports/2017-AR/English/2017_Management_Proxy_Circular_EN.pdf?la=en-CA&modified=20180 517230624&hash=531B4A32134A504C0EFBBBF9E58C49E7C0FDE489





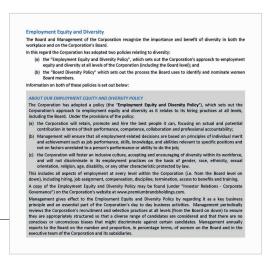
Premium Brands Holdings Corporation (Canada) 2018 Information Circular

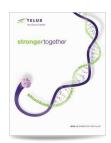
Premium Brand's Employment Equity and Diversity Policy specifically addresses unconscious bias and systemic barriers. It ensures recruitment and selection practices at all levels (from the Board down) "are appropriately structured so that a diverse range of candidates are considered and that there are no conscious or unconscious biases that might discriminate against certain candidates."



https://www.premiumbrandsholdings.com/pdf/public-filings/PBH-Information-Circular-March-19-2018.pdf







TELUS Corporation (Canada) 2018 Information Circular

Since 2014, employees at the level of vice president and above have received unconscious bias training. In 2016, TELUS extended this to hiring managers and the training is now included in their hiring course. The Board has set a target to have a minimum representation of 30% of each gender (male and female) and states they are actively seeking to add another female director to the Board.



https://assets.ctfassets.net/rz9m1rynx8pv/4hoHvOlp04WKKE4IWQuk6S/e8e3fe8e4c095cc6f808956da1c004bf/2013_b e8e3fe8e4c095cc6f808956da1c294bf/2018_Information_Circular.pdf



We are committed to fostering a culture that removes barriers

• Team member resource groups were established for women and ensures open and fair processes for the advancement of talent that will, in turn, promote diversity in TELUS' leadership team. Our key strategy is to focus on systemic changes to people practices and on leadership education and awareness. We have implemented several initiatives in connection with this strategy to help evolve leaders and people practices. Some of these are discussed below.

- · Established in 2008, our Diversity and Inclusiveness Office (Dio) leads the diversity and inclusiveness strategy across TELUS and works alongside the Diversity and Inclusiveness Council to develop and implement initiatives that promote diversity and inclusiveness. Among the DIO's core mandates are:
- . Ensuring alignment between our diversity and
- Ensuring allignment between our diversity and inclusiveness steating and our corporate priorities
 Monitoring and measuring diversity and inclusiveness programs and best practices across TELUS
 Providing thought leadership by theiring dwentily knowledge and expertise with TELUS leaders
 Orgoing since 2015, the DIO and the Tallent Acquisition and
- Development team continue to have a strong partnership based on the practices and processes involved in three based of the practices and processes involved in times pillars of recruitment – leader education, attraction, and succession and retention. We strive to attract, interview and hire candidates with different abilities, experiences and perspectives to ensure TELUS remains an employer of choice for all.
- Aboriginal team members, team members with varying abilities Authority and inclusiveness, treatment between varying admission new immigrants, and lestilan, gay, bisexual, transgender and queer (LGBTQ) learn members, to help bring awareness and thought leadership to our cultural evolution on the diversity and inclusiveness front. These resource groups provide valuable insights, which facilitate the attraction of more diverse candidates.
- . Beginning in 2014, team members in the role of vicepresident and above have received training on conscious and unconscious biases, which is enhancing their talent development approach and their appreciation of the value of diversity for the success of our Shareholders, customers. team members and communities. In 2016, this training was team members and communities. If 2016, inits training with included in our Hiring Great People course to provide all hiring managers with insights into unconscious bias and prepare them for conducting an equitable interview and hiring process.

Rather than adhering to specific objectives at the executive level rearrier than acreeing to specialic objectives at the executive levels when we believe that these activities and efforts are more effective at contributing collectively to maintaining a pipeline of diverse candidates and ensuring that the representation of women, and of diversity in general, is considered when making leadership and executive officer appointments



Consider Female Directors for Leadership Positions

From SSGA's Guidance on Enhancing Gender Diversity on Boards:

"Consider female directors for leadership positions."

We looked for:

Companies that highlight their mechanisms for considering female directors for Board leadership positions.

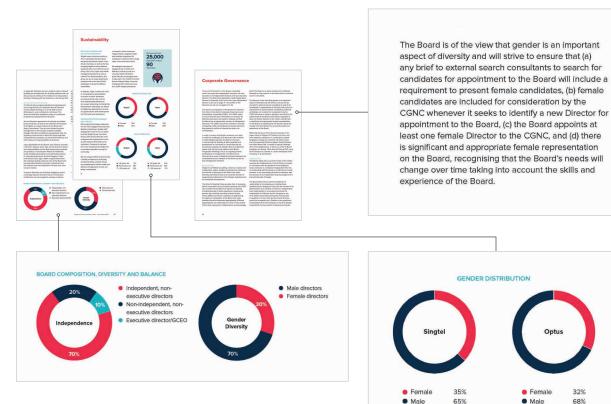


Singtel Telecommunications Limited (Singapore) 2018 Annual Report

Singtel discloses their diversity policy, presents gender diversity of the Board and company as whole, and highlights an action plan for achieving their goals. The Board requires external search consultants to present female candidates, strives to consider female candidates when identifying new directors, and - significantly - appoints at least one female director to the Corporate Governance and Nominations Committee.



https://www.singtel.com/content/dam/singtel/investorRelations/ annualReports/2018/singtel-annual-report-2018.pdf





NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND MANAGEMENT INFORMATION CIRCUIAR

Dream Unlimited Corp. (Canada) 2018 Information Circular

To further address advancement of women on the Board (and within the company), Dream has established a Leaders and Mentors Committee, which notably (and among other tasks), works with the Governance and Nominating Committee to identify excellent candidates for Board positions irrespective of prior board experience. The committee is charged to identify candidates with "due regard to the benefits of diversity and the needs of our organization." Despite not having adopted formal targets for female representation, the focus has been effective: 57% of directors (including the chair) and 40% of NEOs are female.



http://www.dream.ca/wp-content/uploads/2018/04/Dream-Unlimited-2018-MIC-FINAL-SECURED.pdf

Although Dream has not adopted a formal target for women in executive positions, diversity, and the representation of women in particular, plays a key role in our recruitment and succession planning processes. Dream has made a commitment to being a leader in diversity and inclusion at all levels of our organization and the Leaders and Mentors Committee is specifically charged with ensuring that this commitment is met. When identifying suitable candidates for executive positions, Dream considers candidates on ability and merit against objective criteria having due regard to the benefits of diversity and the needs of our organization. Dream endeavours to ensure that the candidate pool for any executive positions that become available in the organization will include women and will reflect Dream's commitment to diversity. Currently, two of the five Named Executive Officers at Dream are women representing approximately 40% of our Named Executive Officers.

Leaders and Mentors Committee

The Leaders and Mentors Committee was formed in 2013 to address how Dream can become a positive force for the advancement of women on the Board and within the Corporation. This committee oversees Dream's commitment to creating an environment at Dream that fosters excellence in what we do and how we do it. The mandate of the Leaders

- · identify, mentor and champion exceptional talent within the organization;
- oversee Dream's commitment to being a leader in diversity and inclusion at all levels of the organization;
- work with the Governance and Nominating Committee to identify excellent candidates for board positions, irrespective of prior board experience, who are most likely to help Dream achieve its goals; and
- provide mentorship to new board members.

The members of this committee have been active throughout the year providing mentorship to our new Board members and members of Dream's executive and management teams. In addition, throughout the year, the Leaders and Mentors Committee has provided support to other Board committees assisting on various matters including Board composition, talent management and compensation philosophy and process. The Leaders and Mentors Committee met once in 2017.

The Leaders and Mentors Committee is comprised of the following four Directors: Michael Cooper (Chair), Joanne Ferstman, Jane Gavan and Vincenza Sera.





Manulife Financial Corporation (Canada) 2018 Information Circular

Manulife developed its Global Women's Alliance to increase female leadership within the company. The Global Women's Alliance is an employee community for women that focuses specifically on professional development and networking. To increase exposure and impact, each chapter has an executive sponsor at the position of vice president or higher.



http://manulife.force.com/servlet/servlet.FileDownload?file= 00P50000010BL5nEAG&ver=10



Having a mix of highly qualified directors from diverse backgrounds brings different perspectives and experiences to the boardroom to generate healthy discussion and debate and effective decision-making. Manulife is a founding member of the Canadian

debate and effective decision-maxing. Manulife is a founding member of the Canadian Board Diversity Council, which focuses on advancing board diversity in Canada. The board adopted a diversity policy in 2012 and enhanced it in 2014 and 2017. The policy covers age, gender, ethnicity, disability, sexual orientation and The policy covers age, gender, ethnicity, disability, sexual orientation and geographic representation. When identifying director candidates, the

board in the last five years have

tentinging director calibidates, time corporate governance and nominating committee considers prospective candidates based on merit, along with all of these characteristics, in the context of competencies, expertise, skills, background and other qualities the board identifies from time to time as being important in fostering a diverse and inclusive culture that solicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination. Adherence to the policy is also taken into account as part of the annual performance and effectiveness evaluations of the corporate governance and nominating committee and the board.

The policy sets out the board's objective of women representing at least 30% of the independent directors, an objective we've met since 2013. The committee reviews this objective every year and may recommend changes or additional objectives as appropriate. The table below shows the number of women currently on the board. All of them have been nominated for election at this year's annual meeting (see page 21).

(as at March 7, 2018)

Female directors (as a percentage of total nominated directors)	6 of 15	40%
Female directors (as a percentage of independent nominated directors)	6 of 14	43%

GOVERNANCE AT MANULIEE

4 — Leadership development and succession

The management resources and compensation committee reviews our approach to human resources, talent management, compensation and the succession planning

We value a high performing workforce that reflects the diversity of our customers and the communities where we operate. We believe that a diverse workforce, especially in leadership roles, can enhance performance, foster innovation and improve business results.

We are committed to developing a more diverse and inclusive workforce that is more representative of our customer base and has more women in leadership positions. In October 2017, Roy Gori signed the Catalyst Accord 2022, committing to increase the percentage of women in nexcutive positions in Canada to 30% or greater by 2022. We have established action plans for 2018 to drive accountability for greater diversity in our workforce.

In 2015, Richard DeWolfe joined the 30% Club, a group that aims to develop a diverse pool of talent for all businesses through the efforts of its members who are committed to better gender balance at all levels of their organizations.

The table below shows the number of women in leadership positions at Manulife and our

Women in senior leadership roles (vice president and higher)	108 of 470	23.0%
Women in senior executive roles (executive vice president and higher)	9 of 31	29.0%
Women on the executive leadership team	5 of 17	29.4%

Increasing female leadership is a priority in our corporate strategy, and we've made

- Increasing female leadership is a priority in our corporate strategy, and we've made tangible progress over the past few years by:

 embedding diversity practices in our global talent management programs and including gender diversity results in workforce reporting to senior management and the board eincorporating gender diversity into the ongoing review and discussion of our succession candidates

 continuing internal and external training and development programs, including development programming, for high performing women

 exploring unconscious bias, inclusive leadership and other diversity training for all leaders in 2017, and rolling out to all employee levels in 2018

 continuing to provide dedicated support and development of the Manulife Global Women's Alliance, internal employee communities for women that focus on professional development and networking. Each chapter has an executive sponsor (vice president or higher, and country general manager level in some cases) to increase exposure and impact

 internally and externally celebrating and promoting the value of women in business, including our first official celebration of International Women's Day

 revising workforce policies around flexible work arrangements and family leave to better accommodate and retain female employees
- better accommodate and retain female employees
- better accommodate and retain female employees adding more external partnerships with leading networks that support the advancement of women and provide opportunities to share best practices and attend events and educational sessions that encourage leadership across the organization. Organizations include Women in Capital Markets and Catalyst (a not-for-profit think-tank focused on the advancement of women in business), among others

2018 Management information circular 129

Enhance Transparency and Communication



From SSGA's Guidance on Enhancing Gender Diversity on Boards:

"Enhance transparency and communication with investors on the board's position on gender diversity and report on progress against established goals."

We looked for:

Meaningful investor communication about gender diversity.



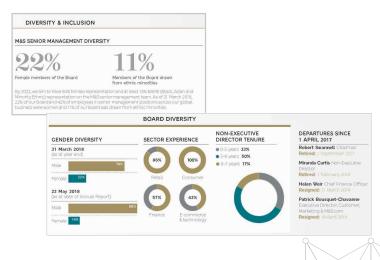
Marks and Spencer Group plc (United Kingdom) 2018 Annual Report

Marks and Spencer communicates extensively around its Board Diversity Policy. It describes how it considers director candidates from a broad pool, including those outside of traditional listed boards, and its policy of only engaging search firms that participate in the Voluntary Code of Conduct for Executive Search Firms on gender diversity and best practice. They commit to maintaining 30% female representation in the short and medium term, and address efforts to strengthen its talent pipeline of senior female executives as it works towards 50% female (as well as 15% Black, Asian, and Minority Ethnic) representation in senior management by 2020.



https://corporate.marksandspencer.com/annual-report-2018/mands_annualreport_2018.pdf









Unum Group 2018 Proxy Statement

Unum communicates their commitment to gender diversity starting with the Board (27% female). They explain how the Governance Committee ensures continued diversity on the Board by requiring that candidate pools include diverse individuals meeting the recruitment criteria. They also discuss dedicating further resources to foster workplace diversity, including setting diversity and inclusion performance goals for the CEO and senior leadership team and creating an office of diversity in 2018 led by a chief diversity officer.



https://investors.unum.com/Cache/1001235179.PDF?O=PDF&T=&Y=&D=&FID= 1001235179&iid=103324



We are also committing greater resources to foster a workplace that welcomes diverse backgrounds and perspectives, and reflect our customers and our committies. Our commitment starts at the top, and we're pleased to have been recognized as being a leader in gender diversity at the Board level. We set diversity and inclusion performance goals for the CEO and senior leadership team. We have also committed to creating an office of diversity in 2018 led by a chief diversity officer.

These and other inclusion initiatives have resulted in Unum being recognized for leadership in diversity and inclusion. In 2017, Unum was recognized for gender diversity on our Board by the Women's Forum of New York and the 20% by 2020 campaign for female representation on boards of U.S. companies by the year 2020. We also received a perfect score on the Corporate Equality Index by the Human Rights Campaign Foundation for our corporate policies and practices related to LGBTQ workplace equality. This year, we were named a Top 100 Innovator in Diversity & Inclusion by Mogul.



Rite Aid Corporation 2018 Proxy Statement

Rite Aid's disclosure is noteworthy for its frankness addressing gender diversity. The Board admits that its gender diversity may decrease in the short term while it works to balance director tenure and increase racial and ethnic diversity during its ongoing refreshment. However, they reaffirm their commitment to gender diversity moving forward.



https://www.riteaid.com/documents/45609410/73421892/2018_Proxy_Statement.pdf/dfabab26-9cd5-3aad-09e0-a7cff70eef0a



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in the seming year. In the cosmic of this refrontment process, the Board considered the fact the Ir. encodes the board's retrievenest ago and decided to waive this requirement to another than the point Specifically, the Board concluded that, in light of the most facilities of the semination and the sentence of those devices to considerable for electrical boardings for reductions and the sentence of those devices to considerable for electrical boardings and the semination of t

The Board sought to balance the need for new perspectives while retaining the benefit of current members' deep understanding of the Company's business, strategy and challenges. The Board also considered current directors' time availability in light of their other business commitments. As a result of these changes in the Board's composition, the average tenure of our independent directors will decrease from approximately eight years to approximately six years, with a relatively even distribution among new directors, directors of medium tenure and directors of longer tenure. Through the Board refreshment process, the Board will increase the racial and ethnic diversity on the Board, with a majority of the Board being racially and ethnically diverse. The Board recognizes that its gender diversity will decrease in connection with this initial stage of refreshment and is committed to considering women candidates and making gender diversity a priority as part of its ongoing refreshment in the coming year.

Notes



- State Street Global Advisors, *Annual Stewardship Report 2017 Year End* (July 19, 2018). https://www.ssga.com/global/en/our-insights/publications/stewardship-activity-report-2017.html/.
- BlackRock, Inc., *Proxy Voting Guidelines for U.S. Securities* (February 2018). https://www.blackrock.com/corporate/literature/fact-sheet/blk-responsible-investment-guidelines-us.pdf.
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- California Public Employees' Retirement System (CalPERS), CalPERS Expands Engagement for Greater Diversity on Corporate Boards to More Than 500 U.S. Companies (August 22, 2017). https://www.calpers.ca.gov/page/newsroom/calpers-news/ 2017/engagement-corporate-board-diversity.
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- State Street Corporation, State Street Global Advisors Reports Fearless Girl's Impact: More than 300 Companies Have Added Female Directors (September 27, 2018). https://newsroom.statestreet.com/press-release/corporate/state-street-global-advisors-reports-fearless-girls-impact-more-300-companie.
- vii State Street Global Advisors, *Guidance on Enhancing Gender Diversity on Boards* (December 31, 2017). https://www.ssga.com/investment-topics/environmental-social-governance/2017/guidance-on-enhancing-gender-diversity-on-boards.pdf.
- wii Mr. O'Hanley was President and Chief Executive Officer of State Street Global Advisors from 2015-2017. His remarks at the 2017 Breakfast of Corporate Champions hosted by the Women's Forum of New York are available here: https://www.ssga.com/blog/2017/11/expanding-the-call-for-board-gender-diversity.html.
- TSX-listed companies are subject to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (NI 58-101), which was amended was amended in 2014 to require non-venture issuers to disclose on an annual basis: (i) the number and percentage of women on the issuer's board of directors (the board) and in executive officer positions; (ii) director term limits or other mechanisms of board renewal; (iii) policies relating to the identification and nomination of women directors; (iv) consideration of the representation of women in the director identification and nomination process and in executive officer appointments; and (v) targets for women on boards and in executive officer positions. The Amendments came into force on December 31, 2014. See http://www.osc.gov.on.ca/en/14198.htm.



