



Safety, Project Oversight and Technology Committee Mandate

1. MISSION

The Safety, Project Oversight and Technology Committee (hereinafter referred to as the “Committee”) is a committee of the Board of Directors of AtkinsRéalis Group Inc. (the “Company”) responsible for overseeing the overall framework for managing projects, technology, security and health, safety, environment and wellbeing (“HSE”) arising from the Company’s operations and businesses, and associated risks (jointly referred to as “**Safety, Project Oversight and Technology**”).

2. COMPOSITION

The Committee is composed of not less than three (3) and not more than seven (7) Directors, all of whom must be “independent” as determined by the Board and in compliance with Canadian securities legislation and regulations. At least one (1) member of the Audit and Risk Committee sits on the Committee and vice versa.

3. ACTIVITIES, DUTIES AND RESPONSIBILITIES

3.1 General

As part of its general role with respect to oversight of Safety, Project Oversight and Technology, the Committee, among others:

- (A) Oversees the development of communication and training programs on safety that include creating awareness of best practice, promoting a safety aware culture and supporting guidelines, policies and procedures for employees to manage safety;
- (B) Reviews the Company’s measures and processes deployed to identify and assess project performance issues that the Company faces and establish a management infrastructure capable of proactively solving these problems ahead of time;
- (C) Reviews the Company’s effectiveness in promoting best standards and practice, driving consistency and assessing project risks and opportunities for the Company in a way that enhances the ability to foresee, prevent and fix project-related issues in a timely fashion; and



- (D) Reviews the analysis performed by management to ensure that technology implementation is being done according to the agreed strategy and that opportunities and threats are identified.

3.2 HSE

- (A) Each quarter, the Committee receives the HSE Report and reviews leading and lagging indicators as well as environmental incidents and related remediation plans.
- (B) Each year, the Committee reviews the HSE framework and related processes and programs and recommends changes where appropriate.
- (C) The Committee reviews and recommends Human Resources Committee endorsement and Board approval of the HSE targets and metrics to be used for the setting of applicable performance objectives.
- (D) The Committee periodically reviews internal audits and assessments of compliance on HSE incidents to ensure that the Company is exercising the proper level of due diligence.

3.3 Project Oversight

- (A) Each quarter, the Committee reviews the project risk categorization included in the overall Risk Control Matrix, comprising live projects, legacy projects and litigations from each of the Company's regions and sectors.
- (B) Each quarter, the Committee receives a detailed report on Project Performance and Risk and reviews the summary of project performance by region and sector and worst-case and best-case analysis.
- (C) The Committee advises, where appropriate, on mitigation plans for distressed projects.
- (D) Each year, the Committee reviews the annual peer review plan and at least twice a year, receives a progress report and summary of internal peer reviews conducted on projects.
- (E) Each year, the Committee reviews and recommends to the Board for approval, any updates of the project approval framework for new projects and related sections of the *Levels of Authority Policy*.
- (F) The Committee reviews and recommends to the Board for approval new projects requiring Committee and Board approval (Level 5 approval) as prescribed in the *Levels of Authority Policy*.



3.4 Global Security

- (A) At least each year and as required following the occurrence of an event, the Committee receives a Global Security Report and reviews the related issues and risks and mitigation measures put in place, and makes recommendations as appropriate.
- (B) The Committee periodically reviews and recommends to the Board for approval the Company's *Global Security Statement and Policy*.

3.5 Cyber Security

- (A) At least each year and as required following the occurrence of an event, the Committee receives a Cyber Security Report and reviews the related issues and risks and mitigation measures put in place, and makes recommendations as appropriate.
- (B) The Committee periodically reviews and recommends to the Board for approval the Company's *Cyber Security Statement and Policy*.

3.6 Technology

- (A) The Committee monitors progress and receives reports on significant new technologies being pursued, including adopting and leveraging Artificial Intelligence (AI).
- (B) The Committee oversees the Company's approach to the adoption and responsible use of Artificial Intelligence (AI), including relevant industry and competitor trends, and the assessment of potential impacts and risks.
- (C) The Committee receives an information technology (IT) report and reviews the Company's IT strategy including, as appropriate, with respect to the Company's IT infrastructure, data and IT asset management, IT services delivery, and IT business continuity and disaster recovery plans.

4. ENTERPRISE RISK OVERSIGHT

In supporting the Board's role and responsibility with respect to the Company's risk management framework and in accordance with the Company's *Risk Management Policy*, the Committee provides oversight of the Company's management of risks associated with managing projects, including with respect to work winning, project delivery, project services and contractual liabilities, as well as HSE, operational excellence and quality, physical asset security, cyber security, data management, Artificial Intelligence (AI), IT systems and technical capability.



5. ORGANIZATION AND PROCEDURES

- (A) Meetings of the Committee are held at least quarterly and as required. The Chair of the Committee, the Chief Sustainability and Integrity Officer, the President and Chief Executive Officer (“CEO”), the Chair of the Board or any member of the Committee may request a meeting of the Committee. At each of the regularly scheduled meetings of the Committee, an in camera session of the non-executive Directors is held.
- (B) The President and CEO appoints a member of the Executive Committee to be the Committee’s prime interface (“Committee Lead”).
- (C) The Chair of the Committee develops the agenda for each meeting of the Committee in consultation with the President and CEO, the Committee Lead and the Corporate Secretary. The Chair of the Committee presides at Committee meetings; in their absence, an alternate may be elected by the Committee.
- (D) The Corporate Secretary or, in the case where they are unable to attend, the Assistant Corporate Secretary, acts as secretary of the meeting and forwards all minutes of Committee meetings to each Committee member in a timely manner.
- (E) A majority of the members of the Committee constitute a quorum. The proceedings of the Committee are conducted in accordance with the By-Laws of the Company.
- (F) The Committee Lead, the Chief Sustainability and Integrity Officer, the President and CEO and the Chair of the Board each have direct access to the Committee. The President and CEO and Chair of the Board receive notice of and are invited to attend all meetings of the Committee as non-voting participants.
- (G) The Committee has the authority to communicate directly with the Chief Sustainability and Integrity Officer and the Chief Risk Officer and may also communicate directly with any employee of the Company, as it deems necessary.
- (H) The Chair of the Committee reports to the Board at the next regularly scheduled Board meeting following a Committee meeting with respect to its activities and with such recommendations as are deemed appropriate in the circumstances.
- (I) The Committee may require the assistance of the Company’s resources to research, investigate and report on matters within the Committee’s responsibilities.



- (J) The Committee may engage outside advisors at the expense of the Company to research, investigate, advise and report on matters within the Committee’s responsibilities. The Committee approves the outside advisor’s retention terms, which includes their compensation, and supervises their work.
- (K) The Committee will annually review its mandate to ensure it continues to be appropriate, establish its annual working plan, and make recommendations thereon to the Board as required.

Nothing contained in this mandate shall be intended to assign to the Committee the Board’s responsibility of ensuring the Company’s compliance with applicable laws or regulations or expanding applicable standards of conduct or other obligations under any law or regulation for the Directors of the Company or the members of the Committee.
