



SNC • LAVALIN

# Notice of 2020 Annual Meeting of Shareholders and Notice of Availability of Meeting Materials

To the shareholders of SNC-Lavalin Group Inc. (the “Company”):

## NOTICE OF MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2020 annual meeting of the shareholders (the “**Meeting**”) of the Company will be held via live audio webcast online at [www.virtualshareholdermeeting.com/SNCAF2020](http://www.virtualshareholdermeeting.com/SNCAF2020) on Thursday, May 7, 2020, commencing at 11:00 a.m., Eastern Time, for the following purposes:

1. **to receive the consolidated financial statements of the Company for the year ended December 31, 2019 and the auditor’s report thereon** (for details, see subsection 1 under the “Business of the 2020 Annual Meeting of Shareholders” section of the Management Proxy Circular dated March 16, 2020 (the “**Circular**”));
2. **to elect the Directors for the ensuing year** (for details, see subsection 2 under the “Business of the 2020 Annual Meeting of Shareholders” section of the Circular);
3. **to appoint the auditor for the ensuing year and to authorize the Directors of the Company to fix the auditor’s remuneration** (for details, see subsection 3 under the “Business of the 2020 Annual Meeting of Shareholders” section of the Circular);
4. **to consider and, if deemed appropriate, to adopt a resolution reconfirming the Amended and Restated Shareholder Rights Plan Agreement until the close of business on the date on which the annual meeting of the shareholders of the Corporation is held in 2023** (the full text of the resolution is reproduced in subsection 4 under the “Business of the 2020 Annual Meeting of Shareholders” section of the Circular);
5. **to consider and, if deemed appropriate, to adopt a resolution providing for a non-binding advisory vote on the Company’s approach to executive compensation** (the full text of the resolution is reproduced in subsection 5 under the “Business of the 2020 Annual Meeting of Shareholders” section of the Circular);
6. **to consider two (2) shareholder proposals** set forth in Schedule B of the Circular;
7. **to consider and, if deemed appropriate, to adopt a resolution ratifying, confirming and approving certain amendments to By-Law Number 2005-1 of the Company** (the full text of the resolution is reproduced in subsection 7 under the “Business of the 2020 Annual Meeting of Shareholders” section of the Circular); and
8. **to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.** Information respecting the use of discretionary authority to vote on any such other business may be found in the “Voting Information” section of the Circular.

Shareholders may register and log into the live audio webcast platform from 10:45 a.m. We would appreciate your early registration so that the Meeting may start promptly at 11:00 a.m.

## NOTICE-AND-ACCESS

As permitted by Canadian securities regulators, you are receiving this notification as the Company has decided to use the “notice-and-access” mechanism for delivery of its Circular and its 2019 annual financial documents to its shareholders (the “**Meeting materials**”). Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR and one other website, rather than mailing paper copies of such materials to shareholders. Under notice-and-access, shareholders still receive a proxy form or voting instruction form enabling them to vote at the Company’s Meeting. However, instead of a paper copy of the Meeting materials, shareholders receive this notice which contains information on how they may access the Meeting materials online and how to request a paper copy. The use of

notice-and-access directly benefits the Company by substantially reducing its printing and mailing costs and is more environmentally friendly as it reduces paper use.

## HOW TO ACCESS THE MEETING MATERIALS

On our website: [www.snclavalin.com](http://www.snclavalin.com) under "Investors"/"Investor's Briefcase"

On SEDAR: [www.sedar.com](http://www.sedar.com)

**Shareholders are reminded to read the Circular and other Meeting materials carefully before voting their shares.**

## HOW TO REQUEST A PAPER COPY OF THE MEETING MATERIALS

You may request paper copies of the Meeting materials from Broadridge at no cost to you up to one (1) year from the date the Circular was filed on SEDAR. The request can be made on-line at [www.proxyvote.com](http://www.proxyvote.com) by entering the 16-digit control number located on your proxy form or voting instruction form and following the instructions provided. Alternatively, you may submit a request by calling 1-877-907-7643 (toll free within North America) or 905-507-5450 (outside of North America), or by email to [noticeandaccess@broadridge.com](mailto:noticeandaccess@broadridge.com).

**Please note that you will not receive another form of proxy or voting instruction form; please retain your current one to vote your shares.**

In any case, requests should be received at least ten (10) business days prior to the Meeting date in order to receive the Meeting materials in advance of the Meeting date. To ensure receipt of the paper copy in advance of the voting deadline and Meeting date, we estimate that your request must be received no later than Thursday, April 23, 2020.

### After the Meeting

By telephone at 1-866-964-0492 or online at [investors@snclavalin.com](mailto:investors@snclavalin.com). A copy of the Meeting materials will be sent to you within ten (10) calendar days of receiving your request.

## VOTING

If you are a registered shareholder, you may vote your Common Shares on the Internet, by phone or by mail. Please refer to the instructions on your separate form of proxy on how to vote using these methods. You may also vote by online ballot at the Meeting. If you wish to vote by online ballot at the Meeting, you do not complete or return the form of proxy. However, even if you plan to participate in the Meeting, you may vote your Common Shares in advance, so that your vote will be counted if you later decide not to participate in the Meeting.

If you are a non-registered shareholder, please refer to the instructions on your separate voting instruction form that you will or may have already received from your nominee. If you wish to vote by online ballot at the Meeting, insert your own name in the space provided on the request for voting instructions provided by your nominee to appoint yourself as proxy holder and follow the instructions of your nominee.

The deadline for receiving duly completed forms of proxy is 11:00 a.m. (Eastern Time) on Tuesday, May 5, 2020.

## QUESTIONS

If you have any questions regarding this notice, the notice-and-access mechanism or the Meeting, please call Broadridge Investor Communication Solutions at 1-855-887-2244.

Alternatively, registered and non-registered shareholders may contact our proxy solicitation agent, Laurel Hill Advisory Group at 1-877-452-7184 within North America, 416-304-0211 outside of North America or by email at [assistance@laurehill.com](mailto:assistance@laurehill.com).

Montreal, Quebec, March 16, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Arden R. Furlotte (signed)**  
Vice-President, Legal and Corporate Secretary