



Mandate of the Corporate Secretary

1. OVERVIEW

AtkinsRéalis Group Inc. (the “Company”) believes that sound corporate governance practices are essential to the positive workings and success of the Company. The Corporate Secretary serves as a source of expertise and advice to the Board and management on new developments in corporate governance and best practices.

The Corporate Secretary provides a communication and information link between the Board, management and shareholders, with particular emphasis on facilitating the flow of information. The Corporate Secretary receives information from management and takes all reasonable steps to ensure that it is formulated so as to facilitate effective Board and Committee discussion and decision-making. The Corporate Secretary advises management of Board and Committee comments and decisions and is the custodian of the corporate records.

The Corporate Secretary abides by applicable rules and standards of professional conduct imposed by law or adopted from time to time by regulatory authorities and reports functionally to the Chairman of the Board and administratively to the General Counsel of the Company. The duties and responsibilities of the Corporate Secretary are further outlined below.

2. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Corporate Secretary are to:

- (a) with respect to leadership:
 - (i) provide leadership in effective governance, compliance, reporting and disclosure obligations, coordinating efforts and complementing the work of the members of the Board and of management;
 - (ii) provide leadership in managing the affairs of the Board, under the direction of the Chairman and the President and Chief Executive Officer (the “CEO”), including all business, meetings and records of the Board and Board Committees;
- (b) with respect to governance:
 - (i) serve as the Company's principal governance liaison to stock exchanges, regulatory bodies, corporate governance rating agencies, governance associations and advisors to the Company, as applicable and appropriate;
 - (ii) with the Governance, Ethics and Sustainability Committee of the Board, serve as the main source of governance expertise to the Board and management on current developments and compliance;



- (iii) provide Directors with up-to-date information on legislative changes, changes to governance and Board practices, as well as general trends in Board governance;
 - (iv) provide a positive influence on the structure, composition, membership, activities and ultimate effectiveness of the Board and Board Committees by providing resources, information and communications, as needed and appropriate;
 - (v) have effective working relationships with the Chairman of the Board, Committee Chairs and individual Directors;
 - (vi) with the Chairman of the Board and the Governance, Ethics and Sustainability Committee, take all reasonable measures to ensure that an appropriate governance program is developed, implemented and administered;
 - (vii) with the Governance, Ethics and Sustainability Committee, administer the periodical review of corporate governance documents, including all mandates and position descriptions;
 - (viii) with the Chairman of the Board, administer Director assessment;
- (c) with respect to Board and Board Committee meetings:
- (i) serve as Secretary to the Board and Board Committees, reporting directly to the Chairman of the Board in that role;
 - (ii) provide notice of, direct arrangements for, and attend and record minutes of all meetings of shareholders, the Board and Board Committees;
 - (iii) direct or coordinate and distribute all communications and reports to the Board;
 - (iv) raise comments and feedback if asked to do so by Directors who are unable to attend a Board or Board Committee meeting;
 - (v) maintain a running list of action items to be provided to Directors at Board and Board Committee meetings;
- (d) with respect to Director orientation and education:
- (i) with the Governance, Ethics and Sustainability Committee, direct or coordinate the preparation of materials and presentations for the orientation program of new Directors;
 - (ii) with the Governance, Ethics and Sustainability Committee, direct or coordinate the administration of the continuing education program for Directors;



- (e)** with respect to regulatory filings:
 - (i)** take all reasonable measures to ensure that regulatory filings by the Company are made in a timely manner and effectively disseminated in accordance with all applicable legal and regulatory requirements;
- (f)** with respect to securities:
 - (i)** direct or coordinate the preparation of all documents required for the issuance of the Company's securities;
 - (ii)** direct the activities of the Company's transfer agent;
- (g)** with respect to other matters:
 - (i)** sign documents on behalf of the Company as authorized by the Board or the By-Laws, and affix the Company seal to documents as needed; and
 - (ii)** carry out any other appropriate duties and responsibilities assigned by the Board, Chairman of the Board, Board Committees, Committee Chairs or the CEO.
