

# **ACUITY BRANDS, INC. BOARD DIVERSITY POLICY**

**Adopted June 2019**

This board diversity policy (this “Policy”) is intended to provide a framework to promote diversity in the Board of Directors (the “Board”) of Acuity Brands, Inc. (the “Company”).

The Company recognizes and embraces the value of diversity and the benefits that diversity can bring to its Board. Diversity promotes a breadth of varied perspectives, allows for robust discussions and well-rounded decision-making, and ensures that the Company has the opportunity to benefit from all available talent. The promotion of a diverse Board makes prudent business sense and makes for better corporate governance.

The Company seeks to maintain a Board comprised of talented and dedicated directors with a diverse mix of skills, backgrounds and expertise in areas that will foster the Company’s continued business success and that will reflect the diverse nature of the business environment in which the Company operates. For purposes of Board composition, “diversity” includes, but is not limited to, differences in business experience, age, gender, ethnicity, race, national origin and geographic background.

The Governance Committee (the “Committee”) is responsible for, among other things, assessing the size, composition and structure of the Board, identifying qualified individuals for open director positions, and guiding the Board in achieving the objectives of this Policy. The Committee will periodically evaluate the incumbent directors in light of the needs of the Board, including the extent to which the current composition of the Board reflects a diverse mix of skills, backgrounds and expertise.

Director candidates may be recommended to the Committee through (1) recommendations from independent directors, the Chairman of the Board, and management, (2) the engagement of an outside search firm or other advisors to the Company, or (3) stockholder recommendations. Any outside search firm engaged to assist the Committee in identifying candidates for appointment to the Board will be specifically directed to include diverse candidates. In evaluating the suitability of director candidates, the Committee will consider many factors, including, but not limited to, their experience, judgment and skills in such areas as marketing; innovation; manufacturing; cyber security; software, electronic and distribution technologies; international operations; and accounting or financial management, as well as other areas that the Committee may identify from time to time based upon the current or future strategic direction of the business. Ultimately, the Committee will recommend director candidates to the Board based on the Committee’s judgment of whether the candidate’s background, qualifications and characteristics will complement the overall membership of the Board, giving due weight to diverse personal characteristics that will contribute to the achievement of the objectives of this Policy.

The Committee will periodically review this Policy to assess its effectiveness in promoting a diverse Board and recommend any revisions to the Board for consideration and approval.

This Policy will be published under the Corporate Governance section of the Company’s website and will be described in the Company’s proxy statement.

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