



SNC • LAVALIN

INVITATION TO SHAREHOLDERS

Dear Shareholder:

On behalf of the Corporation's Board of Directors, management and employees, we are pleased to invite you to this year's annual and special meeting of shareholders, which will be held in the convention room on Level 5 of the Palais des congrès, located at 1001 Place Jean-Paul-Riopelle, Montreal, Quebec, H2Z 1M2, Canada, on Thursday, May 2, 2013, at 11:00 a.m. (Eastern Daylight Time).

2012 was remarkable for the great resilience that was demonstrated by the Corporation in the face of difficult circumstances. After troubling matters came to light early in the year, the Board immediately commissioned an independent review, the results of which were published in March 2012. Meanwhile, the dedicated efforts of the Corporation's 34,000 employees retained the confidence of clients, overcoming challenges that might have crippled another organization. The Corporation continued to win important projects, and finished the year with a healthy backlog that bodes well for the future.

The most important decision the Board made in response to these challenges was to recruit as President and CEO Robert G. (Bob) Card, one of the engineering and construction industry's most respected and accomplished leaders. In the months since his October 1st start, Bob has reviewed and strengthened the Corporation's ethics, safety and compliance programs and enhanced its risk management processes. He has made great strides in further implementing the remedial measures contained in the independent review and initiated under Ian Bourne's leadership. These measures, along with Bob's "zero-tolerance" philosophy, have been widely embraced by the Corporation's employees.

Bob has also realigned the Corporation's organizational and managerial structure and set an exciting vision for the future. A new strategic framework was approved by the Board that puts strong emphasis on enhanced global integration of engineering and construction services throughout the Corporation, and will address the need to leverage the full value of its portfolio of infrastructure investments. As previously announced, Bob and his team continue to actively review and develop the strategic business plan of the Corporation, and the Corporation expects to announce the main elements of this plan at the time of its first quarter financial results and at the annual and special meeting of shareholders.

I would like to thank Ian Bourne for the absolutely vital contribution he made during his six months of service as Interim CEO. I would also like to commend the firm's other Directors for their extraordinary efforts and determination to keep this remarkable Corporation heading in the right direction. A year ago, some longstanding Directors had informed me of their intention to retire from the Board at last year's 2012 Annual Meeting of Shareholders. When the challenges began early in the year, all Directors stayed on at my request. I express my fullest gratitude to David Goldman, Pierre H. Lessard and Edythe A. Marcoux, who will now retire at the 2013 Annual and Special Meeting of Shareholders. I am happy to report that our director renewal process successfully recruited excellent candidates in 2012, and other new directors with the appropriate skills and backgrounds have been recruited as candidates for election at this year's annual and special meeting of shareholders.

In 2007, I committed to chair the Corporation's Board of Directors for a period of five years ending at the 2012 Annual Meeting of Shareholders. Now that the Corporation is moving forward on a sound path, I will be retiring as a Director at the 2013 Annual and Special Meeting of Shareholders. I am pleased to report that Ian Bourne has agreed to stand for consideration by the Board as the next Chairman of the Board of the Corporation, pending his re-election as a Director. Ian is a distinguished financial expert and corporate executive who is acutely aware of shareholder responsibilities.

Without forgetting the lessons learned over the past year, the Board of Directors and management are determined to leverage this great Corporation's more than 100-year history as a leader in engineering and construction. The focus must remain on helping clients develop the resources needed in a rapidly changing world, together with designing, building and operating vital infrastructure projects for communities everywhere. The excellent quality, dedication and pride of our employees in some 100 countries provides a solid foundation for an even stronger second century of growth.

We would like to thank you for your continuous support and involvement in the affairs of the Corporation. We value your views and appreciate the time you spend considering, understanding and voting on the business of this year's Meeting. It is important that you exercise your vote, either in person at the Meeting, by telephone, on the Internet or by completing and sending in your proxy.

We look forward to seeing you at this Meeting and to having the opportunity to discuss and exchange with you.

Yours sincerely,

Gwyn Morgan (*signed*)
Chairman of the Board