



**SNC-LAVALIN GROUP INC.  
("SNC-Lavalin")**

**Annual Meeting of Shareholders  
Montreal, Quebec – May 2, 2019**

**REPORT OF VOTING RESULTS**

*In accordance with section 11.3 of National Instrument 51-102 Continuous Disclosure Obligations*

The following matters were voted on at the Annual Meeting of Common Shareholders of SNC-Lavalin held on May 2, 2019. A ballot was conducted with respect to each matter voted on at the meeting.

**1. Election of Directors**

Each of the eleven (11) nominees proposed by management was elected as a Director:

<b>Nominee</b>	<b>Votes For</b>	<b>% For</b>	<b>Votes Withheld</b>	<b>% Withheld</b>
J. Bougie	112,809,731	91.02%	11,125,490	8.98%
N. Bruce	113,372,749	91.47%	10,568,997	8.53%
I. Courville	117,709,249	94.97%	6,232,497	5.03%
C.J. Hughes	118,760,315	95.82%	5,174,906	4.18%
K.G. Lynch	109,922,967	88.69%	14,018,779	11.31%
S.L. Newman	118,863,252	95.90%	5,078,494	4.10%
J. Raby	112,562,021	90.82%	11,373,200	9.18%
A. Rhéaume	113,421,898	91.51%	10,519,848	8.49%
E.D. Siegel	112,753,438	90.97%	11,188,308	9.03%
Z. Smati	118,717,040	95.79%	5,218,181	4.21%
B.M. Warmbold	119,682,211	96.56%	4,259,535	3.44%

## **2. Appointment of Independent Auditor**

Deloitte LLP was appointed as independent auditor and authorization was given to the Directors to fix the auditor's remuneration.

<b>Votes For</b>	<b>% For</b>	<b>Votes Withheld</b>	<b>% Withheld</b>
121,287,475	97.46%	3,160,951	2.54%

## **3. Non-binding Advisory Vote on SNC-Lavalin's Approach to Executive Compensation**

<b>Votes For</b>	<b>% For</b>	<b>Votes Against</b>	<b>% Against</b>
113,409,042	91.50%	10,532,904	8.50%

## **4. Shareholder Proposal No. 1**

<b>Votes For</b>	<b>% For</b>	<b>Votes Against</b>	<b>% Against</b>
10,236,461	8.26%	113,705,485	91.74%

## **5. Shareholder Proposal No. 2**

<b>Votes For</b>	<b>% For</b>	<b>Votes Against</b>	<b>% Against</b>
8,681,920	7.00%	115 260 026	93.00%

DATED at Montreal, Quebec, this 2nd day of May, 2019.

**SNC-LAVALIN GROUP INC.**

/s/ Arden R. Furlotte

Arden R. Furlotte

Vice-President and Corporate Secretary