



# Shareholder Engagement Policy

## 1 Purpose

The Board of Directors (the “**Board**”) of Gibson Energy Inc. (“**Gibson**” or the “**Company**”) believes in the importance of engaging in constructive communication with the Company’s shareholders. Constructive engagement with shareholders provides valuable insight that assists the Board in maintaining the high standards of governance to which the Board is committed. The Board has adopted this Shareholder Engagement Policy to promote open and sustained dialogue with Gibson’s shareholders.

## 2 Engagement with Shareholders

Gibson seeks to communicate with its shareholders in a wide variety of ways, including through its website, annual sustainability report, news releases, annual and quarterly reports, management information circulars, annual information forms, investor presentations, group meetings and industry conferences, annual meetings of shareholders and one-on-one meetings with shareholders. The Company holds conference calls for quarterly earnings releases and major corporate developments as soon as practicable after these events are publicly disclosed, and such calls are open to the public. Details of the time, place and method to access any such call are broadly disseminated.

Gibson describes the structure and composition of the Board and its committees on its website and in its annual management information circulars. In addition, Gibson’s corporate governance practices and a discussion and analysis of executive and director compensation are communicated annually in the Company’s management information circular. Shareholders are encouraged to attend Gibson’s annual meetings of shareholders, as they provide a valuable opportunity to discuss Gibson’s performance, strategy, corporate governance practices, executive and director compensation and other important matters with management and the Chairman of the Board.

Management is principally responsible for shareholder communications and engagement. Shareholders may communicate their views to management by contacting:

Gibson Energy Inc.  
Attention: Chief Executive Officer  
1700, 440 - 2 Ave S.W.  
Calgary, AB T2P 5E9  
Email: [investor.relations@gibsonenergy.com](mailto:investor.relations@gibsonenergy.com)

In addition, the Board wishes to ensure there is the opportunity for direct dialogue between the Chairman of the Board, on behalf of the independent directors, and shareholders. Shareholders are encouraged to initiate communications directly with the Chairman of the Board. To do so, shareholders should communicate their questions or concerns to the Chairman of the Board by delivering a sealed envelope or email, which a shareholder may choose to mark as “Confidential”, to:

Gibson Energy Inc.  
Attention: Chairman of the Board  
1700, 440 - 2 Ave S.W.  
Calgary, AB T2P 5E9  
Email: [chair@gibsonenergy.com](mailto:chair@gibsonenergy.com)

The Chairman of the Board, on behalf of the independent directors, may also reach out to key shareholders periodically, either directly or with the assistance of Gibson's executive officers, and offer to meet with them to discuss any matters of interest.

Typical topics for the Chairman of the Board to discuss with shareholders include:

- Board structure and composition;
- Board oversight of strategy;
- Board performance;
- Executive compensation;
- Board and CEO succession planning;
- Board oversight of risk, including conflicts;
- Board oversight of accounting, auditing and internal controls;
- Corporate governance practices and disclosure and environmental and social factors; and
- Board decision-making process.

Among the topics that are more typical for management to discuss with shareholders are:

- Corporate strategy;
- Financial performance;
- Mergers, acquisitions or dispositions;
- Changes in management; and
- Dividends, financings and other events regarding Gibson's securities.

A request for a meeting with the Chairman of the Board should:

- i) identify whether the person requesting the meeting is a Gibson shareholder (and the level of such shareholdings);
- ii) include a list of the individuals who would accompany the shareholder at the meeting;
- iii) provide an overview of the topics sought to be discussed (which will subsequently be formalized in an agenda); and
- iv) describe any intention to communicate the nature and results of the meeting to other persons.

If the proposed discussion topics are not considered suitable or for any other reason deemed appropriate in their sole discretion, the Chairman of the Board may decline a request for a meeting.

Any meeting by the Chairman of the Board with shareholders, shareholder organizations or governance groups will be focused on the pre-determined topics identified and will be subject to applicable laws and policies, including Gibson's Insider Trading Policy. The President and Chief Executive Officer or other members of management may be invited to attend such meetings but may be asked to leave for certain portions of the discussion. However, shareholders should be aware that the Chairman of the Board reserves the right to review all matters discussed with Gibson's management.

### **3 Compliance and Reporting**

The Board will ensure that the effectiveness of Gibson's shareholder engagement process is reviewed annually. In addition, Gibson's President and Chief Executive Officer reports regularly to the Board on any significant feedback received from shareholders on corporate governance, executive compensation, and all other relevant matters.



## 4      **Board Approval**

The Board will review this Policy annually.