SNC • LAVALIN

Notice of 2021 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 2021 annual meeting of the shareholders (the "**Meeting**") of the Company will be conducted via a virtual format, allowing shareholder participation online, on Friday, May 14, 2021, commencing at 11:00 a.m. (Eastern Time) for the purposes listed below. Registered shareholders and duly appointed and registered proxyholders can attend the Meeting online at **https://web.lumiagm.com/439549909** where they can participate, vote, or submit questions during the Meeting's live webcast.

For details on how you can participate, vote, or submit questions during the Meeting, see the "Voting Information" section of our Management Proxy Circular dated March 15, 2021 (the "**Circular**") as well as the "Annual Meeting User Guide" available on our website at **www.snclavalin.com** under "Investors"/Investor's Briefcase and on the SEDAR website at **www.sedar.com**.

Purposes of the Meeting:

1. **to receive the consolidated financial statements of the Company for the year ended December 31, 2020 and the auditor's report thereon** (for details, see subsection 1 under the "Business of the 2021 Annual Meeting of Shareholders" section of the Circular);
2. **to elect the Directors for the ensuing year** (for details, see subsection 2 under the "Business of the 2021 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 2021 Annual Meeting of Shareholders" section of the Circular);
4. **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 4 under the "Business of the 2021 Annual Meeting of Shareholders" section of the Circular); and
5. **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 webcast platform from 10:30 a.m. We would appreciate your early registration so that the Meeting may start promptly at 11:00 a.m. (Eastern Time).

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 2020 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.

HOW TO ACCESS THE MEETING MATERIALS

On our website: www.snclavalin.com under "Investors"/"Investor's Briefcase"

On SEDAR: www.sedar.com

Shareholders are reminded to read the Circular and other Meeting Materials carefully before voting their Common Shares.

HOW TO REQUEST A PAPER COPY OF THE MEETING MATERIALS

Before the Meeting

If you are a registered shareholder, you may request paper copies of the Meeting Materials at no cost to you by calling Computershare at 1-866-962-0498 (toll free within North America) or 514-982-8716 (international direct dial) and entering your control number as indicated on your form of proxy.

If you are a non-registered shareholder, 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 online at www.proxyvote.com by entering the control number located on your 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 (international direct dial), or by email to 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 Common 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 Friday, April 30, 2021.

After the Meeting

By calling Computershare at 1-866-964-0492 (toll free within North America) or 514-982-8714 (international direct dial) or investors@snclavalin.com. A copy of the Meeting Materials will be sent to you within ten (10) calendar days of receiving your request.

VOTING

Registered Shareholders

If your name appears on a share certificate, you are considered as a "registered shareholder". You may vote your Common Shares on the Internet, by telephone or by mail. Please refer to the instructions on your separate form of proxy on how to vote using these methods. If you wish to vote by online ballot at the Meeting, 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 wish to appoint a third-party proxyholder to represent you at the Meeting online, **you must submit your form of proxy AND register your proxyholder. Registering your proxyholder is an additional step once you have submitted your form of proxy. Failure to register your proxyholder will result in the proxyholder not receiving a username to participate in the Meeting online**. To register your proxyholder, you MUST visit www.computershare.com/SNC by Wednesday, May 12, 2021 at 11:00 a.m. (Eastern Time) and provide Computershare with your proxyholder's contact information, so that Computershare may provide your proxyholder with a username via email after the voting deadline indicated below has passed. Your proxyholder will then be able to participate in the Meeting online by going to https://web.lumiagm.com/439549909 and by clicking "I have a login" and entering the aforementioned username and a password before the start of the Meeting. The password to the Meeting online is "**snc2021**".

Non-Registered Shareholders ("Beneficial Owners")

If your Common Shares are listed in an account statement provided to you by an intermediary, you are considered as a "non-registered shareholder" (or a "beneficial owner"). For example, your Common Shares are listed in an account statement provided to you by the SNC-Lavalin Employee Share Ownership Plan (ESOP) administrator or by a bank, a trust company, a securities broker or other financial institution. 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 voting instruction form provided by your nominee to appoint yourself as proxyholder and follow the instructions of your nominee.

Furthermore, if you have appointed yourself as proxyholder or if you have appointed a third party to represent you at the Meeting online, **you must submit your voting instruction form AND register yourself or your third-party proxyholder. Registration is an additional step once you have submitted your voting instruction form. Failure to register will result in you**

or your third-party proxyholder not receiving a username to participate in the Meeting online. To register yourself or your third-party proxyholder, you MUST visit **www.computershare.com/SNC** by Wednesday, May 12, 2021 at 11:00 a.m. (Eastern Time) and provide Computershare with your contact information or that of your third-party proxyholder, so that Computershare may provide you or your third-party proxyholder with a username via email after the voting deadline indicated below has passed. You or your third-party proxyholder will then be able to participate in the Meeting online by going to **https://web.lumiagm.com/439549909** and by clicking "I have a login" and entering the aforementioned username and a password before the start of the Meeting. The password to the Meeting online is "**snc2021**".

Deadline

The deadline for receiving duly completed forms of proxy or voting instruction forms or a vote using the telephone or over the Internet is 11:00 a.m. (Eastern Time) on Wednesday, May 12, 2021.

QUESTIONS

If you are a registered shareholder and have any questions regarding this notice, the notice-and-access mechanism or the Meeting, please call Computershare at 1-800-564-6253 (toll free in Canada and the United States) between 8:30 a.m. and 8:00 p.m. (Eastern Time) or 514-982-7555 (international direct dial) or online at **www.investorcentre.com/service**. If you are a non-registered shareholder, please call Broadridge Investor Communication Solutions toll free 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 (toll free within North America), 416-304-0211 (international direct dial) or by email at **assistance@laurelhill.com**.

Montreal, Quebec, March 15, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

Andrée-Claude Bérubé *(signed)*
Associate General Counsel and Corporate Secretary