## Nominating Committee Process

The Stampede's by-laws outline the minimum qualifications (by-laws, page 1) required to become a Director candidate. These qualifications provide a basic foundation for the Stampede's election process and Director requirements. The Nominating Committee was created by the Stampede's Board to provide an additional vetting process for potential Director candidates that is robust and objective in its design, and which is purposed to identify the best candidates for nomination and consideration by Shareholders for election to the position of Director.

**Role of the Nominating Committee**

Specifically, as described in the current Nominating Committee Terms of Reference:

*"The Nominating Committee has a mandate to:*

- *execute a recruitment and selection process that supports Board criteria and Board direction and make recommendations to the Board, through the Governance and People Committee ("GPC"), regarding new nominees to the Board;*
- *execute effective communications to support Shareholders in making informed voting decisions;*
- *identify volunteers who have leadership potential for the Board and maintain, as corporate record, a database of same;*
- *manage potential candidate relationships throughout the recruitment and selection process."*

The Nominating Committee is a sub-committee of the Governance and People Committee. The Governance and People Committee provides oversight on the Director Candidate recruitment and selection process, and ultimately recommends Director Candidates to the Board each year.

It is important to note that the Nominating Committee recommends candidates specifically for vacant elected Director positions only. The Nominating Committee has no role in the evaluation or recommendation of incumbent Director candidates seeking re-election or candidates considered for appointed Director positions. Both of those processes are administered by the Board of Directors as prescribed by the Stampede's by-laws. While the Nominating Committee focuses on recruiting for vacant elected Director positions, it is also the mandate of the Committee to provide Shareholders with choice for the elections. It is anticipated that there will be no natural vacancies for the 2026 Director election, as all incumbent Directors are expected to seek re-election. The Nominating Committee will therefore be recruiting for a minimum of one candidate to provide Shareholders with choice for the 2026 election.

Details on the Nominating Committee's specific responsibilities, as approved by the Board of Directors, are outlined in the committee's Terms of Reference.

**Nominating Committee Criteria for Evaluation**

Based on comprehensive self-evaluation by the Board, a list of skill and expertise requirements are annually provided to the Nominating Committee by the organization's Elected Officers to support its evaluation of candidates. The categories of considered criteria include general attributes, expertise and experience for overseeing the management of an organization and expertise related to the specific activities required by the strategic direction of the Stampede. The current criteria identified by the Board can be found here:

**Nominating Committee Recruitment & Evaluation Process**

Each year, the Nominating Committee engages in an extensive recruitment process attempting to identify all potential leadership candidates from across the organization. This process includes communications with Shareholders, volunteer leaders and Calgary Stampede Directors. The recommendations received by the Nominating Committee throughout the recruitment stage are captured in a corporately maintained Record of Potential Leadership Candidates. This record is maintained with a view to tracking leadership potential and candidate interest in both near and mid-term to support leadership succession planning based on the anticipated Board turnover.

Qualified Shareholders who are interested in pursuing a potential future Director position are encouraged to contact the Nominating Committee at nc@calgarystampede.com. Shareholders who are recommended to the Nominating Committee by volunteer leaders for consideration for Director candidacy will be contacted by the Nominating Committee to identify level of interest and timing for the consideration.

For the 2025/2026 Director candidate recruitment and evaluation process, the Nominating Committee will be supported by a third-party consultant. The third-party consultant will conduct an initial evaluation of applications received based on the above criteria, will recommend a shortlist of candidates based on that evaluation to the Nominating Committee, and will follow up with those candidates who are not recommended to move forward to the formal interview stage of the process.

Candidates shortlisted for detailed evaluation will be invited to participate in a comprehensive formal interview with the Nominating Committee. Comprehensive reference checks and backchecks will also be conducted for the shortlisted candidates.

Based on the results of the interviews and recommendations from the third-party consultant, the Nominating Committee will then reach a decision on candidates for recommendation to the Board of Directors via the Governance and People Committee.

**Nominating Committee Recommendation**

Recommendation of candidates is given by the Nominating Committee to the Governance and People Committee typically in mid-to-late November. The Nominating Committee supports its recommendation of candidates with both quantitative and qualitative evaluations on the basis of the criteria provided by the Board. If approved by Governance and People Committee, the candidates are then recommended by the Governance and People Committee to the Board, typically in early December.

Following the Board's approval of candidates, the list of recommended candidates is then promptly communicated to Shareholders.

If you have any questions regarding the above information, please contact the Nominating Committee at nc@calgarystampede.com.