



Governance, Ethics and Sustainability Committee Mandate

1. MISSION

The Governance, Ethics and Sustainability Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of AtkinsRéalis Group Inc. (the “Company”) which assists the Board in developing the Company’s approach to corporate governance and overseeing the Company’s approach to integrity matters and sustainability. The Committee also proposes new Board nominees and assesses the effectiveness of the Board and its committees, their respective chairs and the individual Directors.

2. COMPOSITION

The Committee is composed of not less than three (3) and not more than seven (7) Directors, all of whom must be “independent” as determined by the Board in compliance with Canadian securities legislation and regulations.

Subject to the By-Laws of the Company, the Chair and members of the Committee are appointed annually by the Board.

3. ACTIVITIES, DUTIES AND RESPONSIBILITIES

3.1 Sustainability

- (A) The Committee develops, monitors and makes recommendations to the Board concerning the corporate governance structures, policies, practices and procedures of the Company. It works with management and external advisors to identify and assess emerging best corporate governance practices.
- (B) The Committee reviews and recommends to the Board for approval new or material amendments to the Company’s Statements and Commitments relating to governance, including the Company’s Statement of Purpose, and sustainability matters.
- (C) The Committee reviews and monitors the development and implementation of the key reporting metrics and targets used to measure the Company’s sustainability activities.
- (D) The Committee has oversight of, reviews and recommends to the Board for approval the Company’s Annual Integrated Report and any other material sustainability-related reports.



- (E) The Committee has oversight of, reviews and recommends to the Board for approval the Company's Management Proxy Circular, with particular focus on the annual statement of corporate governance practices, in accordance with applicable rules and regulations.
- (F) Each quarter, the Committee reviews the update from the Chief Sustainability and Integrity Officer on the Company's sustainability-related activities.
- (G) Each year, the Committee meets with the Chief Sustainability and Integrity Officer to review the Company's community engagement and how it supports the Company's purpose.

3.2 Legal and Ethics and Compliance

- (A) Each year, the Committee reviews the report on AtkinsRéalis' U.S. Political Action Committee activities and ballot initiatives as well as the Lobbying and Political Activities Report.
- (B) Each year, the Committee reviews the Ethics and Compliance Committee Charter.
- (C) Each quarter, the Committee reviews the report of the Chief Sustainability and Integrity Officer with respect to: issues, violations, complaints, deviations or over-rides reported to the Company regarding the Company's Code of Conduct and the Company's policies and procedures.
- (D) The Committee meets regularly, including in camera, with the Chief Sustainability and Integrity Officer, who reports directly to the Committee, to review the effectiveness of the Company's integrity program and culture. The approval of the Committee is required for the appointment or dismissal of the Chief Sustainability and Integrity Officer.
- (E) The Committee meets regularly, including in camera, with the General Counsel on legal proceedings and settlements, relevant regulatory matters, compliance with applicable laws and regulations, and other related legal and corporate governance matters.

3.3 Board Governance

- (A) Each year, the Committee reviews the compensation of the non-executive Directors and of the Chair of the Board, as well as the Directors' share ownership requirements.
- (B) Each year, the Committee develops the process for the effectiveness assessments of the Board as a whole, the Chair of the Board, the Board committees and their respective chairs, and individual Directors, including considering the appropriate size and composition of the Board so as to promote effective decision-making.



- (C) The Chair of the Committee assists the Chair of the Board in proposing Board Committee membership, including Committee Chair appointments.
- (D) The Committee develops and reviews appropriate orientation and education programs for Directors. As part of the Director orientation program, new Board members attend, during their first year as a Director, at least one (1) meeting of each Board Committee to which they have not been appointed.

4. ENTERPRISE RISK OVERSIGHT

In supporting the Board's role and responsibility with respect to the Company's risk management framework and in accordance with the Company's *Risk Management Policy*, the Committee provides oversight of the Company's management of risks associated with corporate governance, ethics and compliance, regulatory, litigation, stakeholder relations, and sustainability.

5. BOARD COMPOSITION AND SUCCESSION PLANNING

The Committee is responsible for assessing the Board's membership needs to align with the Company's needs and strategy as well as the Board's succession planning and renewal process.

- (A) The Committee identifies candidates qualified to become Directors, recommends off-cycle appointments to the Board, recommends nominees for election at the next annual meeting of shareholders and specifies the basis of each recommendation.
- (B) In its efforts to select new Board members, the Committee will:
 - (i) Abide by the provisions of the *Everyone Belongs - Policy for the Board of Directors and Senior Leadership Positions* and all applicable Canadian laws and regulations; and
 - (ii) Consider the selection criteria identified from time to time by the Committee, including without limitation:
 - (a) integrity, honesty and the ability to generate public confidence and maintain the goodwill and confidence of the Company's shareholders;
 - (b) business background and diversified experience and independence of mind;
 - (c) capability and willingness to travel, to attend and to have adequate availability to contribute; and
 - (d) any other eligibility criteria deemed applicable by the Committee.



- (C) In assessing the Board's composition and membership needs, the Committee will:
 - (i) Maintain an overview of the entire membership of the Board and advise the Chair of the Board on the disposition of a tender of resignation proffered by any Director.
 - (ii) Review annually the credentials of nominees to be named in the Company's Management Proxy Circular for election, including continuing qualification pursuant to applicable law.
 - (iii) Maintain a skills matrix listing of desirable industry-specific experience, business expertise and the individual qualifications of Directors, so as to identify any eventual gaps on the Board.

6. ORGANIZATION AND PROCEDURES

- (A) Meetings of the Committee are held at least quarterly and as required. The Chair of the Committee, the Chief Sustainability and Integrity Officer, the President and Chief Executive Officer, the Chair of the Board or any member of the Committee may request a meeting of the Committee. At each of the regularly scheduled meetings of the Committee, an in-camera session of the non-executive Directors is held.
- (B) The President and Chief Executive Officer appoints a member of the Executive Committee to be the Committee's prime interface ("Committee Lead").
- (C) The Chair of the Committee develops the agenda for each meeting of the Committee in consultation with the President and Chief Executive Officer, the Chief Sustainability and Integrity Officer, the Committee Lead, and the Corporate Secretary. The Chair of the Committee presides at Committee meetings; in their absence, an alternate may be elected by the Committee.
- (D) The Corporate Secretary or, in the case where they are unable to attend, the Assistant Corporate Secretary, acts as secretary of the meeting and forwards all minutes of Committee meetings to each Committee member in a timely manner.
- (E) A majority of the members of the Committee constitute a quorum. The proceedings of the Committee are conducted in accordance with the By-Laws of the Company.



- (F) The General Counsel, with the assistance of the Corporate Secretary, acts as the Committee's prime interface with respect to governance matters.

The General Counsel acts as the Committee's prime interface with respect to legal matters.

The Chief Sustainability and Integrity Officer acts as the Committee's prime interface with respect to integrity matters as well as sustainability matters.

- (G) The Committee Lead, the Chief Sustainability and Integrity Officer, the President and Chief Executive Officer and the Chair of the Board each have direct access to the Committee. The President and Chief Executive Officer and Chair of the Board receive notice of and are invited to attend all meetings of the Committee as non-voting participants.
- (H) The Committee has the authority to communicate directly with the Chief Sustainability and Integrity Officer and may also communicate directly with any employee of the Company, as it deems necessary.
- (I) The Chair of the Committee reports to the Board at the next regularly scheduled Board meeting following a Committee meeting with respect to its activities and with such recommendations as are deemed appropriate in the circumstances.
- (J) The Committee may require the assistance of the Company's resources to research, investigate and report on matters within the Committee's responsibilities.
- (K) The Committee may engage outside advisors at the expense of the Company to research, investigate, advise and report on matters within the Committee's responsibilities. The Committee approves the outside advisor's retention terms, which includes their compensation, and supervises their work.
- (L) The Committee will annually review its mandate to ensure it continues to be appropriate, establish its annual working plan, and make recommendations thereon to the Board as required.

Nothing contained in this mandate shall be intended to assign to the Committee the Board's responsibility of ensuring the Company's compliance with applicable laws or regulations or expanding applicable standards of conduct or other obligations under any law or regulation for the Directors of the Company or the members of the Committee.
