

# Financial Report 2015

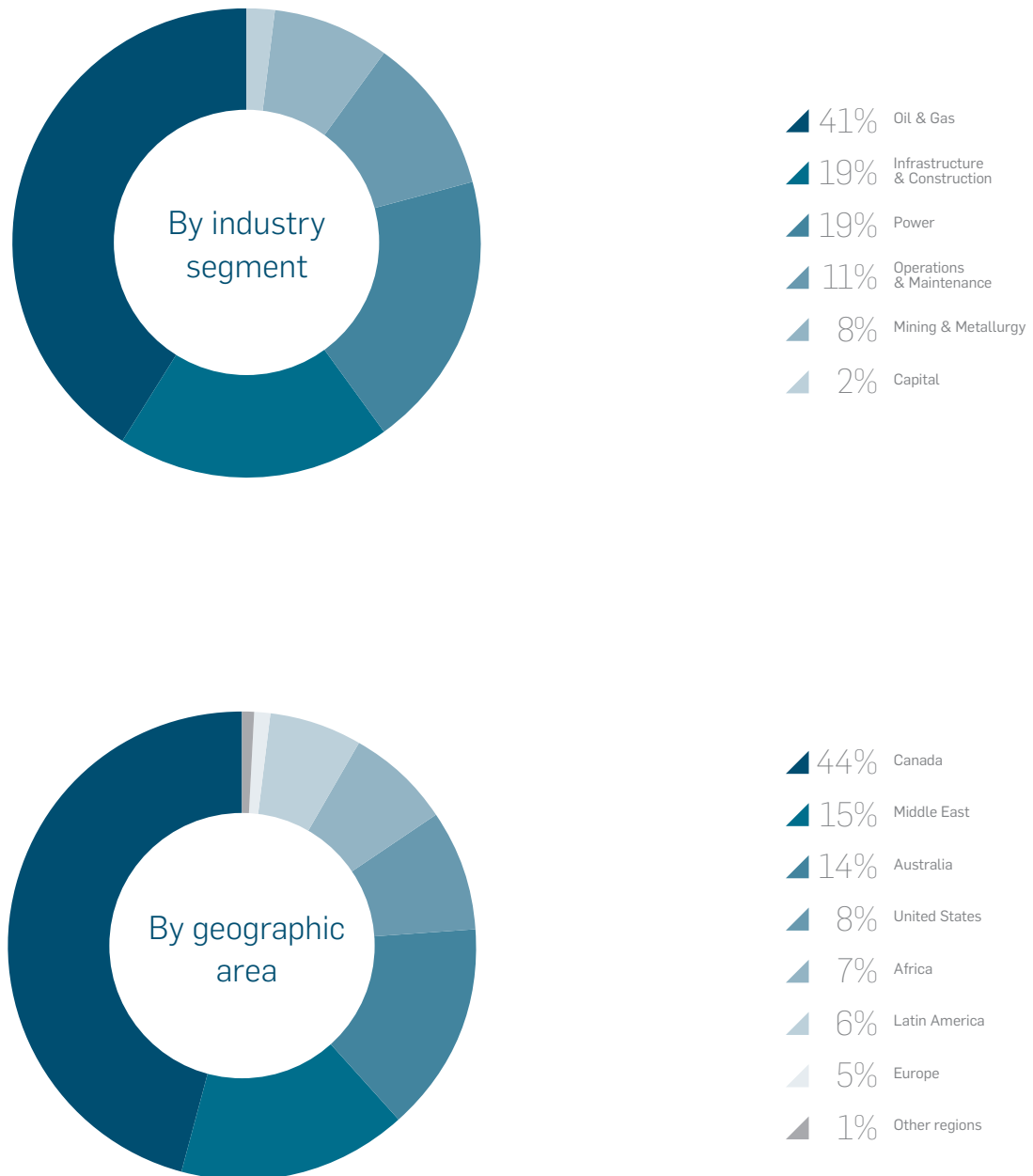
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# Financial Highlights

## 2015 Revenues



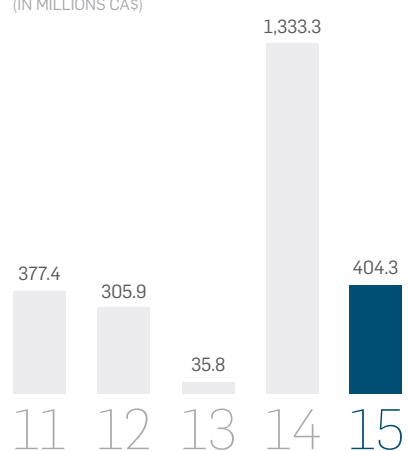
APPROXIMATELY  
37,000 EMPLOYEES

OFFICES ACROSS  
50 COUNTRIES

\$10 BILLION  
OF REVENUES

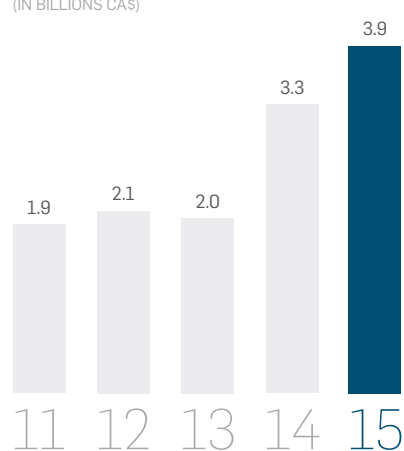
### Net income attributable to SNC-Lavalin shareholders

(IN MILLIONS CA\$)



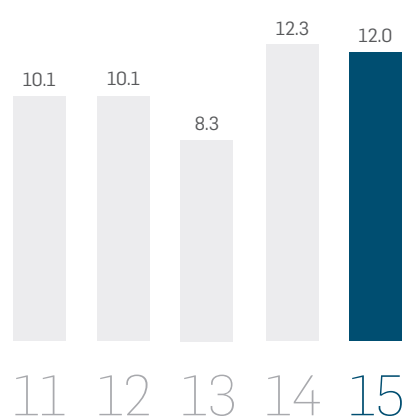
### Equity attributable to SNC-Lavalin shareholders

(IN BILLIONS CA\$)



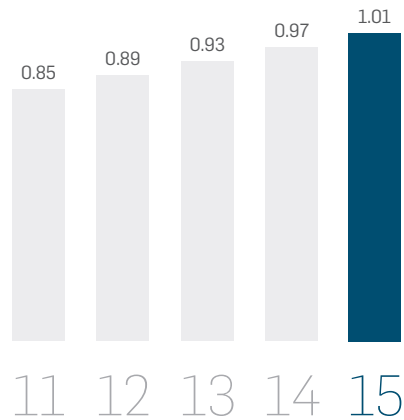
### Revenue backlog

(IN BILLIONS CA\$)



### Dividends

(IN CA\$)



# 2015 Management's Discussion and Analysis

March 2, 2016

Management's Discussion and Analysis ("MD&A") is designed to provide the reader with a greater understanding of the Company's business, the Company's business strategy and performance, as well as how it manages risk and capital resources. It is intended to enhance the understanding of the Company's 2015 audited annual consolidated financial statements and accompanying notes, and should therefore be read in conjunction with these documents, and should also be **read together with the text below on forward-looking statements**. Reference in this MD&A to the "Company" or to "SNC-Lavalin" means, as the context may require, SNC-Lavalin Group Inc. and all or some of its subsidiaries or joint arrangements, or SNC-Lavalin Group Inc. or one or more of its subsidiaries or joint arrangements.

The Company's quarterly and annual financial information, its Annual Information Form, its Management Proxy Circular and other financial documents are available on the Company's website ([www.snc-lavalin.com](http://www.snc-lavalin.com)) as well as on SEDAR ([www.sedar.com](http://www.sedar.com)), the system used for electronically filing most securities-related information with the Canadian securities regulatory authorities. None of the information contained on, or connected to the SNC-Lavalin website is incorporated by reference or otherwise part of this MD&A.

Unless otherwise indicated, all financial information presented in this MD&A, including tabular amounts, is in Canadian dollars and is prepared in accordance with International Financial Reporting Standards ("IFRS"). Certain totals, subtotals and percentages may not reconcile due to rounding. Not applicable ("N/A") is used to indicate that the percentage change between the current and prior year figures is not meaningful, or if the percentage change exceeds 1,000%.

## Comparative figures

In 2015, the Company revised its reportable segments to reflect a change made to its internal reporting structure and retrospectively reclassified the Environment & Water sub-segment included in the previously named Resources, Environment and Water segment to the Infrastructure & Construction sub-segment included in the Infrastructure segment, as detailed in Note 4. Therefore, the revenues of \$135.7 million and the negative sub-segment EBIT of \$29.2 million (prior to restatement) of the Environment & Water sub-segment in the year ended December 31, 2014 were reclassified to the Infrastructure & Construction sub-segment.

In addition, the Company announced certain organizational changes in order to further align its business structure with its markets. This reorganization resulted in certain changes in the way activities are regrouped and reportable segments are presented and analyzed. As such, the Company's reportable segments are now i) Mining & Metallurgy; ii) Oil & Gas; iii) Power; iv) Infrastructure; and v) Capital.

## Forward-looking statements

Statements made in this MD&A that describe the Company's or management's budgets, estimates, expectations, forecasts, objectives, predictions, projections of the future or strategies may be "forward-looking statements", which can be identified by the use of the conditional or forward-looking terminology such as "aims", "anticipates", "assumes", "believes", "cost savings", "estimates", "expects", "goal", "intends", "may", "plans", "projects", "should", "synergies", "will", or the negative thereof or other variations thereon. Forward-looking statements also include any other statements that

do not refer to historical facts. Forward-looking statements also include statements relating to the following: i) future capital expenditures, revenues, expenses, earnings, economic performance, indebtedness, financial condition, losses and future prospects; and ii) business and management strategies and the expansion and growth of the Company's operations and potential synergies resulting from the Acquisition. All such forward-looking statements are made pursuant to the "safe-harbour" provisions of applicable Canadian securities laws. The Company cautions that, by their nature, forward-looking statements involve risks and uncertainties, and that its actual actions and/or results could differ materially from those expressed or implied in such forward-looking statements, or could affect the extent to which a particular projection materializes. Forward-looking statements are presented for the purpose of assisting investors and others in understanding certain key elements of the Company's current objectives, strategic priorities, expectations and plans, and in obtaining a better understanding of the Company's business and anticipated operating environment. Readers are cautioned that such information may not be appropriate for other purposes.

Forward-looking statements made in this MD&A are based on a number of assumptions believed by the Company to be reasonable on March 2, 2016. The assumptions are set out throughout this MD&A (particularly, in the sections entitled "Critical Accounting Judgments and Key Sources of Estimation Uncertainty" and "How We Analyze and Report our Results" in this MD&A). If these assumptions are inaccurate, the Company's actual results could differ materially from those expressed or implied in such forward-looking statements. In addition, important risk factors could cause the Company's assumptions and estimates to be inaccurate and actual results or events to differ materially from those expressed in or implied by these forward-looking statements. These risks include, but are not limited to: (a) the outcome of pending and future claims and litigation could have a material adverse impact on the Company's business, financial condition and results of operation; (b) on February 19, 2015, the Company was charged with one count of corruption under the Corruption of Foreign Public Officials Act (Canada) (the "CFPOA") and one count of fraud under the *Criminal Code* (Canada), and is also subject to other ongoing investigations which could subject the Company to criminal and administrative enforcement actions, civil actions and sanctions, fines and other penalties, some of which may be significant. These charges and investigations, and potential results thereof, could harm the Company's reputation, result in suspension, prohibition or debarment of the Company from participating in certain projects, reduce its revenues and net income and adversely affect its business; (c) further regulatory developments could have a significant adverse impact on the Company's results, and employee, agent or partner misconduct or failure to comply with anti-bribery and other government laws and regulations could harm the Company's reputation, reduce its revenues and net income, and subject the Company to criminal and administrative enforcement actions and civil actions; (d) if the Company is not able to successfully execute on its strategic plan, its business and results of operations would be adversely affected; (e) a negative impact on the Company's public image could influence its ability to obtain future projects; (f) fixed-price contracts or the Company's failure to meet contractual schedule or performance requirements may increase the volatility and unpredictability of its revenue and profitability; (g) the Company's revenue and profitability are largely dependent on the awarding of new contracts, which it does not directly control, and the uncertainty of contract award timing could have an adverse effect on the Company's ability to match its workforce size with its contract needs; (h) the Company's backlog is subject to unexpected adjustments and cancellations, including under "termination for convenience" provisions, and does not represent a guarantee of the Company's future revenues or profitability; (i) SNC-Lavalin is a provider of services to government agencies and is exposed to risks associated with government contracting; (j) the Company's international operations are exposed to various risks and uncertainties, including unfavourable political environments, weak foreign economies and the exposure to foreign currency risk; (k) there are risks associated with the Company's ownership interests in Capital investments that could adversely affect it; (l) the Company is dependent on third parties to complete many of its contracts; (m) the Company's use of joint ventures and partnerships exposes it to risks and uncertainties, many of which are outside of the Company's control; (n) the competitive nature of

the markets in which the Company does business could adversely affect it; (o) the Company's project execution activities may result in professional liability or liability for faulty services; (p) the Company could be subject to monetary damages and penalties in connection with professional and engineering reports and opinions that it provides; (q) the Company may not have in place sufficient insurance coverage to satisfy its needs; (r) the Company's employees work on projects that are inherently dangerous and a failure to maintain a safe work site could result in significant losses and/or an inability to obtain future projects; (s) the Company's failure to attract and retain qualified personnel could have an adverse effect on its activities; (t) work stoppages, union negotiations and other labour matters could adversely affect the Company; (u) the Company relies on information systems and data in its operations. Failure in the availability or security of the Company's information systems or in data security could adversely affect its business and results of operations; (v) any acquisition or other investment may present risks or uncertainties; (w) the Company may be unable to successfully integrate the businesses of SNC-Lavalin and Kentz and realize the anticipated benefits of the Acquisition; (x) a deterioration or weakening of the Company's financial position, including its cash net of recourse debt, would have a material adverse effect on its business and results of operations; (y) the Company may have significant working capital requirements, which if unfunded could negatively impact its business, financial condition and cash flows; (z) an inability of SNC-Lavalin's clients to fulfill their obligations on a timely basis could adversely affect the Company; (aa) the Company may be required to impair certain of its goodwill, and it may also be required to write down or write off the value of certain of its assets and investments, either of which could have a material adverse impact on the Company's results of operations and financial condition; (bb) global economic conditions could affect the Company's client base, partners, subcontractors and suppliers and could materially affect its backlog, revenues, net income and ability to secure and maintain financing; (cc) fluctuations in commodity prices may affect clients' investment decisions and therefore subject the Company to risks of cancellation, delays in existing work, or changes in the timing and funding of new awards, and may affect the costs of the Company's projects; (dd) inherent limitations to the Company's control framework could result in a material misstatement of financial information, and; (ee) environmental laws and regulations expose the Company to certain risks, could increase costs and liabilities and impact demand for the Company's services. The Company cautions that the foregoing list of factors is not exhaustive. For more information on risks and uncertainties, and assumptions that would cause the Company's actual results to differ from current expectations, please refer to the sections "Risks and Uncertainties", "How We Analyze and Report Our Results" and "Critical Accounting Judgments and Key Sources of Estimation Uncertainty" in this report.

**The forward-looking statements herein reflect the Company's expectations as at March 2, 2016, when the Company's Board of Directors approved this document, and are subject to change after this date. The Company does not undertake any obligation to update publicly or to revise any such forward-looking statements whether as a result of new information, future events or otherwise, unless required by applicable legislation or regulation.**

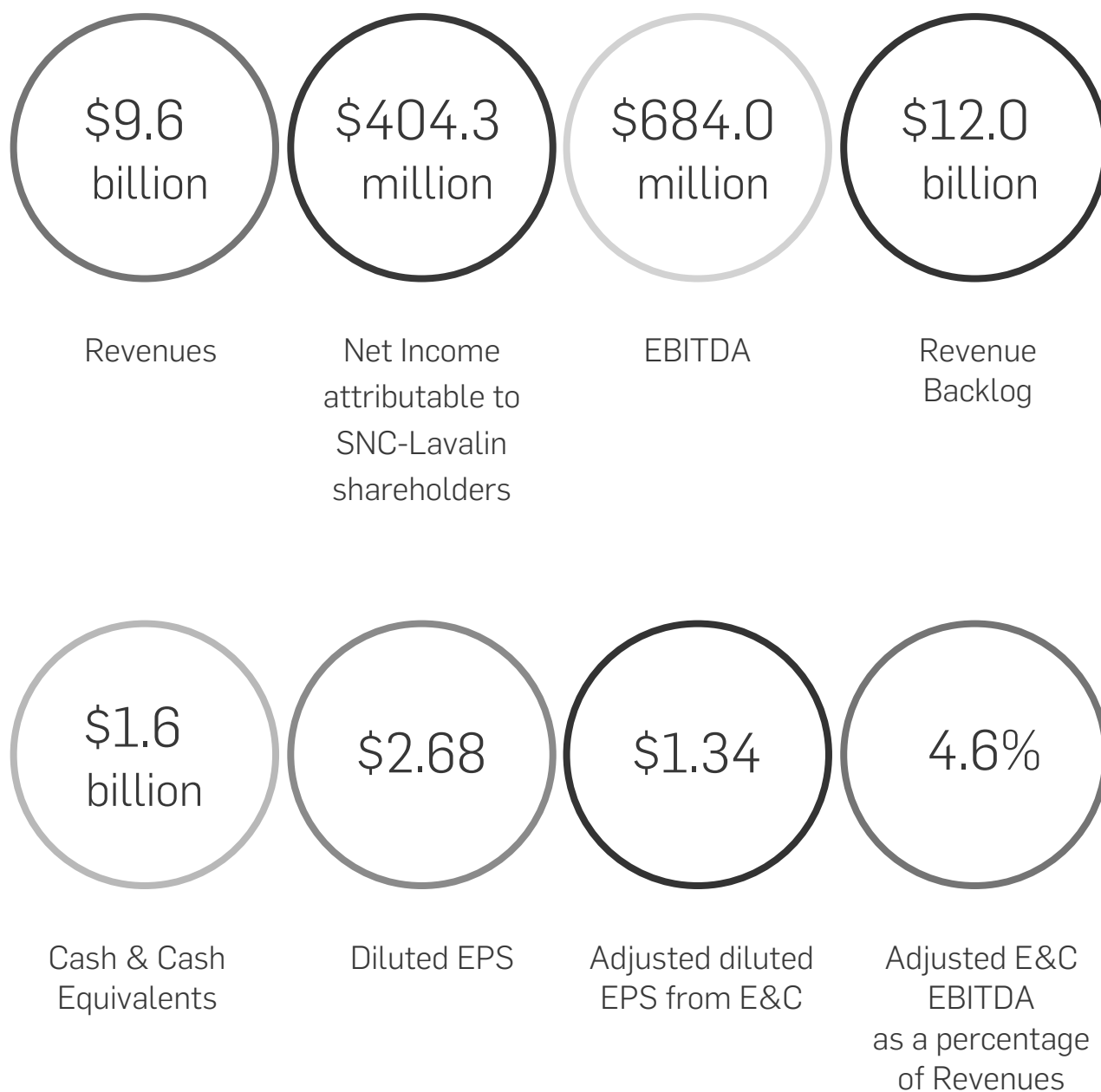
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# 1 2015 Executive Summary

## 1.1 Executive Summary – Financial Indicators



## NET INCOME

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$, EXCEPT EARNINGS PER SHARE AND ADJUSTED DILUTED EPS FROM E&C)	2015	2014	CHANGE (%)
Net income (loss) attributable to SNC-Lavalin shareholders:			
From E&C	\$ 95.8	\$ (300.5)	131.9%
From Capital	308.5	1,633.9	(81.1%)
<b>Net income attributable to SNC-Lavalin shareholders</b>	<b>\$ 404.3</b>	<b>\$ 1,333.3</b>	<b>(69.7%)</b>
Earnings (loss) per share - diluted (in \$)			
From E&C	\$ 0.63	\$ (1.97)	132.0%
From Capital	2.04	10.71	(81.0%)
<b>Earnings per share - diluted (in \$)</b>	<b>\$ 2.68</b>	<b>\$ 8.74</b>	<b>(69.3%)</b>
<b>Adjusted diluted EPS from E&amp;C<sup>(1)</sup></b>	<b>\$ 1.34</b>	<b>\$ 0.36</b>	<b>272.2%</b>

(1) Adjusted diluted EPS from E&C is a non-IFRS financial measure. Please refer to Section 3.3 for further information on non-IFRS financial measures.

- > **For the year ended December 31, 2015, net income attributable to SNC-Lavalin shareholders was \$404.3 million** (\$2.68 per share on a diluted basis), compared with \$1,333.3 million (\$8.74 per share on a diluted basis) for the comparable period in 2014. The decrease in net income attributable to SNC-Lavalin shareholders is the result of a lower net income from Capital (formerly "Infrastructure Concession Investments" or "ICI"), partially offset by a higher net income attributable to SNC-Lavalin shareholders from Engineering & Construction ("E&C") in 2015.
- > **Net income attributable to SNC-Lavalin shareholders from E&C was \$95.8 million in 2015**, compared to a net loss attributable to SNC-Lavalin shareholders from E&C of \$300.5 million in 2014, mainly attributable to improved Segment EBIT<sup>(2)</sup> from all segments, particularly from Oil & Gas, for which an incremental contribution was generated by the Kentz acquisition in August 2014.
- > **Net income attributable to SNC-Lavalin shareholders from Capital decreased in 2015** compared to 2014, principally due to the net gain of \$1,320.7 million on disposal of AltaLink in 2014, which is no longer contributing in 2015.

## REVENUES

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$)	2015	2014	CHANGE (%)
Revenues			
From E&C	\$ 9,363.5	\$ 7,334.7	27.7%
From Capital	223.4	904.1	(75.3%)
<b>Total</b>	<b>\$ 9,587.0</b>	<b>\$ 8,238.8</b>	<b>16.4%</b>

- > Total E&C revenues for the year ended December 31, 2015 increased by 27.7% to \$9,363.5 million, resulting from an increase in the Oil & Gas segment, from incremental revenues generated by Kentz, which was acquired in August 2014, and in the Power segment, partially offset by a decrease in the Infrastructure and Mining & Metallurgy segments. Capital revenues decreased in 2015 compared with 2014, principally due to the disposal of the Company's interest in AltaLink in December 2014.

(2) Segment EBIT, a non-IFRS financial measure, is discussed in section 8.

## CASH NET OF RECOURSE DEBT

AT DECEMBER 31 (IN MILLIONS CAS)	2015	2014	CHANGE (%)
Cash and cash equivalents	\$ 1,581.8	\$ 1,702.2	(7.1%)
Less:			
Cash and cash equivalents of Capital investments accounted for by the full consolidation method	17.1	29.3	(41.6%)
Recourse debt	349.1	348.9	0.1%
<b>Cash net of recourse debt</b>	<b>\$ 1,215.6</b>	<b>\$ 1,324.0</b>	<b>(8.2%)</b>

- > Cash net of recourse debt (cash and cash equivalents less cash and cash equivalents of Capital investments and recourse debt) decreased as at December 31, 2015 compared with December 31, 2014, mainly reflecting a decrease in cash and cash equivalents.
- > During the year, the Company repurchased approximately 2.8 million of its common shares for \$121.8 million under its normal course issuer bid ("NCIB"), and paid \$150.9 million in dividends to its shareholders.

## REVENUE BACKLOG

AT DECEMBER 31 (IN MILLIONS CAS)	2015	2014	CHANGE (%)
Revenue Backlog	\$ 11,991.9	\$ 12,325.5	(2.7%)

- > The Company's revenue backlog totalled \$12.0 billion as at December 31, 2015 compared with \$12.3 billion as at December 31, 2014.
- > New awards for 2015 amounted to \$9.0 billion, including \$2.6 billion in Oil & Gas, \$3.5 billion in Infrastructure and \$1.6 billion in Power.
- > Note that the backlog as at December 31, 2015 excludes SNC-Lavalin's share of the \$2.75 billion contract for the execution phase of a nuclear refurbishment project, which was announced in January 2016.

## DIVIDEND INCREASE

- > On March 2, 2016, the Company's Board of Directors approved a quarterly dividend of \$0.26 per share, a 4.0% increase over the previous quarterly dividend declared.

## 1.2 Executive Summary – Other Items

### CHANGES IN CEO AND REPORTING STRUCTURE

- > On October 5, 2015, Neil Bruce, formerly Chief Operating Officer ("COO"), was named President and Chief Executive Officer ("CEO") and a member of the Board of Directors, succeeding Robert G. Card. Following Neil Bruce's appointment as CEO, the position of Chief Operating Officer ("COO") has been eliminated from the Company's reporting structure.
- > In 2015, the role of the Executive Vice-President and General Counsel was expanded to oversee both the Legal and Ethics & Compliance functions.
- > As at December 31, 2015, the Company's leadership team, reporting to the CEO, is composed of:
  - Operations:
    - › Christian Brown, President, Oil & Gas;
    - › Ian Edwards, President, Infrastructure;
    - › José J. Suárez, President, Mining & Metallurgy;
    - › Alexander (Sandy) Taylor, President, Power.
  - Capital:
    - › Chantal Sorel, Managing Director, Capital.
  - Functions:
    - › Dale Clarke, Executive Vice-President, Integrated Management Systems;
    - › Marie-Claude Dumas, Executive Vice-President, Global Human Resources;
    - › Hartland J. A. Paterson, Executive Vice-President and General Counsel;
    - › Alain-Pierre Raynaud, Executive Vice-President and Chief Financial Officer;
    - › Erik J. Ryan, Executive Vice-President, Marketing, Strategy and External Relations.

### CHANGES TO THE BOARD OF DIRECTORS

- > On November 5, 2015, the Company announced the appointment of two new Board members, Steven L. Newman and Jean Raby:
  - Mr. Newman brings more than 25 years of experience in the energy industry. From 2010 to 2015, he was President and CEO of Transocean Ltd., the world's largest offshore contract driller. Mr. Newman is also a Board member of Bumi Armada Berhad, a Malaysia-based international oilfield services, and Dril-Quip Inc., a leading manufacturer of highly engineered products for the offshore oil and gas industry;
  - Mr. Raby brings more than 25 years of experience in investment banking, law and finance. Since 2013, he has been the Executive Vice-President, Chief Financial and Legal Officer of Alcatel-Lucent SA. Prior to his role at Alcatel-Lucent SA, he spent 16 years in roles of increasing responsibility at the investment banking division of Goldman Sachs, in Paris, France, where he notably became co-CEO of the division in France in 2006 (then CEO in

2009), and then in 2011 co-CEO of Goldman Sachs' activities in Russia and the Commonwealth of Independent States.

## RESTRUCTURING AND RIGHT-SIZING PLAN

- > In 2015, the Company successfully completed its previously announced "STEP Change" program. This program has delivered increased competitiveness and agility, as well as identifying a significant number of cost reduction initiatives. It has also aligned the organization with market conditions. For the year ended December 31, 2015, the Company recorded a total of \$87.7 million after taxes (\$116.4 million before taxes) of charges relating to its restructuring and right-sizing plan, including the "STEP Change" program, which is \$7 million after taxes less than previously announced.

## CAPITAL INVESTMENTS PORTFOLIO

- > In June 2015, the Company announced that the consortium Signature on the Saint-Laurent Group ("SSL"), of which SNC-Lavalin is a 50% partner, has finalized an agreement with the Government of Canada to design, build, finance and maintain the New Champlain Bridge Corridor project. SSL will operate and maintain the bridge for the duration of the concession period until 2049.
- > In July 2015, the Company announced that the consortium Crosslinx Transit Solutions General Partnership, of which SNC-Lavalin is a 25% partner, has finalized an agreement on the Eglinton Crosstown Light Rail Transit project (the "Eglinton Crosstown") in Toronto, Canada. Under the project agreement, Crosslinx Transit Solutions General Partnership will provide the design, build, financing and 30-year maintenance and rehabilitation of the Eglinton Crosstown.
- > On September 30, 2015, the Company announced that it exercised its option to divest its 5% ownership interest and the balance of its loans in the Ambatovy Nickel Joint Venture Project (its "investment in Ambatovy") to Sumitomo Corporation, an existing partner, for a cash consideration of US\$449.7 million (CA\$600.7 million).
- > Subsequent to year-end, on February 1, 2016, SNC-Lavalin announced that it has reached an agreement to sell its indirect ownership interest in SNC-Lavalin (Malta) Limited ("SNCL Malta") to an affiliate of Flughafen Wien AG for cash consideration of approximately €63 million (approximately CA\$96 million), pending the satisfaction of certain closing conditions by both parties and subject to working capital adjustments. SNCL Malta is the indirect owner of the Company's 15.5% ownership interest in Malta International Airport p.l.c.

## 2 Overview of Our Business and Strategy

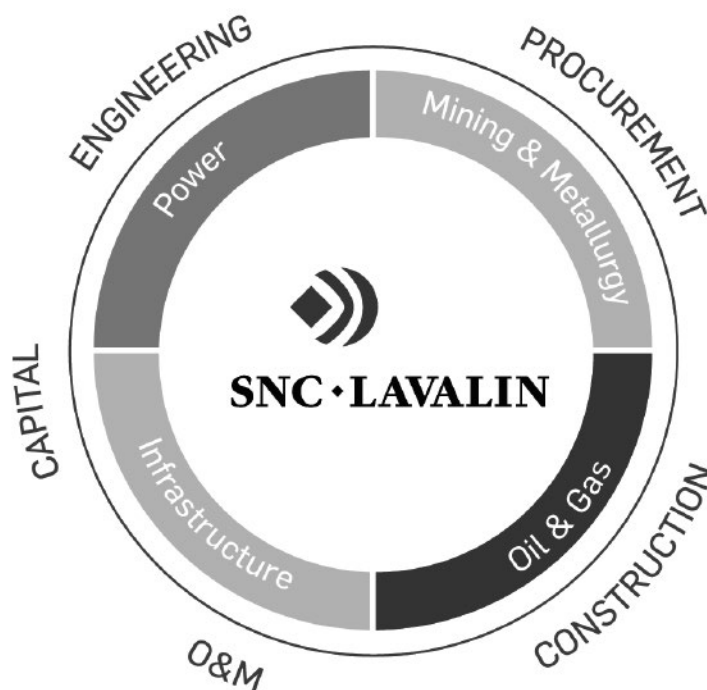
### 2.1 Our Business

Founded in 1911, **SNC-Lavalin** is one of the leading engineering and construction groups in the world and a major player in the ownership of infrastructure.

From offices in over 50 countries, **SNC-Lavalin's** employees are proud to build what matters.

Our teams provide engineering, procurement and construction services to clients in a variety of industry sectors, including Oil & Gas, Mining and Metallurgy, Infrastructure, and Power.

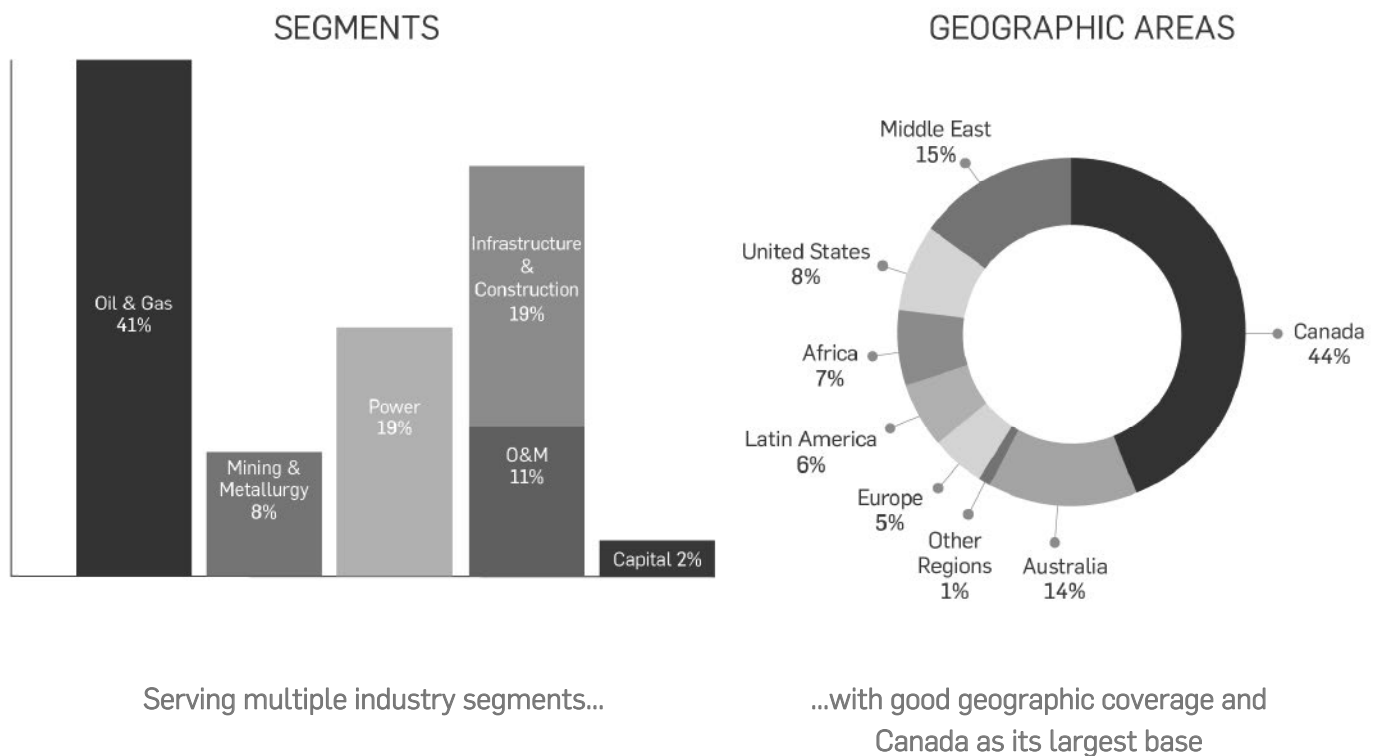
**SNC-Lavalin** can also combine these services with its financing and operations and maintenance ("O&M") capabilities to provide complete end-to-end project solutions.



In certain parts of this MD&A, activities from Engineering and Construction, including Operations and Maintenance services, are collectively referred to as “E&C” to distinguish them from “Capital” activities.

The **diversity of the Company's revenue base** and its capacity to operate in different industry segments and geographic areas are illustrated in the following 2015 revenue charts.

## DIVERSITY OF THE COMPANY'S REVENUE BASE



## 2.2 Our Business Strategy

On May 2, 2013, the Company announced its five-year strategic plan designed to increase long-term stability and profitability, and maximizing shareholder value. SNC-Lavalin's strategy outlines key sectors and geographic markets that the Company will target. It also outlines the integrated solutions for its Capital investments and its disciplined approach to employing capital.

SNC-Lavalin's strategy contains three pillars, which are designed to work together to enhance performance on multiple levels and across the organization. They are:

### GROWTH PLATFORMS

SNC-Lavalin is putting renewed focus on strengthening its position in certain key sectors and geographic markets.

In Oil & Gas, SNC-Lavalin will leverage the acquisition of Kentz and expand its capabilities and market reach to compete in projects that deliver high value to its targeted blue chip international and national oil and gas companies. For the Mining & Metallurgy practice, SNC-Lavalin wants to solidify its tier 1 status and position for higher long-term profitability. The Company is committed to a global platform.

The Power and Infrastructure markets represent a sustained growth platform for the Company. In Power, SNC-Lavalin intends to focus on high growth and margin subsectors such as transmission & distribution, nuclear, and hydro. The Company has a strong and mature position in these key sectors. In the Infrastructure sector, the Company will focus on growing the transportation market by leveraging its Public-Private Partnership ("P3") and transit experience. The Company will be centered around major, complex projects, building on its strong capabilities in airports, ports, major bridges, mass transit systems and highways. The Company will emphasize expanding its strong footprint in Canada and the rest of the Americas with selective global expansion.

SNC-Lavalin will continue to evaluate strategic acquisitions to support its growth strategy as described above. The acquisition of Kentz in 2014 was a major milestone in delivering on its strategy.

Regarding its offering mix, the Company intends to leverage the full spectrum of its capabilities, which include O&M and Sustaining Services. The Company will proactively manage portfolio risk through tight governance mechanisms. O&M and Sustaining Services also constitute a key growth lever. It will allow the Company to pursue services with technical complexity in oil and gas, mining, nuclear power and transportation. It will also create opportunities in capital asset management, operations, maintenance, commissioning and training.

### GROWTH ENABLERS

SNC-Lavalin is improving how it shares resources, promoting greater interaction between its business units and developing more coordinated approaches to client management and business development in its offices worldwide through the execution of a Global Operations model.

The further globalization of the Company's operations also involves making better and more efficient company-wide use of its systems and processes. SNC-Lavalin has invested in several of these systems, including its enterprise management



system, its Human Resources Management System, and its proprietary project management suite, PM+, which the Company believes provide a strategic advantage when bidding on and carrying out medium- and large-scale projects.

Underlying all of this will be a continuing, relentless focus on maintaining world-class ethics, governance and health and safety performance, as well as developing and retaining the best talent the industry has to offer.

## ENHANCED MANAGEMENT APPROACH FOR CAPITAL INVESTMENTS

SNC-Lavalin is continuing to reinforce its Capital investment business, which has historically been a source of project work for its engineering and construction units, as well as a significant contributor to the strength of its earnings. Capital investments are an important element of building a successful engineering and construction company. The Company aims to leverage its returns through development of public-private partnership infrastructure projects, as well as structuring and financing projects involving its Oil & Gas, Mining & Metallurgy and Power sectors. Going forward, the Company will employ an ever more balanced approach to managing its portfolio of assets, which includes exiting investments at maturity, unless strategic considerations justify otherwise. The Company is also actively looking at the potential disposal of non-core Capital investments assets. The Company will also seek financing solutions and partnering opportunities to unlock value as it proactively manages the portfolio.

As SNC-Lavalin is identifying new opportunities and potential strategic partners, it will continue to prioritize greenfield (new-build) Capital investments that it believes should provide its engineering, construction and operations and maintenance units with significant project opportunities. Brownfield (existing) Capital investments will be considered mainly as means of extending SNC-Lavalin's investment résumé into new markets and providing an additional platform for engineering and construction opportunities.

SNC-Lavalin's key geographical focus for major Capital investments and public-private partnerships will continue to be the Americas.

## 2.3 Executing on our Business Strategy – Scorecard

PILLARS	STRATEGIC OBJECTIVES	KEY STEPS ACCOMPLISHED IN 2015
<b>Growth Platforms</b>	<ul style="list-style-type: none"> <li>○ Focus on growth in markets where the Company has strong positions - Oil &amp; Gas and Mining &amp; Metallurgy</li> <li>○ Drive sustained growth in North America infrastructure stronghold</li> <li>○ Leverage full spectrum of services to grow market presence globally</li> </ul>	<ul style="list-style-type: none"> <li>&gt; Major contracts awarded in Oil &amp; Gas in the Middle East despite very challenging market conditions;</li> <li>&gt; Won major projects in infrastructure in Canada - Champlain Bridge, Eglinton Crosstown Light Rail Transit (largest infrastructure project in Canada) - further enhancing our position in Canada; Platinum Elite P3 infrastructure contractor in Canada; reinforced global rail and transit presence by integrating capabilities;</li> <li>&gt; Continued our focus on identifying and implementing steps to restructure and right-size our business to align our operations with growth strategy and end-markets economics.</li> </ul>
<b>Growth Enablers</b>	<ul style="list-style-type: none"> <li>○ Implement an efficient operating model</li> <li>○ Become a world-class project execution leader</li> <li>○ Promote talent development and retention</li> </ul>	<ul style="list-style-type: none"> <li>&gt; Implemented general and administrative expenses reductions, process improvements aimed at streamlining our ability to meet client needs;</li> <li>&gt; Reduced the number of lost time incidents by 47.1% and the number of total recordable incidents by 58.3% in 2015, compared with the performance achieved in 2014;</li> <li>&gt; Ongoing: Systems excellence - Upgrading key systems continues in response to client needs;</li> <li>&gt; Continued our emphasis on ethics and compliance program as a benchmark in the engineering and construction industry, and is an integral part of our daily activities.</li> </ul>
<b>Enhanced Management Approach for Capital Investments</b>	<ul style="list-style-type: none"> <li>○ Maximize value, monetize assets and divest mature investments to fuel growth</li> <li>○ Prioritize greenfield (new-build) Capital investments</li> <li>○ Act as catalyst for E&amp;C revenues</li> </ul>	<ul style="list-style-type: none"> <li>&gt; Disposal of the Company's investment in Ambatovy;</li> <li>&gt; The consortium Signature on the Saint-Laurent Group ("SSL"), of which SNC-Lavalin is a 50% partner, was awarded the New Champlain Bridge Corridor project;</li> <li>&gt; Crosslinx Transit Solutions General Partnership, a consortium comprised of SNC-Lavalin and three other equal partners, was awarded the Eglinton Crosstown Light Rail Transit (LRT) project (the "Eglinton Crosstown") in Toronto, Ontario, Canada.</li> </ul>

## ③ How We Analyze and Report Our Results

### 3.1 How we Report Our Results

The Company reports its results separately for **Engineering and Construction** and **Capital**, as described below.

#### ENGINEERING & CONSTRUCTION ("E&C")

SNC-Lavalin provides engineering services, feasibility studies, planning, detailed design, contractor evaluation and selection, project and construction management, and commissioning. Certain contracts also include materials and/or multi-disciplinary construction services, namely provision of structural mechanical, electrical, instrumentation and piping services. The Company might also be responsible for not only rendering professional and technical services, but also to undertake the responsibility for supplying materials and providing or fabricating equipment, and could also include construction activities. In addition, SNC-Lavalin offers O&M services for many infrastructures, such as highways, buildings, light rail transit systems and power plants, and logistics solutions for construction camps and the military.

Contracts that provide for engineering, procurement and construction management services are often referred to as "EPCM" contracts. Contracts that include engineering services, providing materials and providing or fabricating equipment, and construction activities are often referred to as "EPC" contracts.

While our contracts are negotiated using a variety of contracting options, **Engineering & Construction revenues** are derived primarily from two major types of contracts: **Reimbursable contracts** and **Fixed-price contracts**.

- > **Reimbursable contracts:** Under reimbursable contracts, the Company charges the customer for the actual cost incurred plus a mark-up that could take various forms such as a fixed-fee per unit, a percentage of costs incurred or an incentive fee based on achieving certain targets, performance factors or contractual milestones. Reimbursable contracts also include unit-rate contracts for which a fixed amount per quantity is charged to the customer, and reimbursable contracts with a cap.
- > **Fixed-price contracts:** Under fixed-price contracts, the Company completes the work required for the project at a lump-sum price. Before entering into such contracts, the Company estimates the total cost of the project, plus a profit margin. The Company's actual profit margin may vary based on its ability to achieve the project requirements at or below the initial estimated costs.

The Company presents the information in the way management performance is evaluated by regrouping its **Engineering & Construction** projects within the following segments, which are as follows: i) **Mining & Metallurgy**; ii) **Oil & Gas**; iii) **Power**; and iv) **Infrastructure**. The Company also provides additional information by dividing the Infrastructure segment in two, namely the **Infrastructure & Construction** and **Operations & Maintenance ("O&M")** sub-segments.

#### CAPITAL

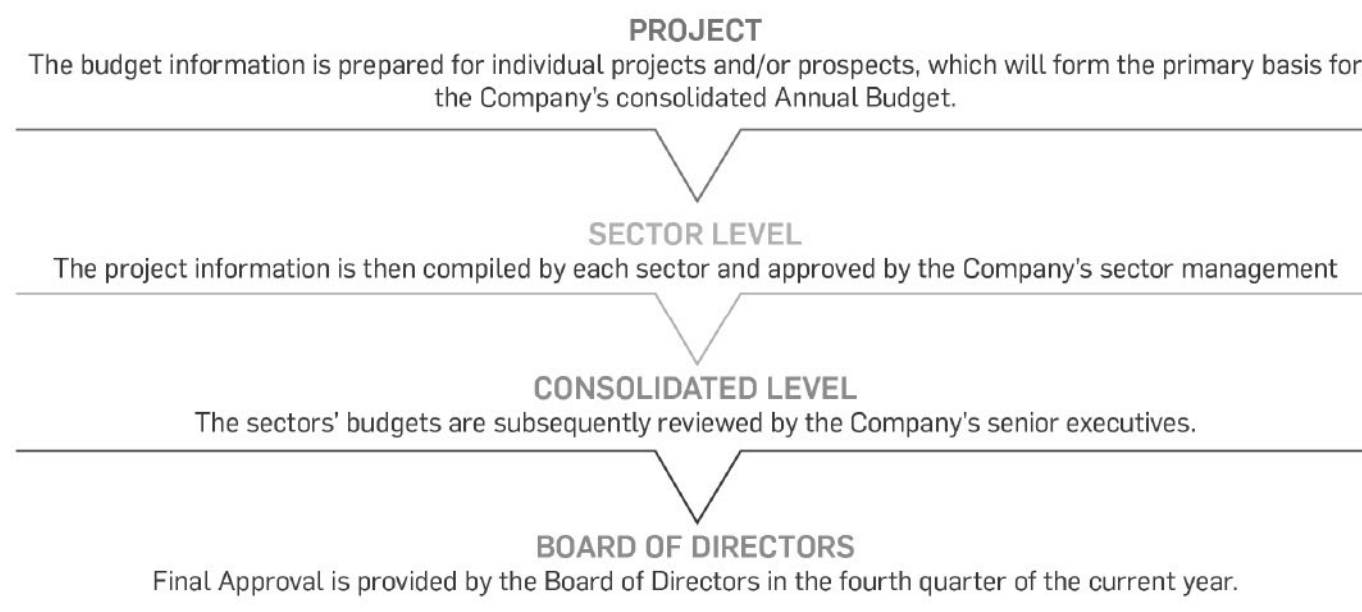
SNC-Lavalin's Capital is the investment arm of SNC-Lavalin and regroups the Company's equity investments and financing solutions services. The investments are typically in infrastructure for public services such as **airports, bridges,**

**cultural and public service buildings, highways, mass transit systems, power and water treatment facilities.** These types of infrastructure are commonly provided by government-owned entities, however, many countries are turning to the private sector to take ownership, finance, operate and maintain the assets, usually for a defined period of time. These public-private partnership arrangements allow for the transfer to the private sector of many of the risks associated with designing, building, operating, maintaining and financing such assets. In return, the government will either: i) commit to making regular payments, usually in the form of availability payments, upon the start of operations of the infrastructure for a defined period of time (typically 20 to 40 years); ii) authorize the infrastructure concession entity to charge users of the infrastructure for a defined period of time; or iii) a combination of both.

**Capital investments revenues** are generated mainly from dividends or distributions received by SNC-Lavalin from the investment concession entities, or from all or a portion of an investment concession entity's net results or revenues, depending on the accounting method required by IFRS.

## 3.2 How we Budget and Forecast our Results

The Company prepares a formal annual budget ("Annual Budget") in the fourth quarter of each year.



The Annual Budget is a key tool used by management to monitor the Company's performance and progress against key financial objectives in accordance with the Company's strategic plan. The Annual Budget is updated during the year to reflect current information as the Company prepares forecasts of its annual expected results in the first, second and third quarters ("Quarterly Forecasts"), which are presented to the Board of Directors. In addition, the performance of projects (i.e., its estimated revenues and costs to complete) is reviewed by its respective project manager and, depending on the size and risk profile of the project, by key management personnel, including the divisional manager, the business unit executive vice-president, the sector president, the Chief Financial Officer ("CFO") and the Chief Executive Officer ("CEO").

The key elements taken into account when estimating revenues and gross margin for budget and forecast purposes from E&C activities are the following:

KEY ELEMENTS	IMPACT ON THE ANNUAL BUDGET
<b>Backlog</b>	Firm contracts used to estimate a portion of future revenues taking into account the execution and expected performance of each individual project.
<b>Prospects list</b>	Unsigned contracts that the Company is currently bidding on, and/or future projects on which it intends to bid. For prospects, the Company applies, on the value of a contract, what is referred to as a "Go-Get Percentage", which is the product of the expectation that the client will go forward with the contract ("Go"), and the probability that it will be awarded to the Company ("Get").
<b>Execution and expected performance</b>	Revenues and costs (or execution) of projects are determined on an individual project basis for major projects or by groups of projects, and take into consideration assumptions on risks and uncertainties that can have an impact on the progress and/or profitability of that project, such as, but not limited to, performance of the Company's employees and of subcontractors or equipment suppliers, as well as price and availability of labour, equipment and materials.

In regards to its **Capital** budget and forecast, expected results based on assumptions specific to each investment are used.

One of the key management tools for monitoring the Company's performance is the monthly evaluation and analysis of actual results compared with the Annual Budget or the Quarterly Forecasts, for revenues, gross margin and profitability. This enables management to analyze its performance and, if necessary, take remedial actions.

Variations from plan may arise mainly from the following:

SOURCE OF VARIATION	EXPLANATION
<b>Level of activity for E&amp;C</b>	Variation depends on the number of newly awarded, ongoing, completed or near-completed projects, and on the progress made on each of these projects in the period.
<b>Changes in the estimated costs to complete each individual project ("cost reforecasts")</b>	Variation of the estimated costs to complete projects for fixed-price contracts result in either a positive or negative impact to a project's results. Increases or decreases in profitability for any given fixed-price project are largely dependent on project execution.
<b>Changes in the estimated revenues and in the recovery of such revenues</b>	Variation of the estimated revenues of projects, including the impact from change orders and claims, as well as the change in estimates on the recovery of trade receivables, contracts in progress and other financial assets, may impact the financial results of the Company.
<b>Changes in the results of its Capital investments</b>	Variation in the financial results of each Capital investment accounted for under the full consolidation or equity methods will impact the financial results of the Company. Additions to the Company's Capital investments portfolio, or divestitures from it, can also impact the Company's results.
<b>Level of selling, general and administrative expenses</b>	Variation in selling, general and administrative expenses has a direct impact on the profitability of the Company. The level of selling, general and administrative expenses is influenced by the level of activity, and can depend on several other factors not related to project execution or performance that can be recurring or not.
<b>Acquisition-related costs and integration costs</b>	Business acquisitions might require the Company to incur significant acquisition-related costs and integration costs, which have an impact on actual and future results.
<b>Restructuring costs and goodwill impairment</b>	Changes made to the way the Company operates, closure of certain locations where it conducts business and modifications to its offerings might result in restructuring costs and goodwill impairment, having an impact on actual and future results.
<b>Income taxes</b>	Variation in income taxes impact the profitability of the Company, and depends on various factors, as, amongst others, the geographic areas in which the Company is present, the statutory tax rates enacted, the nature of the revenues earned by the Company as well as tax assessments made by authorities.

### 3.3 Non-IFRS Financial Measures, Additional IFRS Measures and other additional financial information

Some of the indicators used by the Company to analyze and evaluate its results are non-IFRS financial measures. Consequently, they do not have a standardized meaning as prescribed by IFRS, and therefore may not be comparable to similar measures presented by other issuers. The Company also uses additional IFRS measures. Management believes that these indicators provide useful information because they allow for the evaluation of the performance of the Company and its components based on various aspects, such as past, current and expected profitability and financial position.

#### NON-IFRS FINANCIAL MEASURES AND ADDITIONAL IFRS MEASURES

The non-IFRS financial measures and additional IFRS measures include the following indicators:

PERFORMANCE		LIQUIDITY	
NON-IFRS FINANCIAL MEASURE OR ADDITIONAL IFRS MEASURE	REFERENCE	NON-IFRS FINANCIAL MEASURE OR ADDITIONAL IFRS MEASURE	REFERENCE
Adjusted diluted earnings (loss) per share from E&C ("Adjusted diluted EPS from E&C")	Section 4	Working capital	Section 10.1
Adjusted net income from E&C	Section 5.2	Cash net of recourse debt	Section 10.2
Adjusted earnings before interest, income taxes, depreciation and amortization ("Adjusted EBITDA")	Section 5.3	Recourse debt-to-capital ratio	Section 10.4
Earnings before interests and income taxes ("EBIT")	Section 5.3		
Earnings before interests, income taxes, depreciation and amortization ("EBITDA")	Section 5.3		
Gross margin from E&C and from Capital	Section 5.4		
Revenue backlog	Section 6		
Booking-to-revenue ratio	Section 6.1		
Segment or sub-segment earnings before interest and income taxes	Section 8		
Return on average shareholders equity ("ROASE")	Section 10.7		
Diluted earnings per share from E&C and Diluted earnings per share from Capital	Section 1.1		

Definitions of all non-IFRS financial measures and additional IFRS measures are provided in the referenced sections indicated in the previous table to give the reader a better understanding of the indicators used by management and, when applicable, the Company provides a clear quantitative reconciliation from the non-IFRS financial measures to the most directly comparable measure calculated in accordance with IFRS.

## ADDITIONAL FINANCIAL INFORMATION ON CAPITAL INVESTMENTS

The Company's consolidated financial statements include the line-by-line impact of Capital investments that are fully consolidated. Capital investments are often capital-intensive due to the ownership of infrastructure assets that are financed mainly with project-specific debt, which is usually non-recourse to the general credit of the Company.

The following information on the Company's Capital investments is included in the Company's 2015 audited annual consolidated financial statements:

<b>Consolidated statement of financial position</b>	<ul style="list-style-type: none"> <li>&gt; The net book value of Capital investments accounted for by the equity and cost methods, distinctively;</li> <li>&gt; Non-recourse debt from Capital investments controlled by the Company.</li> </ul>
<b>Consolidated statement of cash flows</b>	<ul style="list-style-type: none"> <li>&gt; For Capital investments controlled by the Company:               <ul style="list-style-type: none"> <li>○ Depreciation and amortization from Capital investments, and acquisition of property and equipment from Capital investments;</li> <li>○ Repayment and increase of non-recourse debt from Capital investments.</li> </ul> </li> </ul>
<b>Notes to the annual consolidated financial statements</b>	<ul style="list-style-type: none"> <li>&gt; Main accounts of the statement of financial position impacted by Capital investments controlled by the Company are shown on separate lines in Note 5;</li> <li>&gt; Net income attributable to SNC-Lavalin shareholders from Capital investments;</li> <li>&gt; Certain other notes provide information regarding Capital investments separately from E&amp;C.</li> </ul>

It should be noted that most of the financial impact of Capital investments accounted for by the full consolidation method on the statement of financial position were from AltaLink, which was sold in December 2014. While the assets and liabilities related to Capital investments significantly decreased as at December 31, 2015 compared with the previous year, additional information is still provided in this MD&A and in the Company's 2015 audited annual consolidated financial statements for comparative purposes and for operations that occurred in 2015.



Section 8.5 of the current MD&A also presents specific information on the Company's Capital investments, including a snapshot on Highway 407, which is considered to represent the most significant portion of the total fair value of the Company's Capital investments portfolio.

## 4 Our Key Financial Performance Indicators

To enable the Company to continuously strive to create value for its shareholders it regularly evaluates its overall performance using key financial indicators, namely:

- > **Net income attributable to SNC-Lavalin shareholders**, which is used by the Company to evaluate its profitability;
- > **Earnings before interest and income taxes ("EBIT") and earnings before interest, income taxes, depreciation and amortization ("EBITDA")**, which are key indicators of the Company's operational performance;
- > **Adjusted diluted earnings per share from E&C ("Adjusted diluted EPS from E&C")** is defined as net income attributable to SNC-Lavalin shareholders from E&C, excluding charges related to restructuring and right-sizing, as well as amortization of intangible assets, and the acquisition and integration costs incurred in connection with the acquisition of Kentz in 2014, divided by the weighted average outstanding number of shares for the period. Adjusted diluted EPS from E&C is a non-IFRS financial measure which is an indicator of the Company's financial performance of its E&C activities;
- > **Operating cash flow**, which corresponds to the net cash generated from operating activities as presented in the Company's consolidated statement of cash flows, is a key indicator of the Company's ability to generate cash from its operations including how it manages its working capital; and
- > **Cash net of recourse debt**, which is a key indicator of the Company's financial capability.

The following table presents a summary of the Company's key financial performance indicators and outlines the results achieved as at or for the years ended December 31, 2015, 2014 and 2013.

## KEY FINANCIAL PERFORMANCE INDICATORS

FINANCIAL INDICATORS ACTUAL RESULTS (IN MILLIONS CA\$, EXCEPT ADJUSTED DILUTED EARNINGS (LOSS) PER SHARE FROM E&C)	2015	2014	2013
Net income attributable to SNC-Lavalin shareholders	\$ 404.3	\$ 1,333.3	\$ 35.8
Earnings before interest and income taxes ("EBIT")	\$ 521.6	\$ 1,877.4	\$ 228.8
Earnings before interest, income taxes, depreciation and amortization ("EBITDA")	\$ 684.0	\$ 2,073.1	\$ 486.2
Adjusted diluted earnings (loss) per share from E&C (in \$) ("Adjusted diluted EPS from E&C")	\$ 1.34	\$ 0.36	\$ (0.88)
Operating cash flow	\$ (514.7)	\$ 264.1	\$ 333.2
Cash net of recourse debt (cash and cash equivalents less cash and cash equivalents from Capital investments and recourse debt)	\$ 1,215.6	\$ 1,324.0	\$ 742.2

**Net income attributable to SNC-Lavalin shareholders in 2015 decreased to \$404.3 million** (\$2.68 per share on a diluted basis), compared with \$1,333.3 million (\$8.74 per share on a diluted basis) in 2014. Net income attributable to SNC-Lavalin shareholders of the past three years is discussed in section 5.1.

**EBIT decreased to \$521.6 million in 2015**, compared with \$1,877.4 million in 2014. **EBITDA decreased to \$684.0 million in 2015**, compared with \$2,073.1 million in 2014. The Company's EBIT and EBITDA are discussed in section 5.3.

**Adjusted diluted earnings per share from E&C**, as calculated by the Company, increased to \$1.34, compared with \$0.36 in 2014. The Company's adjusted diluted earnings per share from E&C is discussed in section 5.2.

**Operating cash flows were negative \$514.7 million in 2015**, compared with positive operating cash flows of \$264.1 million in 2014. Cash generated from operating activities is discussed in section 10.3.

**The Company's cash net of recourse debt of \$1,215.6 million as at December 31, 2015** contributes to the capacity of the Company to meet operating, investing and financing needs. The Company's liquidity and capital resources are discussed in section 10.

## 5 Breakdown of Income Statement

YEAR ENDED DECEMBER 31 (IN MILLIONS CAD, EXCEPT EARNINGS (LOSS) PER SHARE)	2015		2014		2013		
Revenues							
From E&C	\$	9,363.5	\$	7,334.7	\$	7,149.3	
From Capital		223.4		904.1		763.8	
	\$	9,587.0	\$	8,238.8	\$	7,913.2	
Gross margin							
From E&C	\$	1,225.8	13.1%	\$ 700.9	9.6%	\$ 650.9	9.1%
From Capital		207.0	92.6%	639.9	70.8%	464.9	60.9%
	\$	1,432.8	14.9%	\$ 1,340.8	16.3%	\$ 1,115.8	14.1%
Selling, general and administrative expenses:							
From E&C		824.6		765.7		783.4	
From Capital		31.1		75.7		53.1	
		855.6		841.4		836.6	
Restructuring costs and goodwill impairment		116.4		109.9		123.5	
Impairment of investments		-		28.5		-	
Acquisition-related costs and integration costs		19.6		62.5		-	
Amortization of intangible assets related to Kentz acquisition		94.0		36.5		-	
Gain on disposals of Capital investments		(174.4)		(1,615.4)		(73.0)	
Earnings before interest and income taxes	\$	521.6	5.4%	\$ 1,877.4	22.8%	\$ 228.8	2.9%
Net financial expenses:							
From E&C		(7.7)		38.9		19.5	
From Capital		8.0		180.9		131.2	
		0.3		219.8		150.7	
Earnings before income taxes		521.3		1,657.6		78.1	
Income taxes		83.7		323.0		41.7	
Net income	\$	437.5		\$ 1,334.6		\$ 36.4	
Net income attributable to:							
SNC-Lavalin shareholders	\$	404.3		\$ 1,333.3		\$ 35.8	
Non-controlling interests		33.2		1.2		0.6	
Net income	\$	437.5		\$ 1,334.6		\$ 36.4	
Earnings per share (\$)							
Basic	\$	2.68		\$ 8.76		\$ 0.24	
Diluted	\$	2.68		\$ 8.74		\$ 0.24	
Supplementary information							
Net income (loss) attributable to SNC-Lavalin shareholders:							
From E&C	\$	95.8		\$ (300.5)		\$ (245.8)	
From Capital		308.5		1,633.9		281.6	
Net income attributable to SNC-Lavalin shareholders	\$	404.3		\$ 1,333.3		\$ 35.8	
Adjusted EBITDA from E&C	\$	433.4	4.6%	\$ 152.8	2.1%	\$ (20.1)	(0.28%)
Adjusted diluted earnings (loss) per share from E&C (\$)	\$	1.34		\$ 0.36		\$ (0.88)	

## 5.1 Net Income Analysis

The analysis that follows is for 2015, 2014 and 2013.

**Net income attributable to SNC-Lavalin shareholders decreased in 2015** compared with 2014, reflecting a lower net income from Capital, due to the disposal of the Company's interest in AltaLink in December 2014, partially offset by a higher net income attributable to SNC-Lavalin shareholders from E&C in 2015. The increase in net income in 2014 compared with 2013 was reflective of a higher net income attributable to SNC-Lavalin shareholders from Capital, partially offset by a higher net loss attributable to SNC-Lavalin shareholders from E&C in 2014.

**Net income attributable to SNC-Lavalin shareholders from E&C was \$95.8 million in 2015**, compared to a net loss attributable to SNC-Lavalin shareholders from E&C of \$300.5 million in 2014, mainly attributable to improved Segment EBIT from all segments, particularly from Oil & Gas, for which an incremental contribution was generated by the Kentz acquisition in August 2014. Additionally, certain notable items had an impact on net income attributable to SNC-Lavalin shareholders in 2015 and 2014, mainly:

- > \$116.4 million (\$87.7 million after taxes) of restructuring costs in 2015, compared with \$109.9 million (\$99.5 million after taxes) of restructuring costs in 2014;
- > \$94.0 million (\$72.0 million after taxes) of amortization of intangible assets related to the acquisition of Kentz, compared with \$36.5 million (\$26.5 million after taxes) in 2014;
- > \$37.0 million (\$32.6 million after taxes) of a net foreign exchange gain in 2015;
- > \$19.6 million (\$15.2 million after taxes) of acquisition-related and integration costs in 2015, related to the acquisition of Kentz, compared with \$62.5 million (\$53.2 million after taxes) in 2014.

There was a net loss attributable to SNC-Lavalin shareholders from E&C of \$300.5 million in 2014 compared with \$245.8 million in 2013, attributable to additional reserves recorded to account for increased counterparty credit risk, impairment of an investment, as well as other charges related to the restructuring and right-sizing plan. In addition, the increase in net loss attributable to SNC-Lavalin shareholders from E&C in 2014 compared with 2013 can be further explained by the expenses incurred by the Company due to the acquisition of Kentz in 2014, namely financing, acquisition-related and integration costs in 2014, as well as amortization expenses of intangible assets related to the acquisition, as presented above. Unfavourable outcomes and reforecasts had a negative impact on net income attributable to SNC-Lavalin shareholders from E&C in both 2014 and 2013.

**Net income attributable to SNC-Lavalin shareholders from Capital decreased in 2015** compared with 2014, principally due to a net gain of \$1,334.2 million on disposals of AltaLink, Astoria and Ovation in 2014, and the fact that these three investments are no longer contributing in 2015, partially offset by the net gain of \$145.7 million on disposal of the Company's investment in Ambatovy in 2015, further described in section 8.5. In 2015, the decrease in net income attributable to SNC-Lavalin shareholders from Capital was partially offset by higher dividends received from Highway 407 compared with the previous year.

Net income attributable to SNC-Lavalin shareholders from Capital increased in 2014 compared with 2013, principally due to the net gain of \$1,334.2 million on disposals of AltaLink, Astoria and Ovation, compared to a net gain of \$36.2 million on partial disposal of Astoria II in 2013. In addition, the net income from Capital increased in 2014 due to a higher net

income from AltaLink, and the Company ceasing to depreciate and amortize AltaLink's non-current assets starting May 1<sup>st</sup>, 2014, resulting from the classification of AltaLink's assets and liabilities as assets and liabilities of a disposal group classified as held for sale at that date. There were also higher dividends received from Highway 407 in 2014 compared with 2013. The increase was also partially offset by the impairment of an investment, as well as a lower contribution from SKH in 2014.

## 5.2 Adjusted Net Income from E&C and Adjusted diluted EPS from E&C

Adjusted net income from E&C is defined as net income attributable to SNC-Lavalin shareholders from E&C, excluding one-time net foreign exchange gains, charges related to restructuring and right-sizing, as well as amortization of intangible assets, and the financing, acquisition-related costs and integration costs incurred in connection with the acquisition of Kentz in 2014. The term "Adjusted net income from E&C" does not have any standardized meaning under IFRS. Therefore, it may not be comparable to similar measures presented by other issuers. Adjusted net income from E&C is a non-IFRS financial measure that is an indicator of the Company's financial performance of its E&C activities. Management uses this measure as a more meaningful way to compare the Company's financial performance from period to period. Management believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance.

Adjusted diluted earnings per share from E&C ("Adjusted diluted EPS from E&C") is defined as adjusted net income from E&C, divided by the weighted average outstanding number of shares for the period. Adjusted diluted EPS from E&C is a non-IFRS financial measure that is an indicator of the Company's financial performance of its E&C activities.

### RECONCILIATION OF ADJUSTED NET INCOME FROM E&C AND ADJUSTED DILUTED EPS FROM E&C

YEAR ENDED DECEMBER 31 (IN MILLIONS CAD, EXCEPT PER DILUTED SHARE INFORMATION (\$))	2015		2014	
FROM E&C		PER DILUTED SHARE		PER DILUTED SHARE
Net income	\$ 437.5	\$ 2.68	\$ 1,334.6	\$ 8.74
Less:				
Non-controlling interests	33.2	-	1.2	-
Net income attributable to SNC-Lavalin shareholders from Capital	308.5	-	1,633.9	-
<b>Net income (loss) attributable to SNC-Lavalin shareholders from E&amp;C / Diluted EPS from E&amp;C</b>	<b>\$ 95.8</b>	<b>\$ 0.63</b>	<b>\$ (300.5)</b>	<b>\$ (1.97)</b>
Adjustments (net of income taxes):				
Restructuring and right-sizing costs	51.4 <sup>(1)</sup>	0.34	248.5	1.63
Acquisition-related costs and integration costs	15.2	0.10	53.2	0.35
Amortization of intangible assets related to Kentz acquisition	72.0	0.48	26.5	0.17
Financial expenses related to Kentz acquisition	-	-	27.3	0.18
Non-recurring foreign exchange gain	(32.6)	(0.22)	-	-
<b>Adjusted net income attributable to SNC-Lavalin shareholders from E&amp;C / Adjusted diluted EPS from E&amp;C</b>	<b>\$ 201.8</b>	<b>\$ 1.34</b>	<b>\$ 54.9</b>	<b>\$ 0.36</b>

(1) An amount related to the restructuring and right-sizing plan of \$36.3 million (\$36.3 million after taxes) originally included in the 2014 gross margin, in accordance with IFRS, was reversed in the fourth quarter of 2015 due to a favorable outcome.

## 5.3 Earnings Before Interest and Income Taxes ("EBIT") and Earnings before interest, income taxes, depreciation and amortization ("EBITDA") Analysis

**EBIT** is a non-IFRS financial measure, which is an indicator of the entity's capacity to generate income from operations before taking into account management's financing decisions. Accordingly, EBIT is defined herein as income before net financial expenses and income taxes. **EBITDA**, a non-IFRS financial measure, is defined as income before net financial expenses, income taxes, depreciation and amortization. **Adjusted EBITDA**, a non-IFRS financial measure, is defined as income before net financial expenses, income taxes, depreciation and amortization, and excludes one-time net foreign exchange gains, charges related to restructuring and right-sizing, as well as the acquisition-related costs and integration costs incurred in connection with the acquisition of Kentz in 2014. Management uses these measures as a more meaningful way to compare the Company's financial performance from period to period. Management believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance.

### RECONCILIATION OF EBIT, EBITDA AND ADJUSTED EBITDA TO NET INCOME (LOSS)

YEAR ENDED DECEMBER 31 (IN MILLIONS CAS)	2015			2014		
	FROM E&C	FROM CAPITAL	TOTAL	FROM E&C	FROM CAPITAL	TOTAL
Net income (loss)	\$ 129.0	\$ 308.5	\$ 437.5	\$ (299.3)	\$ 1,633.9	\$ 1,334.6
Net financial expenses	(7.7)	8.0	0.3	38.9	180.9	219.8
Income taxes	49.9	33.8	83.7	(22.7)	345.8	323.0
<b>EBIT</b>	<b>\$ 171.3</b>	<b>\$ 350.3</b>	<b>\$ 521.6</b>	<b>\$ (283.1)</b>	<b>\$ 2,160.5</b>	<b>\$ 1,877.4</b>
Impairment of investments	-	-	-	9.4	19.1	28.5
Amortization of intangible assets related to Kentz acquisition	94.0	-	94.0	36.5	-	36.5
Depreciation and amortization	68.4	-	68.4	77.2	53.5	130.8
<b>EBITDA</b>	<b>\$ 333.7</b>	<b>\$ 350.3</b>	<b>\$ 684.0</b>	<b>\$ (160.0)</b>	<b>\$ 2,233.1</b>	<b>\$ 2,073.1</b>
<b>(as % of Revenues)</b>	<b>3.6%</b>	<b>N/A</b>	<b>7.1%</b>	<b>N/A</b>	<b>N/A</b>	<b>25.2%</b>
Restructuring and right-sizing costs	80.1 <sup>(1)</sup>			250.3		
Acquisition-related costs and integration costs	19.6			62.5		
<b>Adjusted EBITDA from E&amp;C</b>	<b>\$ 433.4</b>			<b>\$ 152.8</b>		
<b>(as % of Revenues)</b>	<b>4.6%</b>			<b>2.1%</b>		

(1) An amount related to the restructuring and right-sizing plan of \$36.3 million (\$36.3 million after taxes) originally included in the 2014 gross margin, in accordance with IFRS, was reversed in the fourth quarter of 2015 due to a favorable outcome.

In 2015, EBIT from E&C was \$171.3 million, compared with a negative EBIT of \$283.1 million in 2014, mainly due to higher contributions from Oil & Gas, Infrastructure, Mining & Metallurgy and Power. In 2015, EBIT from E&C included \$162.4 million for amortization of intangible assets related to the acquisition of Kentz and depreciation and amortization, compared with \$113.7 million in 2014. This resulted in an **EBITDA from E&C of \$333.7 million in 2015**, compared with a negative EBITDA of \$160.0 million in 2014. EBITDA from E&C included \$80.1 million for restructuring and right-sizing costs in 2015, compared with \$250.3 million in 2014, as well as \$19.6 million in acquisition-related costs and integration costs in 2015, compared with \$62.5 million in 2014, in connection with the acquisition of Kentz in August 2014. As such,

the 2015 **Adjusted E&C EBITDA amounted to \$433.4 million**, which represented 4.6% of 2015 E&C revenues, compared with \$152.8 million in 2014, which represented 2.1% of 2014 E&C revenues.

**EBIT and EBITDA from Capital amounted to \$350.3 million in 2015**, compared with an EBIT from Capital of \$2,160.5 million and an EBITDA from Capital of \$2,233.1 million in 2014. In 2015, the decrease in EBIT and EBITDA is mainly explained by the fact that the net gain on disposal of the Company's investment in Ambatovy in 2015, further described in section 8.5, and higher dividends received from Highway 407 were more than offset by the gain on disposal of AltaLink in 2014. Furthermore, AltaLink is no longer contributing in 2015, whereas the contribution of AltaLink was included in the Company's results in 2014, until it was sold in December 2014. In 2014, EBIT from Capital also included depreciation and amortization of AltaLink's non-current assets until May 1<sup>st</sup>, 2014, which corresponds to the date AltaLink's assets and liabilities were classified as held for sale, as well as an impairment of investment.

## 5.4 Revenue and Gross Margin Analysis

**Revenues increased in 2015** compared with 2014, reflecting an increase in revenues from E&C, partially offset by a decrease in revenues from Capital. Revenues increased in 2014 compared with 2013, reflecting an increase in revenues from E&C and from Capital.

**Gross margin increased in 2015** compared with the previous year, reflecting an increase in gross margin from E&C, partially offset by a decrease in gross margin from Capital. Gross margin increased in 2014 compared with the previous year, reflecting a higher gross margin from E&C and from Capital.

### E&C REVENUES AND GROSS MARGIN

**E&C revenues increased in 2015** compared with 2014, due to an increase in Oil & Gas and Power, partially offset by lower revenues from Infrastructure and Mining & Metallurgy.

**E&C gross margin increased in 2015** compared with 2014, principally reflecting an increase in gross margin-to-revenue ratio from Oil & Gas, Infrastructure and Mining & Metallurgy, partially offset by a decrease in gross margin-to-revenue ratio from Power. Gross margin also increased in 2015 due to a higher volume of activity, mainly in Oil & Gas from the acquisition of Kentz, which was completed on August 22, 2014, as well as Power, partially offset by a lower level of activity from Mining & Metallurgy and Infrastructure.

E&C gross margin increased in 2014 compared with 2013, mainly due to a favourable variance in the gross margin-to-revenue ratio in Infrastructure, partially offset by a lower volume of activity in Power. In addition, the higher gross margin from Oil & Gas was mainly due to the incremental gross margin from Kentz, partially offset by a lower volume of activity in Mining & Metallurgy in 2014.

### REVENUES FROM CAPITAL INVESTMENTS AND GROSS MARGIN

The relationship between revenues and gross margin for Capital investments activities is not meaningful, as a significant portion of the investments are accounted for under either the equity or cost methods, which do not reflect the line-by-line items of the individual Capital investment's financial results.

Revenues and gross margin from Capital decreased in 2015 compared with 2014, mainly reflecting the disposal of the Company's ownership interest in AltaLink in 2014, which is no longer contributing in 2015.

## 5.5 Selling, General and Administrative Expenses Analysis

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$)	2015	2014	CHANGE (%)
Selling costs	\$ 188.4	\$ 188.4	-
General and administrative expenses	667.2	653.0	2.2%
<b>Selling, general and administrative expenses</b>	<b>\$ 855.6</b>	<b>\$ 841.4</b>	<b>1.7%</b>

Selling, general and administrative expenses in 2015 were in line with 2014, despite a full year of incremental selling, general and administrative expenses from Kentz. This is mainly attributable to costs savings resulting from the Company's restructuring and right-sizing plans, including the "STEP Change" program launched in September 2015.

In 2015 and 2014, the Company's **corporate** selling, general and administrative expenses included, amongst others, the following expenses:

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$)	2015	2014
Investigations and related matters	\$ 6.5	\$ (8.2) <sup>(1)</sup>
Expenses related to new information technology systems	19.0	28.3
Expenses related to the Compliance Program	19.9	18.5
<b>Total</b>	<b>\$ 45.4</b>	<b>\$ 38.6</b>

(1) As disclosed in Note 32 to the Company's 2015 audited annual consolidated financial statements, the Company was recognized as an injured party in 2014 in the context of certain proceedings and was entitled to recover an amount of \$17.2 million plus interests in connection therewith.

In accordance with the methodology described in Note 4 to the Company's 2015 audited annual consolidated financial statements, **corporate** selling, general and administrative expenses that are not directly related to projects or segments are no longer allocated to each of the Company's segments.

## 5.6 Restructuring Costs

In 2015, the Company successfully completed its previously announced "STEP Change" program. This program has delivered increased competitiveness and agility, as well as identifying a significant number of cost reduction initiatives. It has also aligned the organization with market conditions. For the year ended December 31, 2015, the Company recorded a total of \$87.7 million after taxes (\$116.4 million before taxes) of charges relating to its restructuring and right-sizing plan, including the "STEP Change" program, which is \$7 million after taxes less than previously announced.

In 2014, the Company restructured certain of its activities and, in November 2014, announced that it will take a number of steps to restructure and right-size certain areas of its business as it continues to execute its five-year strategic plan and to build a global Tier-1 engineering and construction firm. A total of \$109.9 million of restructuring costs were incurred in 2014.



The restructuring costs recognized in 2015 and 2014 were mainly for severances, the disposal of certain activities and closure of certain offices.

## 5.7 Impairment of investments

In 2015, there were no impairment of investments, whereas during the year ended December 31, 2014, SNC-Lavalin recognized impairment losses on two of its investments accounted for by the equity method, one included in the Capital segment and one included in the Oil & Gas segment, for a combined amount of \$28.5 million.

## 5.8 Acquisition-Related Costs and Integration Costs

In 2015, the Company incurred acquisition-related costs and integration costs totalling \$19.6 million, attributable to the integration of Kentz. In 2014, the Company incurred acquisition-related costs and integration costs totaling \$62.5 million attributable to the acquisition of Kentz, due to a \$34.7 million unfavourable remeasurement of a foreign exchange hedge settled in the third quarter of 2014, as well as \$27.8 million of professional fees and other related costs.

## 5.9 Net gain on disposals of Capital investments

In 2015, in line with its business strategy, the Company completed the disposal of its investment in Ambatovy, resulting in a gain before taxes of \$174.3 million (\$145.7 million after taxes). In 2014, the Company disposed of its investments in AltaLink and Astoria for gains before taxes of \$1,558.4 million and \$61.1 million respectively, and of its investment in Ovation for a loss before taxes of \$4.1 million, resulting in a cumulative net gain before taxes of \$1,615.4 million (\$1,334.2 million after taxes).

## 5.10 Net Financial Expenses

**Net financial expenses decreased in 2015** compared with 2014, reflecting a decrease from Capital and from E&C.

**Net financial expenses from E&C decreased in 2015** compared with 2014, mainly resulting from a net foreign exchange gain of \$37.0 million primarily due to intragroup loans used for repayment of recourse debt of Kentz in 2014. In 2015, the Company entered into foreign exchange derivative instruments to economically hedge the foreign exchange portion of the abovementioned intragroup loans.

**Net financial expenses from Capital decreased in 2015** compared with 2014, primarily due to the disposal of AltaLink in the fourth quarter of 2014.

YEAR ENDED DECEMBER 31 (IN MILLIONS CAS)	2015			2014		
	FROM E&C	FROM CAPITAL	TOTAL	FROM E&C	FROM CAPITAL	TOTAL
Interest revenues	\$ (12.4)	\$ (19.6)	\$ (32.0)	\$ (6.6)	\$ (16.2)	\$ (22.8)
Interest on debt:						
Recourse	24.9	-	24.9	59.2	-	59.2
Non-recourse						
AltaLink	-	-	-	-	178.2	178.2
Other	-	26.8	26.8	-	25.1	25.1
Net foreign exchange losses (gains)	(42.9)	0.1	(42.9)	(28.7)	(9.2)	(37.9)
Other	22.7	0.7	23.5	15.0	2.9	18.0
Net financial expenses	\$ (7.7)	\$ 8.0	\$ 0.3	\$ 38.9	\$ 180.9	\$ 219.8

## 5.11 Income Taxes Analysis

Income taxes have decreased to \$83.7 million in 2015 from \$323.0 million in 2014, as a result of a significant decrease in income taxes from Capital, mainly due to the gain on disposal of the Company's investment in AltaLink in 2014. This decrease was partly offset by an income tax expense from E&C in 2015, compared to a recovery of income taxes in 2014.

The effective income tax rate from E&C increased in 2015 compared with 2014. The effective income tax rate from E&C was in line with the statutory income tax rate of 26.6% in 2015.

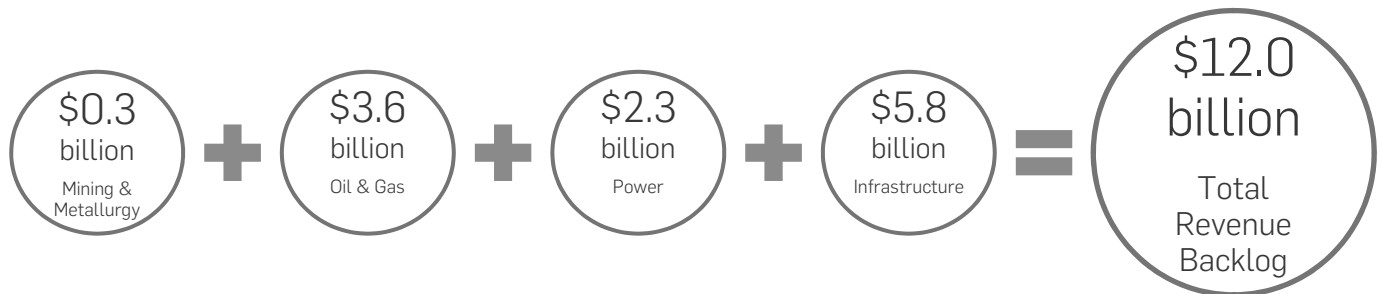
The low effective income tax rate from E&C in 2014, when compared with the Company's statutory income tax rate of 26.5%, mainly reflected losses that did not generate an income tax benefit, the effect of valuation allowances on previously recognized deferred income tax assets, as well as permanent differences, including non-deductible restructuring costs and acquisition-related costs, partially offset by the geographic mix of earnings (loss) before income taxes.

The effective income tax rate from Capital investments decreased in 2015 compared with 2014. The decrease in effective income tax rate from Capital in 2015 compared with 2014 is mainly attributable to the taxable capital gain on disposal of AltaLink in the fourth quarter of 2014, partially offset by a taxable capital gain realized on the disposal of the Company's investment in Ambatovy in 2015. In addition, the income tax rate has decreased due to a greater proportion of non-taxable EBIT in 2015 compared with 2014, which is mainly due to the dividends received from Highway 407.

The following table provides a summary of the Company's effective income tax rate from E&C and from Capital investments.

YEAR ENDED DECEMBER 31 (IN MILLIONS CAS)	2015			2014		
	FROM E&C	FROM CAPITAL	TOTAL	FROM E&C	FROM CAPITAL	TOTAL
Earnings (loss) before income taxes	\$ 179.0	\$ 342.3	\$ 521.3	\$ (322.0)	\$ 1,979.6	\$ 1,657.6
Income taxes	\$ 49.9	\$ 33.8	\$ 83.7	\$ (22.7)	\$ 345.8	\$ 323.0
Effective income tax rate (%)	27.9%	9.9%	16.1%	7.1%	17.5%	19.5%

## 6 Revenue Backlog



The Company reports revenue backlog, which is a non-IFRS financial measure, for **E&C**. Revenue backlog is a **forward-looking indicator of anticipated revenues** to be recognized by the Company. It is determined based on **contract awards** that are considered **firm**.

The Company aims to provide a revenue backlog that is both meaningful and current. As such, the Company regularly reviews its backlog to ensure that it reflects any modifications, which include awards of new projects, changes of scope on current projects, and project cancellations, if any.

Revenue backlog includes reimbursable contracts (40% in 2015) and fixed-price contracts (60% in 2015).

## REVENUE BACKLOG BY SEGMENT AND GEOGRAPHIC AREA

The following table provides a breakdown of revenue backlog by segment and geographic area.

AT DECEMBER 31 (IN MILLIONS CA\$)	2015	2014 <sup>(1)</sup>
BY SEGMENT		
<b>Mining &amp; Metallurgy</b>	\$ 279.0	\$ 774.6
<b>Oil &amp; Gas</b>	\$ 3,594.5	\$ 4,927.2
<b>Power</b>	\$ 2,320.7	\$ 2,512.4
<b>Infrastructure</b>		
Infrastructure & Construction	\$ 3,819.0	\$ 2,163.4
O&M	1,978.7	1,947.9
Subtotal - Infrastructure	\$ 5,797.7	\$ 4,111.3
<b>Total</b>	\$ 11,991.9	\$ 12,325.5
FROM CANADA AND OUTSIDE CANADA		
From Canada	\$ 6,081.7	\$ 5,171.8
Outside Canada	5,910.2	7,153.6
<b>Total</b>	\$ 11,991.9	\$ 12,325.5

(1) Comparative figures have been restated to reflect the changes made to the Company's segment reporting structure.

The Company's revenue backlog decreased at December 31, 2015 compared with 2014, reflecting a decrease in Oil & Gas, Mining & Metallurgy, and Power, partially offset by an increase in Infrastructure.

Backlog from Canada increased in 2015, primarily due to an increase in Infrastructure, partially offset by a decrease in Power, Mining & Metallurgy, and Oil & Gas.

Backlog from Outside Canada decreased in 2015, principally due to a decrease in Oil & Gas and Mining & Metallurgy, partially offset by an increase in Power and Infrastructure.

## 6.1 Backlog Reconciliation

In the following section, the Company presents its "booking-to-revenue ratio" by category of activity, a non-IFRS measure. The ratio is obtained by dividing the contract bookings by the revenues, for a given period. This measure provides a basis for assessing the renewal of business. However, the revenue backlog measure does not include prospects, one of the key elements taken into account when estimating revenues and gross margin for budget and forecast purposes described in section 3.2, which can be a significant portion of the budgeted and/or forecasted revenues.

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$ EXCEPT FOR BOOKING-TO-REVENUE RATIO)	2015	2014
Opening backlog	\$ 12,325.5	\$ 8,287.8
Add: Contract bookings during the year	9,030.0	6,041.5
Backlog from business acquisitions, net of disposals	-	5,330.8
Less: Revenues recognized during the year	9,363.5	7,334.7
<b>Ending backlog</b>	<b>\$ 11,991.9</b>	<b>\$ 12,325.5</b>
<b>Booking-to-revenue ratio</b>	<b>0.96</b>	<b>0.82</b>

In 2015, major contract awards include the Eglinton Crosstown and the New Champlain Bridge Corridor project, as described in section 8.5, as well as the Keys Energy Center project in the United States. In 2014, major additions to the backlog included projects of Kentz, acquired by the Company on August 22, 2014, as well as the John Hart Generating Station Replacement Facility in Canada.

Note that the backlog as at December 31, 2015 excludes SNC-Lavalin's share of the recently awarded \$2.75 billion contract for the execution phase of a nuclear refurbishment project announced in January 2016.

It should also be noted that O&M activities are provided under contracts that can cover a period of up to 40 years. A large number of the Company's O&M contracts have been signed for a period that extends well beyond the five-year timeframe for which revenues are included in the Company's O&M backlog. In order to provide information that is comparable to the revenue backlog of other categories of activity, the Company limits the O&M revenue backlog to the earlier of: i) **the contract term**; and ii) **the next five years**.

The following table indicates the revenue backlog for the O&M category by year for the five years that have been included in backlog, per the Company's booking policy, as well as the anticipated revenues to be derived thereafter, based on its firm contracts, which are not included in backlog.

(IN MILLIONS CAS)	INCLUDED IN BACKLOG						NOT INCLUDED IN BACKLOG
	2016	2017	2018	2019	2020	TOTAL	THEREAFTER
O&M backlog	\$ 496.9	\$ 433.7	\$ 405.3	\$ 361.6	\$ 281.2	\$ 1,978.7	\$ 3,490.6



## Geographic Breakdown of Revenues by Category of Activity

YEAR ENDED DECEMBER 31  
(IN MILLIONS CA\$)

	2015			
	E&C	CAPITAL	TOTAL	%
Canada	\$ 4,023.9	\$ 189.7	\$ 4,213.6	44%
Middle East	1,393.1	-	1,393.1	15%
Australia	1,391.3	-	1,391.3	14%
United States	766.4	2.0	768.4	8%
Africa	654.2	15.5	669.7	7%
Latin America	559.9	-	559.9	6%
Europe	506.2	16.2	522.4	5%
Other Regions	68.6	-	68.6	1%
<b>Total</b>	<b>\$ 9,363.5</b>	<b>\$ 223.4</b>	<b>\$ 9,587.0</b>	<b>100%</b>

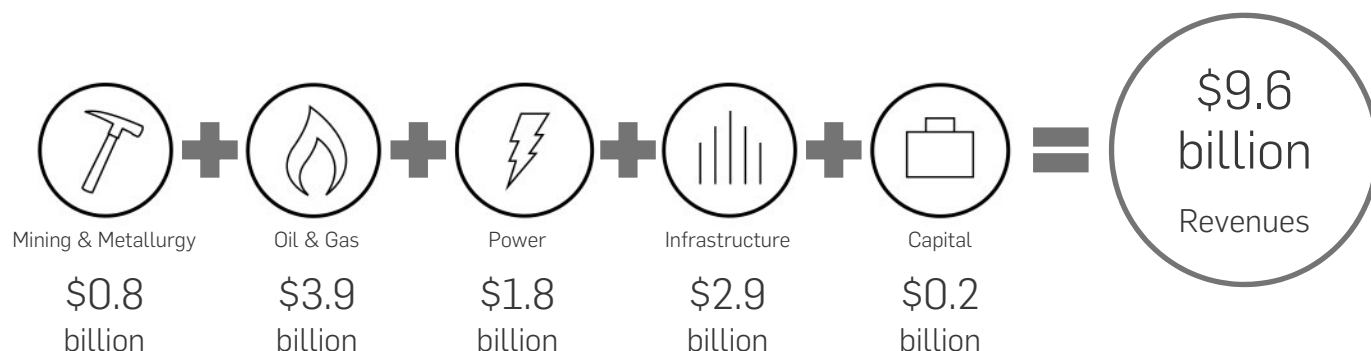
YEAR ENDED DECEMBER 31  
(IN MILLIONS CA\$)

	2014 <sup>(1)</sup>			
	E&C	CAPITAL	TOTAL	%
Canada	\$ 4,057.1	\$ 856.9	\$ 4,914.1	60%
Middle East	567.7	-	567.7	7%
Australia	411.4	-	411.4	5%
United States	535.9	14.2	550.0	7%
Africa	449.6	20.7	470.3	6%
Latin America	609.2	-	609.2	7%
Europe	583.5	12.3	595.8	7%
Other regions	120.3	-	120.3	1%
<b>Total</b>	<b>\$ 7,334.7</b>	<b>\$ 904.1</b>	<b>\$ 8,238.8</b>	<b>100%</b>

(1) Comparative figures have been restated to reflect the revenues from Australia, which were formerly included in Asia Pacific & Other regions.

- > **Revenues in Canada decreased in 2015** compared with 2014, mainly due to a decrease in Capital, Infrastructure, and Mining & Metallurgy, partially offset by an increase from Power. The decrease in Capital is primarily due to the disposal of AltaLink in 2014.
- > **Revenues from the Middle East increased in 2015** compared with 2014, primarily due to an increase in Oil & Gas, Mining & Metallurgy, and Infrastructure.
- > **Revenues in Australia increased in 2015** compared with 2014, mainly attributable to an increase in Oil & Gas.
- > **Revenues from the United States increased in 2015** compared with 2014, mainly reflecting an increase in Power and Oil & Gas.
- > **Revenues from Africa increased in 2015** compared with 2014, primarily due to an increase in Oil & Gas and Infrastructure, partially offset by a decrease in Power.
- > **Revenues in Latin America decreased in 2015** compared with 2014, principally reflecting a decrease in Power, Mining & Metallurgy, and Infrastructure, partially offset by an increase in Oil & Gas.
- > **Revenues from Europe decreased in 2015** compared with 2014, mainly due to a decrease in Power and Infrastructure.
- > **Revenues from other regions, decreased in 2015** compared with the previous year, mainly reflecting a decrease in Power and Oil & Gas.

## 8 Segmented Information



As mentioned previously, the Company's results are analyzed by segment. The segments regroup related activities within SNC-Lavalin consistent with the way management performance is evaluated. The Company presents the information in the way management performance is evaluated, and regroups its projects within the related industries.

In the first quarter of 2015, the Company revised its reportable segments to reflect a change made to its internal reporting structure and retrospectively reclassified the Environment & Water sub-segment included in the previously named Resources, Environment and Water segment to the Infrastructure & Construction sub-segment included in the Infrastructure segment. In addition, in April 2015, the Company announced certain organizational changes in order to further align its business structure with its markets. This reorganization resulted in certain changes in the way activities are regrouped and reportable segments are presented and analyzed. As such, the Company's reportable segments are now i) **Mining & Metallurgy**; ii) **Oil & Gas**; iii) **Power**; iv) **Infrastructure**; and v) **Capital**.

Furthermore, corporate selling, general and administrative expenses that are not directly related to projects or segments are no longer allocated to the Company's segments starting January 2015. Therefore, the Company's segment EBIT no longer includes these corporate selling, general and administrative expenses, which used to be allocated based on the gross margin of each of these segments. The Company believes that the use of such segment EBIT will improve the quality of its segments disclosure by providing information that is more comparable relating to their results from operations.

Therefore, since January 2015, the Company evaluates segment performance using **segment EBIT**, which consists, except for the Capital segment, of gross margin less i) directly related selling, general and administrative expenses, ii) corporate selling, general and administrative expenses that are directly related to projects or segments; and iii) non-controlling interests before taxes. Corporate selling, general and administrative expenses that are not directly related to projects or segments, restructuring costs, goodwill impairment, acquisition-related costs and integration costs and amortization of intangible assets related to Kentz acquisition are not allocated to the Company's segments. Comparative figures in this MD&A have been restated to reflect all changes to the Company's reportable segments mentioned above.



The Company generally derives its revenues from reimbursable contracts (60% in 2015) and fixed-price contracts (40% in 2015). The following discussion reviews the Company's segment revenues and segment EBIT.

YEAR ENDED DECEMBER 31 (IN MILLIONS CAS)	2015		
BY SEGMENT	REVENUES	SEGMENT EBIT	SEGMENT EBIT OVER REVENUES
<b>Mining &amp; Metallurgy</b>	\$ 780.9	\$ 73.1	9.4%
<b>Oil &amp; Gas</b>	\$ 3,914.6	\$ 300.6	7.7%
<b>Power</b>	\$ 1,784.8	\$ 116.4	6.5%
<b>Infrastructure</b>			
Infrastructure & Construction	\$ 1,847.7	\$ (2.2)	(0.1%)
O&M	1,035.5	54.4	5.3%
Subtotal - Infrastructure	\$ 2,883.2	\$ 52.2	1.8%
<b>Total – E&amp;C</b>	\$ 9,363.5	\$ 542.3	5.8%
<b>Capital</b>	\$ 223.4	\$ 368.4	164.9%
<b>Total</b>	\$ 9,587.0	\$ 910.7	9.5%
Less:			
Restructuring costs		\$ (116.4)	
Corporate selling, general and administrative expenses and others not allocated to segments		(199.0)	
Acquisition-related costs and integration costs		(19.6)	
Amortization of intangible assets related to Kentz acquisition		(94.0)	
Reversal of non-controlling interests before income taxes		39.8	
<b>EBIT</b>		\$ 521.6	

YEAR ENDED DECEMBER 31 (IN MILLIONS CAS)	2014 <sup>(1)</sup>		
BY SEGMENT	REVENUES	SEGMENT EBIT	SEGMENT EBIT OVER REVENUES
<b>Mining &amp; Metallurgy</b>	\$ 971.8	\$ 6.7	0.7%
<b>Oil &amp; Gas</b>	\$ 1,730.1	\$ (2.0)	(0.1%)
<b>Power</b>	\$ 1,350.3	\$ 81.6	6.0%
<b>Infrastructure</b>			
Infrastructure & Construction	\$ 1,969.1	\$ (128.8)	(6.5%)
O&M	1,313.4	43.8	3.3%
Subtotal - Infrastructure	\$ 3,282.5	\$ (85.0)	(2.6%)
<b>Total – E&amp;C</b>	\$ 7,334.7	\$ 1.2	0.0%
<b>Capital</b>	\$ 904.1	\$ 2,210.2	244.5%
<b>Total</b>	\$ 8,238.8	\$ 2,211.4	26.8%
Less:			
Restructuring costs		\$ (109.9)	
Corporate selling, general and administrative expenses and others not allocated to segments		(126.6)	
Acquisition-related costs and integration costs		(62.5)	
Amortization of intangible assets related to Kentz acquisition		(36.5)	
Reversal of non-controlling interests before income taxes		1.5	
<b>EBIT</b>		\$ 1,877.4	

(1) Comparative figures have been restated to reflect changes made to segment reporting structure and measure of profit and loss for the Company's reportable segments.

## 8.1 Mining & Metallurgy

The **Mining & Metallurgy** sector combines global-caliber expertise with deep local capabilities to provide tailored solutions for projects of any size, scope or complexity in the aluminium, gold, copper, iron ore, nickel, fertilizers and sulphur product sectors, among others. It includes a full range of activities and services in studies, sustaining capital and consulting, and major projects. The Mining & Metallurgy sector derives its revenues from reimbursable contracts (40% in 2015) and fixed-price contracts (60% in 2015).

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$)	2015	2014 <sup>(1)</sup>	CHANGE (%)
Revenues from Mining & Metallurgy	\$ 780.9	\$ 971.8	(19.6%)
Segment EBIT from Mining & Metallurgy	\$ 73.1	\$ 6.7	992.8%
Segment EBIT over revenues from Mining & Metallurgy (%)	9.4%	0.7%	
Revenue backlog at year end	\$ 279.0	\$ 774.6	(64.0%)

(1) Comparative figures have been restated to reflect changes made to the measure of profit and loss for the Company's reportable segments.

**Mining & Metallurgy revenues decreased in 2015** compared with 2014, reflecting a lower level of activity mainly attributable to the prolonged softening of the commodity markets and the completion or near completion of certain major projects.

The **major revenue contributors in 2015** included work on sulphuric acid plants in the Middle East and Europe, an atmospheric emissions reduction project for a nickel smelter complex in Canada, as well as projects related to potash in Western Canada.

The Company's **segment EBIT from Mining & Metallurgy increased in 2015** compared with 2014, mainly due to a higher gross margin-to-revenue ratio and a lower level of selling, general and administrative expenses, partially offset by a lower volume of activity. In 2015, the gross margin-to-revenue ratio included \$23.3 million in favourable outcomes from certain projects in North Africa.

In 2014, the gross margin-to-revenue ratio was negatively impacted by some demobilization costs on certain completed or near completed projects aimed at right-sizing certain activities in the Company. The gross margin-to-revenue ratio also included the impact of favourable cost reforecasts on certain projects in the Middle East that were offset by additional reserves on certain projects in North Africa.

## 8.2 Oil & Gas

**Oil & Gas** includes projects in the upstream, midstream, downstream (and supporting infrastructure) sectors for major oil and gas and resources companies, supporting these clients operating across the asset lifecycle from front end evaluation through decommissioning (capital expenditures and operational expenditures). Consistent with the way the Company's performance is evaluated, the Oil & Gas segment includes all projects executed by Kentz at the time of its acquisition by the Company in August 2014. The Oil & Gas sector derives its revenues from both reimbursable contracts (80% in 2015) and fixed-price contracts (20% in 2015).

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$)	2015	2014 <sup>(1)</sup>	CHANGE (%)
Revenues from Oil & Gas	\$ 3,914.6	\$ 1,730.1	126.3%
Segment EBIT from Oil & Gas	\$ 300.6	\$ (2.0)	N/A
Segment EBIT over revenues from Oil & Gas (%)	7.7%	(0.1%)	
Revenue backlog at year end	\$ 3,594.5	\$ 4,927.2	(27.0%)

(1) Comparative figures have been restated to reflect changes made to the measure of profit and loss for the Company's reportable segments.

**Oil & Gas revenues increased in 2015** compared with the previous year, primarily reflecting incremental revenues from Kentz, acquired on August 22, 2014.

The **major revenue contributors in 2015** included work on Liquefied Natural Gas ("LNG") projects in Australia, a refinery expansion project in Latin America, and engineering and an Oil & Gas infrastructure in Southern Africa. Other major revenue contributors for 2015 also included Supervisory Control and Data Acquisition ("SCADA") network infrastructures in the Middle East, Oil & Gas facilities and infrastructure in the Middle East, as well as work on a refinery and chemical complex in the United States.

**Segment EBIT from Oil & Gas was \$300.6 million in 2015**, compared with a negative segment EBIT of \$2.0 million in 2014, mainly reflecting a higher gross margin-to-revenue ratio, as well as a higher volume of activity from the acquisition of Kentz, partially offset by its incremental selling, general and administrative expenses. The 2015 gross margin includes a favourable impact of \$10.4 million on a completed project in Latin America.

The gross margin in 2014 was negatively impacted by some demobilization costs on certain completed or near completed projects aimed at right-sizing certain activities in the Company. In addition, there was a negative impact totalling \$72.5 million from losses on certain projects in Latin America due to an increase in counterparty credit risk, unfavourable cost reforecasts on a legacy fixed-price project in North Africa, more specifically in Algeria, as well as a provision for loss recognized during the warranty period on a completed legacy project.

## 8.3 Power

**Power** includes projects and services in hydro, nuclear and thermal power generation, renewable power generation, energy from waste, and electrical transmission and distribution systems. The Power sector derives its revenues from both reimbursable contracts (50% in 2015) and fixed-price contracts (50% in 2015).

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$)	2015	2014 <sup>(1)</sup>	CHANGE (%)
Revenues from Power	\$ 1,784.8	\$ 1,350.3	32.2%
Segment EBIT from Power	\$ 116.4	\$ 81.6	42.6%
Segment EBIT over revenues from Power (%)	6.5%	6.0%	
Revenue backlog at year end	\$ 2,320.7	\$ 2,512.4	(7.6%)

(1) Comparative figures have been restated to reflect changes made to the measure of profit and loss for the Company's reportable segments.

**Power revenues increased in 2015** compared with 2014, mainly reflecting the fact that revenues generated between the Company and AltaLink are no longer eliminated in 2015 since the latter's disposal in December 2014, whereas only profits from these projects were recognized prior to the transaction date. Additionally, there was a higher level of activity from certain projects related to gas-fired combined cycle power plants in the United States in 2015. The increase in revenue in 2015 compared with 2014 was partially offset by a lower level of activity due to substantial or near completion of certain projects in 2015, namely a gas-fired combined cycle power plant in the United States, a hydroelectric power facility in Western Canada, a combined cycle power plant in Poland, and a nuclear generating station in Latin America.

The **major revenue contributors in 2015** included work on transmission lines in Western Canada, a nuclear generating station in Canada, gas-fired combined cycle power plants in the United States, hydroelectric power facilities in Western Canada, as well as a dam rehabilitation project in Southern Africa.

The Company's **segment EBIT from Power increased in 2015** compared with 2014 mainly reflecting a higher volume of activity combined with lower selling, general and administrative expenses, partially offset by a lower gross margin-to-revenue ratio. In 2015, the gross margin included a net adverse impact of \$19.5 million from reforecasts on certain major projects outside of Canada, whereas the gross margin of 2014 included an unfavourable impact mainly from additional reserves and cost reforecasts for a net total amount of \$50.4 million.

In 2014, the segment EBIT-to-revenue ratio was positively impacted due to the elimination of revenues generated between the Company and AltaLink, as described above. In 2015, following the Company's disposal of its investment in AltaLink in December 2014, revenues generated between the Company and AltaLink are no longer eliminated.

## 8.4 Infrastructure

Infrastructure regroups projects from Infrastructure & Construction and O&M, which are further described below.

### INFRASTRUCTURE & CONSTRUCTION

**Infrastructure & Construction** includes projects and professional services in a broad range of sectors, including hospitals, mass transit, heavy rail, roads, bridges, airports, ports and harbours, facilities architecture and engineering (structural, mechanical, electrical), industrial (pharmaceutical, agrifood, life sciences, automation, industrial processes), geotechnical engineering and materials testing as well as water infrastructure and treatment facilities. In addition, Infrastructure & Construction includes engineering activities in the areas of acoustics, air quality and climate change, impact assessments and community engagement, geo-environmental services, site assessments and remediation, risk assessments and water resource management. The Infrastructure & Construction sector derives its revenues from both reimbursable contracts (25% in 2015) and fixed-price contracts (75% in 2015).

YEAR ENDED DECEMBER 31 (IN MILLIONS C\$)	2015	2014 <sup>(1)</sup>	CHANGE (%)
Revenues from Infrastructure & Construction	\$ 1,847.7	\$ 1,969.1	(6.2%)
Sub-segment EBIT from Infrastructure & Construction	\$ (2.2)	\$ (128.8)	(98.3%)
Sub-segment EBIT over revenues from Infrastructure & Construction (%)	(0.1%)	(6.5%)	
Revenue backlog at year end	\$ 3,819.0	\$ 2,163.4	76.5 %

(1) Comparative figures have been restated to reflect changes made to segment reporting structure and measure of profit and loss for the Company's reportable segments.

**Revenues from Infrastructure & Construction decreased in 2015** compared with 2014, principally reflecting a lower level of activity due to the substantial completion of a major hospital project in the second half of 2014 and the near completion of a mass transit project in 2015. The decrease was partially offset by revenues from contracts awarded in 2015 and work on a major highway project.

The **major revenue contributors in 2015** included work on mass transit systems in Western and Central Canada, hospitals in Eastern Canada, a highway in Central Canada, as well as a new bridge corridor in Eastern Canada.

**Sub-segment EBIT from Infrastructure & Construction was negative \$2.2 million in 2015** compared with a negative sub-segment EBIT of \$128.8 million in 2014, principally reflecting a higher gross margin-to-revenue ratio and a decrease in selling, general and administrative expenses. Unfavourable cost reforecasts on a major highway project and a mass transit project, both in Canada, had an adverse impact of \$33.8 million on gross margin in 2015, which was partially offset by \$29.8 million in net favourable outcomes from reforecasts of certain projects and close out on certain legacy projects.

In 2014, legacy fixed-price contracts negatively impacted gross margin by a net amount of \$112.4 million, mainly due to an additional loss and unfavourable cost reforecasts on certain major hospital projects. This negative impact was partially offset by a net favourable impact of \$35.3 million on gross margin explained by i) the reversal of a risk provision on a Libyan project, partially offset by ii) a risk provision recorded in the first quarter of 2014 covering in full the cash held in Libya caused by the increasing risk on the availability of such funds. Further explaining the negative sub-segment EBIT in 2014 were additional costs on a mass transit project in Canada in the fourth quarter of 2014.

## O&M

O&M activities are provided to clients in the following lines of business:

- > **Integrated Real Estate Solutions:** includes all aspects of building operations and management, realty management, advisory services, project delivery and commissioning, energy management and sustainability initiatives, and program management;
- > **Industrial:** includes specialized expertise to oversee the O&M of assets such as turbines, steam generators, boilers, water supply and treatment systems, oil and gas facilities, electrical systems, mechanical systems and manufacturing installations;
- > **Transportation:** includes operations, maintenance and rehabilitation management for large infrastructure assets including airports, public transit systems, highways, bridges and tunnels; and
- > **Defence & Logistics:** includes support to Canada's Navy, servicing many different types of vessels, from research and defence boats to tugs and many other classes of ships, and also includes support to Canada's Armed Forces, strategic airlift as well as large mining, metallurgy, petrochemical, and oil and gas operations by building and maintaining remote accommodations and living facilities around the world.

SNC-Lavalin's expertise in O&M activities, in addition to obtaining stand-alone O&M contracts, allows the Company to expand on its Engineering & Construction and Capital investments activities by offering all-inclusive expertise that meets clients' needs, and complements its Capital investments.

The O&M sector derives its revenues from both reimbursable contracts (45% in 2015) and fixed-price contracts (55% in 2015).

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$)	2015	2014 <sup>(1)</sup>	CHANGE (%)
Revenues from O&M			
Integrated Real Estate Solutions	\$ 528.8	\$ 801.6	(34.0%)
Industrial	162.0	179.3	(9.7%)
Transportation	167.0	157.9	5.8%
Defence & logistics	177.7	174.6	1.8%
<b>Total</b>	<b>\$ 1,035.5</b>	<b>\$ 1,313.4</b>	<b>(21.2%)</b>
Sub-segment EBIT from O&M	\$ 54.4	\$ 43.8	24.2%
Sub-segment EBIT over revenues from O&M (%)	5.3 %	3.3%	
Revenue backlog at year end	\$ 1,978.7	\$ 1,947.9	1.6%

(1) Comparative figures have been restated to reflect changes made to the measure of profit and loss for the Company's reportable segments.

**Revenues from O&M decreased in 2015** compared with 2014, mainly reflecting a lower level of activity, principally attributable to the non-renewal of an unprofitable contract for the management of government buildings, facilities and land in Canada.

**Sub-segment EBIT from O&M increased in 2015** compared with 2014, mainly reflecting a higher gross margin-to-revenue ratio, partially offset by a lower volume of activity.

## 8.5 Capital

Capital is the investment and asset management arm of SNC-Lavalin. Its main purpose is to invest equity or subordinated debt into projects to generate integrated/whole-lifecycle engineering, construction, operations and maintenance revenues. All investments are structured to earn a return on capital adequate for the risk profile of each individual project. SNC-Lavalin makes capital investments in certain infrastructure for public services such as airports, bridges, cultural and public service buildings, highways, mass transit systems, power and water treatment facilities.

It is the Company's view that the aggregate fair value of its Capital investments is much higher than their net book value of \$452.0 million. Highway 407 is considered to represent the most significant portion of the total fair value of the Company's Capital investments portfolio.

SNC-Lavalin owns a 16.77% ownership interest in 407 International Inc. ("Highway 407"). 407 ETR, which is a wholly-owned subsidiary of Highway 407, operates, maintains and manages highway 407, which is a 108-km all-electronic toll highway in the Greater Toronto Area ("GTA") with a 99-year concession agreement that expires in 2098.

Capital investments net book value, as at December 31, 2015 and 2014, can be summarized as followed:

AT DECEMBER 31 (IN MILLIONS CAS)	NET BOOK VALUE	
	2015	2014
Highway 407 <sup>(1)</sup>	\$ -	\$ -
Others	452.0	812.8
<b>Total</b>	<b>\$ 452.0</b>	<b>\$ 812.8</b>

(1) The net book value is \$nil as the Company had previously stopped recognizing its share of the losses of Highway 407 when the recognition of such losses resulted in a negative balance for the Company's investment in Highway 407.

In this section, the Company provides additional information on Highway 407 due to the significance that this Capital investment may have on the Company's value and net income.

## ACCOUNTING METHODOLOGY FOR CAPITAL INVESTMENTS

The Company's investments are accounted for by either the cost, equity or full consolidation methods depending on whether SNC-Lavalin exercises, or not, significant influence, joint control or control. The revenues included in the Company's consolidated income statement are influenced by the consolidation method applied to a Capital investment, as described below:

ACCOUNTING METHODS FOR THE COMPANY'S INVESTMENTS IN CAPITAL INVESTMENTS	REVENUES INCLUDED IN THE COMPANY'S CONSOLIDATED INCOME STATEMENT
Full consolidation	<b>Revenues</b> that are recognized and reported by the Capital investments
Equity method	SNC-Lavalin's <b>share of net results</b> of the Capital investment or <b>dividends</b> from its Capital investments for which the carrying amount is \$nil, which are recognized when the Company's right to receive payment has been established
Cost method	<b>Dividends and distributions</b> from the Capital investments

In evaluating the performance of the segment, the relationship between revenues and EBIT is not meaningful, as a significant portion of the investments are accounted for by the cost and equity methods, which do not reflect the line by line items of the individual Capital investment's financial results.

## REVENUES, SEGMENT EBIT AND DIVIDENDS OF THE CAPITAL SEGMENT

For the year ended December 31, 2015, the Capital segment EBIT decreased to \$368.4 million, compared with \$2,210.2 million in 2014. EBIT from Highway 407, which corresponds to the dividends paid to SNC-Lavalin (see explanations below), increased to \$125.8 million in 2015 from \$122.5 million in 2014.

YEAR ENDED DECEMBER 31 (IN MILLIONS CAS)	2015	2014 <sup>(1)</sup>
<b>Revenues from Capital</b>	<b>\$ 223.4</b>	<b>\$ 904.1</b>
Segment EBIT from Capital investments:		
From Highway 407	<b>\$ 125.8</b>	\$ 122.5
From AltaLink <sup>(2)</sup>	<b>-</b>	412.5
From other Capital investments <sup>(3)</sup>	<b>68.2</b>	59.8
From gain on disposals or partial disposal of Capital investments	<b>174.4</b>	1,615.4
<b>Segment EBIT from Capital</b>	<b>\$ 368.4</b>	<b>\$ 2,210.2</b>
Dividends and distributions received by SNC-Lavalin from Capital investments accounted for by the equity method:		
From Highway 407	<b>\$ 125.8</b>	\$ 122.5
From other Capital investments	<b>31.3</b>	36.2
<b>Total</b>	<b>\$ 157.1</b>	<b>\$ 158.7</b>

(1) Comparative figures have been restated to reflect changes made to the measure of profit and loss for the Company's reportable segments.

(2) Starting May 1, 2014, the Company ceased to depreciate and amortize non-current assets of AltaLink on a prospective basis. The Company completed the sale of its 100% ownership interest in AltaLink in December 2014, date at which it ceased to consolidate the results of operations from AltaLink.

(3) EBIT from other Capital investments is net of divisional and allocated corporate selling, general and administrative expenses, as well as from selling, general and administrative expenses from all other capital investments accounted for by the full consolidation method.

Under the equity method of accounting, distributions from a joint venture reduce the carrying amount of the investment. The equity method of accounting requires the Company to stop recognizing its share of the losses of a joint venture when the recognition of such losses results in a negative balance for its investment, or where dividends payable by the joint venture are in excess of the carrying amount of the investment. In these events, the carrying value of the investment is reduced to \$nil, but does not become negative, unless the Company has incurred legal or constructive obligations or made payments on behalf of the joint venture. In these situations, the Company no longer recognizes its share of net income of a Capital investment based on its ownership, but rather recognizes the excess amount of dividends payable by a joint venture in its net income.

The Company recognized in its income statement dividends received from Highway 407 of \$125.8 million in 2015 (2014: \$122.5 million) and did not recognize its share of Highway 407's net income of \$52.2 million (2014: \$37.4 million) in the same period, as the carrying amount of its investment in Highway 407 was \$nil at December 31, 2015 and December 31, 2014.

**Revenues from Capital decreased in 2015** compared with 2014, mainly due to the disposal of AltaLink in December 2014, which is no longer contributing to the Company's revenues from Capital in 2015.



**Segment EBIT from Capital decreased in 2015** compared with 2014, mainly reflecting the gain on disposal of the Company's investment in Ambatovy and higher dividends received from Highway 407, more than offset by the disposal of the Company's ownership interest in AltaLink in December 2014.

## CAPITAL INVESTMENTS PORTFOLIO

The following table presents a list of SNC-Lavalin's main Capital investments as at December 31, 2015:

NAME	OWNERSHIP INTEREST	ACCOUNTING METHOD	SUBJECT TO IFRIC 12	HELD SINCE	MATURITY OF CONCESSION AGREEMENT	STATUS	DESCRIPTION OF ACTIVITIES
407 EAST DEVELOPMENT GROUP GENERAL PARTNERSHIP ("407 EDGGP")	50%	Equity	Yes	2012	2045	Under construction	Upon completion of the design and construction, it will operate, maintain and rehabilitate Phase 1 of the new highway 407 East.
GROUPE IMMOBILIER SANTÉ MCGILL ("MIHG")	60%	Equity	Yes	2010	2044	In operation	Operates and maintains the McGill University Health Centre's new Glen Campus.
INPOWER BC GENERAL PARTNERSHIP ("INPOWER BC")	100%	Full consolidation	Yes	2014	2033	Under construction	Designs, builds, partially finances, maintains and rehabilitates the John Hart Generating Replacement Facility, in Canada.
RAINBOW HOSPITAL PARTNERSHIP ("RAINBOW")	100%	Full consolidation	Yes	2011	2044	In operation	Operates and maintains certain functions of the new Restigouche Hospital Centre for psychiatric care in Campbellton, New Brunswick.
RAYALSEEMA EXPRESSWAY PRIVATE LIMITED ("REPL")	36.9%	Equity	Yes	2010	2040	Under construction	Builds and will operate a 189-km section of a toll highway in India, under a 30-year concession agreement.
RIDEAU TRANSIT GROUP PARTNERSHIP ("RIDEAU")	40%	Equity	Yes	2013	2043	Under construction	Designs, builds, finances and, once construction is completed, will maintain the Confederation Line, City of Ottawa's light rail transit system.
ASTORIA PROJECT PARTNERS II LLC ("ASTORIA II")	6.2%	Cost	No	2008	N/A	In operation	Astoria II owns and operates a 550-MW natural gas-fired combined cycle power plant in Queens, New York. Astoria II signed a 20-year firm Power Purchase Agreement with the New York Power Authority ("NYPA").
CHINOOK ROADS PARTNERSHIP ("CHINOOK")	50%	Equity	Yes	2010	2043	In operation	Operates and maintains the southeast Stoney Trail, being the southeast leg of the Ring Road for the City of Calgary.
407 INTERNATIONAL INC. ("HIGHWAY 407")	16.77%	Equity	No	1999	2098	In operation	Operates, maintains and manages highway 407, a 108-km all-electronic toll highway in the Greater Toronto Area, under a 99-year concession agreement.
INTRANSIT BC LIMITED PARTNERSHIP ("INTRANSIT BC")	33.3%	Equity	Yes	2005	2040	In operation	InTransit BC operates and maintains the Canada Line, a 19-km rapid transit line connecting the cities of Vancouver and Richmond with Vancouver International Airport in British Columbia under a 35-year concession agreement.

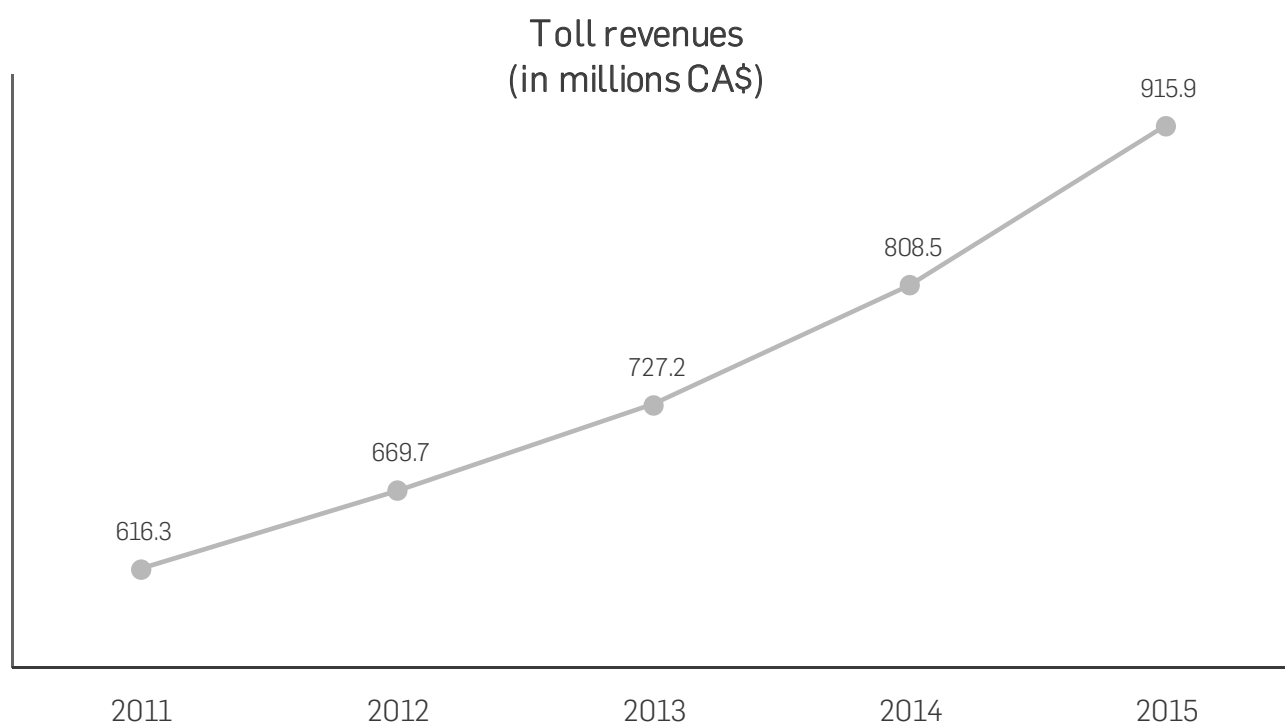
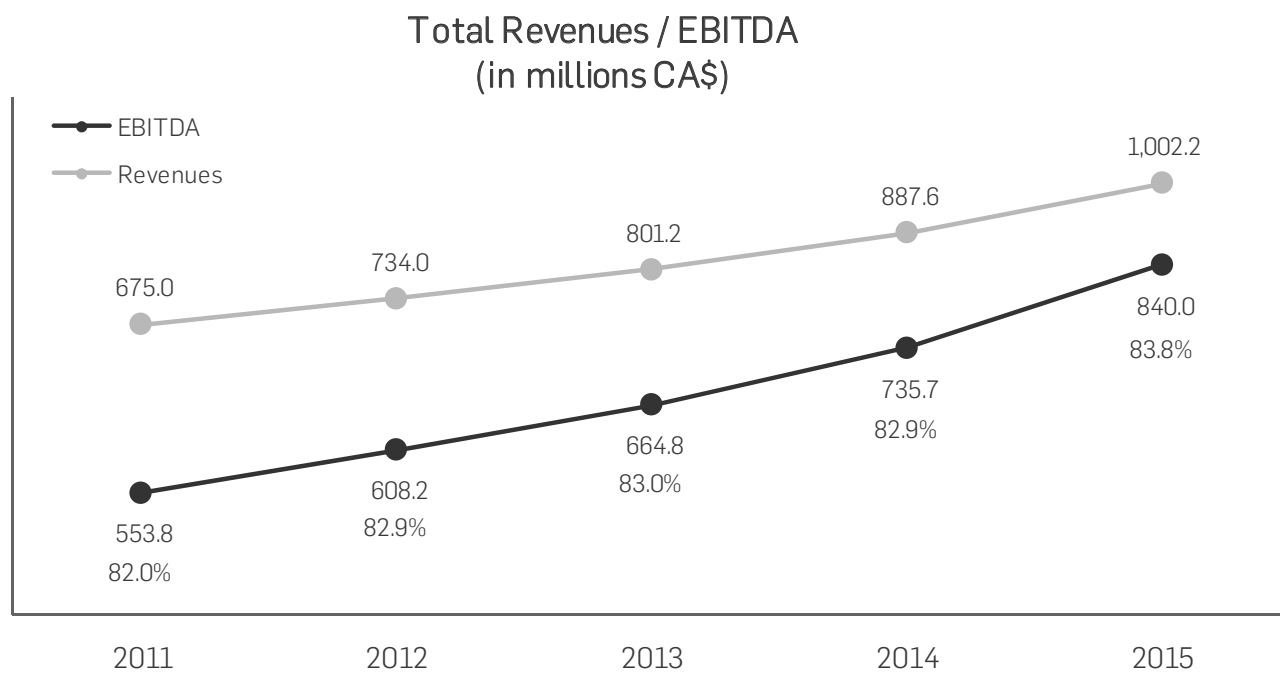
NAME	OWNERSHIP INTEREST	ACCOUNTING METHOD	SUBJECT TO IFRIC 12	HELD SINCE	MATURITY OF CONCESSION AGREEMENT	STATUS	DESCRIPTION OF ACTIVITIES
MALTA INTERNATIONAL AIRPORT P.L.C.	15.5%	Equity	No	2002	2067	In operation	Has the right to own and manage the Malta International Airport under a 65-year concession agreement. Subsequent to year-end, the Company reached an agreement to sell this investment. Refer to section 16 for further details.
MYAH TIPAZA S.P.A. ("MYAH TIPAZA")	25.5%	Equity	No	2008	N/A	In operation	Myah Tipaza owns, operates and maintains a 120,000 m <sup>3</sup> /day seawater desalination plant in Algeria and sells the total capacity of treated water to Sonatrach and l'Algérienne des Eaux ("ADE") under a 25-year take-or-pay agreement.
OKANAGAN LAKE CONCESSION LIMITED PARTNERSHIP ("OKANAGAN LAKE CONCESSION")	100%	Full consolidation	Yes	2005	2035	In operation	Operates, maintains and manages the five-lane, 1.1-km William R. Bennett Bridge in Kelowna, British Columbia, under a 30-year concession agreement.
SHARIKET KAHRABA HADJRET EN NOUSS S.P.A. ("SKH")	26%	Equity	No	2006	N/A	In operation	Owens, operates and maintains a 1,227-MW gas-fired thermal power plant in Algeria; the total capacity of electricity is sold to Sonelgaz S.p.A. under a 20-year take-or-pay agreement.
SOCIÉTÉ D'EXPLOITATION DE L'AÉROPORT DE MAYOTTE S.A.S. ("MAYOTTE")	100%	Full consolidation	Yes	2011	2026	In operation	Upgrades the infrastructure, builds a new terminal building, manages and maintains the airport under a 15-year concession agreement.
TC DÔME S.A.S. ("TC DÔME")	51%	Equity	Yes	2008	2043	In operation	Operates a 5.3-km electric cog railway in France.
HIGHWAY CONCESSIONS ONE PRIVATE LIMITED (PREVIOUSLY PIRAMAL ROADS INFRA PRIVATE LIMITED)	10%	Cost	N/A	2012	N/A	Ongoing activities (construction and operation)	Engages in the business of bidding for, owning, acquiring, investing, developing, implementing and operating infrastructure in the roads sector of India.
SIGNATURE ON THE SAINT-LAURENT GROUP GENERAL PARTNERSHIP ("SSL")	50%	Equity	Yes	2015	2049	Under construction	Designs, builds, finances and, once construction is completed, will operate and maintain the New Champlain Bridge Corridor project.
CROSSLINX TRANSIT SOLUTIONS GENERAL PARTNERSHIP ("EGLINGTON CROSSTOWN")	25%	Equity	Yes	2015	2051	Under construction	Designs, builds, finances and, once construction is completed, will operate and maintain the Eglinton Crosstown 19-km light rail line.

N/A: not applicable

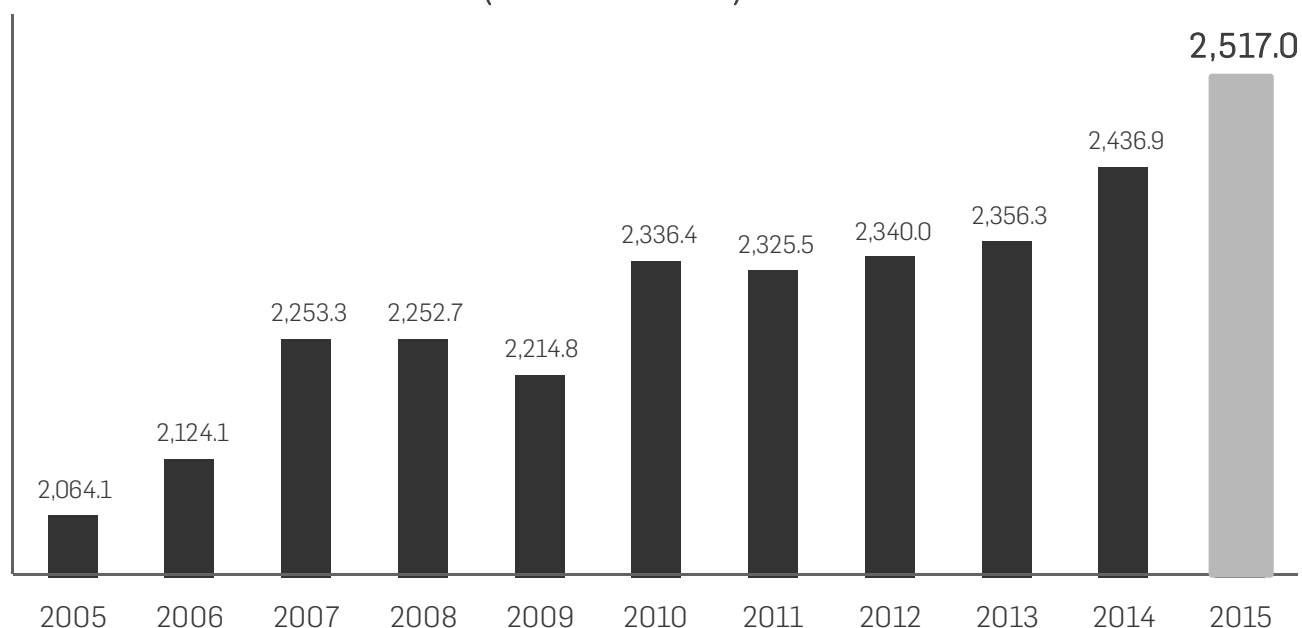
## HIGHWAY 407

The following information is intended to provide the reader with a general understanding of the operations and key metrics of Highway 407. As 407 International Inc. issue public debt, 407 International Inc. financial statements, MD&A and other relevant financial materials can be found on [www.sedar.com](http://www.sedar.com), which is the website maintained by the Canadian Securities regulators. The following section is only intended to provide the reader with a general understanding of the operations and key metrics of this Capital investment, for full financial disclosure, the reader should refer to 407 International Inc. official documents.

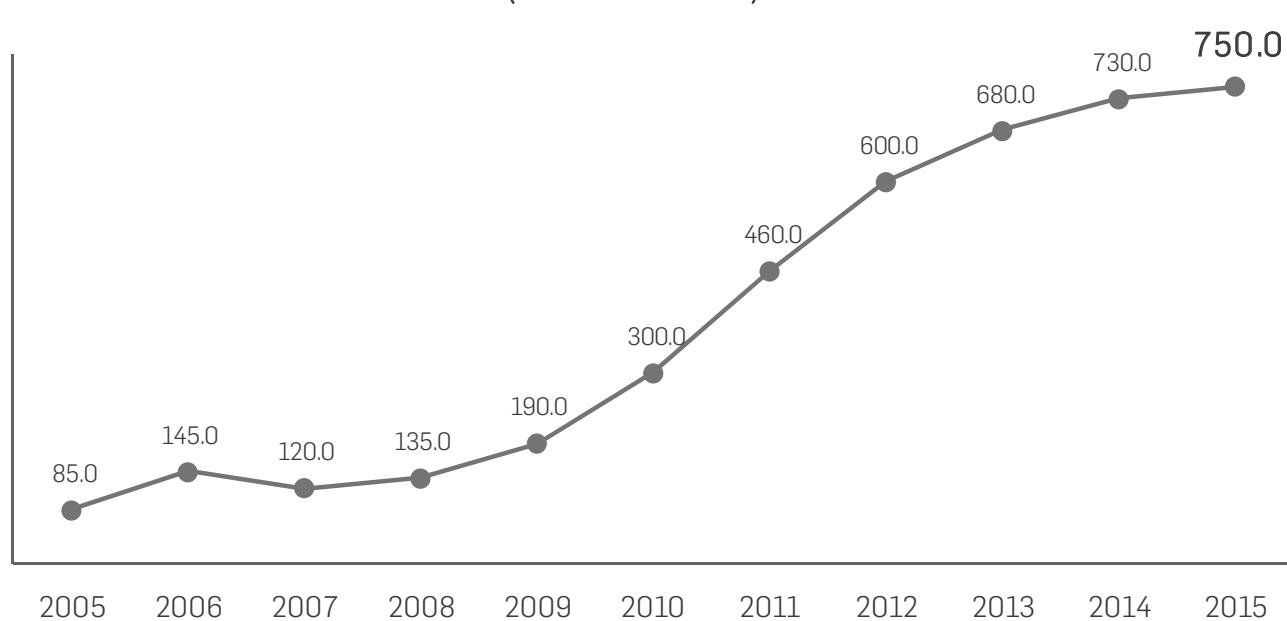
## 407 INTERNATIONAL INC. – KEY HISTORICAL INDICATORS



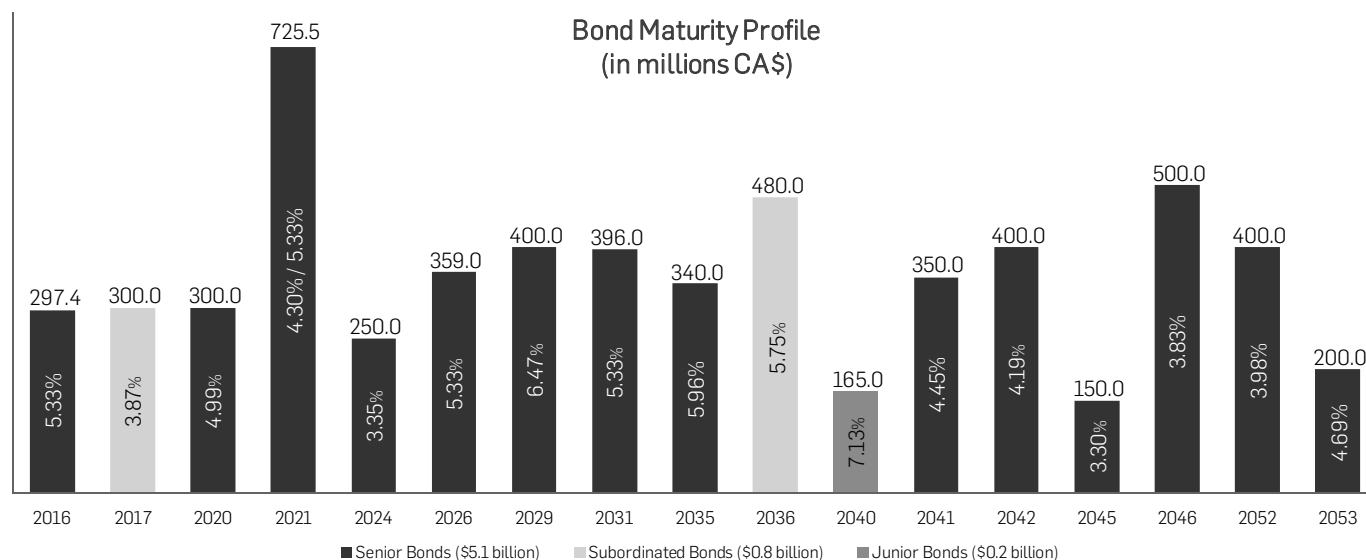
### Gross Vehicle Kilometres Travelled (in millions - km)



### Dividends Paid (in millions CA\$)



## 407 INTERNATIONAL INC. BOND MATURITY PROFILE



407 International Inc.'s acquisition of 407 ETR in May 1999 was, and the development of Highway 407 is, partially financed with debt. In conjunction with its financial advisors, 407 International Inc. developed a financing plan referred as the "Capital Markets Platform". This financing plan encompasses an ongoing program capable of accommodating a variety of corporate debt instruments and borrowings, including term bank debt, revolving bank lines of credit, publicly issued and privately placed debt securities, commercial paper, medium-term notes, interest rate and currency swaps and other hedging instruments. Standard & Poor's Ratings Services ("S&P") has assigned "A", "A-" and "BBB" ratings to 407 International Inc.'s Senior Debt, Junior Debt and Subordinated Debt, respectively. DBRS Limited ("DBRS") has assigned "A", "A-low" and "BBB" ratings to 407 International Inc.'s Senior Debt, Junior Debt and Subordinated Debt, respectively.

## 407 INTERNATIONAL INC. FINANCIAL HIGHLIGHTS

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$)	2015	2014	CHANGE (%)
Revenues	\$ 1,002.2	\$ 887.6	12.9%
Operating expenses	162.2	151.9	6.8%
EBITDA	840.0	735.7	14.2%
EBITDA as a percentage of revenues	83.8%	82.9%	s.o.
Depreciation and amortization	86.0	78.4	9.7%
Interest and other expenses	326.9	354.6	(7.8%)
Deferred income tax expense	115.5	79.8	44.7%
Current income tax expense	0.4	-	N/A
<b>Net income</b>	<b>\$ 311.2</b>	<b>\$ 222.9</b>	<b>39.6%</b>
Dividends paid	\$ 750.0	\$ 730.0	2.7%

The Company's investment in Highway 407 is accounted for by the equity method, however for 2014 and 2015, the Company recognized in its income statement its share of the dividends from Highway 407 instead of its share of Highway

407's net income because the carrying amount of its investment was \$nil at the end of each of these years. The dividends received by SNC-Lavalin are not taxable.

## 407 INTERNATIONAL INC. TRAFFIC RESULTS

YEAR ENDED DECEMBER 31 (EXCEPT TRANSPONDERS IN CIRCULATION)	2015	2014	CHANGE (%)
Traffic/Trips (in millions)	121.2	118.2	2.5%
Average Workday Number of Trips (in thousands)	399.6	391.5	2.1%
Vehicle Kilometres Travelled ("VKT", in millions)	2,517.0	2,436.9	3.3%
Average Trip Length ("ATL", in kilometres)	20.8	20.6	1.0%
Unbillable traffic (percent)	2.3	2.3	-
Transponder Penetration rate (percent)	82.8	82.0	1.0%
Transponders in Circulation at December 31	1,275,892	1,202,393	6.1%

407 International Inc. is owned by Cintra Global, a wholly-owned subsidiary of Ferrovial, S.A. (43.23%), by indirectly owned subsidiaries of Canada Pension Plan Investment Board (total 40%), and by SNC-Lavalin (16.77%). 407 International Inc., through its wholly-owned subsidiary, 407 ETR, operates, maintains and owns the right to toll an all-electronic, open-access toll highway which is situated just north of Toronto.

Based on Government of Ontario reports, the population of the Greater Toronto Area ("GTA") exceeds six million and is projected to exceed nine million by the year 2031. Future growth in the GTA will spread further north, north-west and north-east past the Highway 407 corridor, as Lake Ontario prevents growth to the south. What makes Highway 407 particularly attractive is that unlike many other toll roads, Highway 407 is an "urban highway", i.e. the majority of users make it an integral part of their daily routine, providing stable and recurring revenues. Another attractive factor is that the GTA road network is already congested and this situation will only worsen over time. Highway 401, QEW and several other main arteries are already running at full capacity. The Province has few alternatives to add capacity on the existing road network and is limited to initiating minor projects that provide little relief. Highway 407 is therefore a convenient alternative in the region, and a growing capacity to provide further congestion relief. What also differentiates Highway 407 from most private toll highways in the world is that the concession agreement provides the operator of the highway flexibility in setting toll rates. No approval is required from the Province of Ontario before increasing rates, however the concession needs to ensure traffic volume remain above certain thresholds. Failing to do so obliges the concession to pay a non-material financial penalty to the Province of Ontario. The concession continues to improve the highway through construction projects designed to improve traffic flow and customer convenience. The concession is investing in widening bridge structures and adding new lanes to the highway to increase capacity and improve traffic flow.

## ADDITION/DISPOSALS OF CAPITAL INVESTMENTS IN 2015

### SIGNATURE ON THE SAINT-LAURENT GROUP GENERAL PARTNERSHIP ("SSL")

In June 2015, the Company announced that the consortium SSL, of which SNC-Lavalin is a 50% partner, has finalized an agreement with the Government of Canada to design, build, finance and maintain the New Champlain Bridge Corridor project. SSL will operate and maintain the bridge for the duration of the concession period until 2049. The Company committed to invest in this Capital investment an amount of \$43.1 million in equity. SNC-Lavalin's investment in SSL is accounted for by the equity method.

### CROSSLINX TRANSIT SOLUTIONS GENERAL PARTNERSHIP

In July 2015, the Company announced that Crosslinx Transit Solutions General Partnership, a consortium in which SNC-Lavalin, along with its three partners, has reached financial close on the Eglinton Crosstown Light Rail Transit project (the "Eglinton Crosstown") in Toronto, Canada. Under the project agreement, Crosslinx Transit Solutions General Partnership will provide the design, build, financing and 30-year maintenance and rehabilitation of the Eglinton Crosstown. The Company committed to invest in this Capital investment an amount of \$24.9 million in equity. SNC-Lavalin's investment in Crosslinx Transit Solutions General Partnership is accounted for by the equity method.

### AMBATOVY NICKEL PROJECT ("AMBATOVY")

SNC-Lavalin had a 5% ownership interest in Ambatovy, in Madagascar, on which it was awarded an EPCM contract in 2007.

On September 21, 2015, the Ambatovy Nickel Project achieved financial completion. Accordingly, the project financing that was put in place to finance the construction of the project, for which SNC-Lavalin provided a US\$105 million financial guarantee and a US\$70 million cross-guarantee to the Ambatovy project's lenders, became non-recourse to all of the partners, including SNC-Lavalin. At the same time, the put/call arrangement (the "option") between SNC-Lavalin and two shareholders of Ambatovy became exercisable, allowing SNC-Lavalin to divest its 5% ownership interest in Ambatovy and the balance of its loans to a shareholder of Ambatovy (the "loans").

On September 30, 2015, the Company announced that it has exercised its option. As such, SNC-Lavalin sold to one of Ambatovy shareholders its 5% ownership interest in Ambatovy and its loans for a cash consideration of US\$449.7 million (CA\$600.7 million), resulting in a net gain after taxes of CA\$145.7 million.

## RELATED PARTY TRANSACTIONS

In the normal course of its operations, SNC-Lavalin enters into transactions with certain of its Capital investments. Investments in which SNC-Lavalin has significant influence or joint control, which are accounted for by the equity method, are considered related parties.

Consistent with IFRS, intragroup profits generated from revenues with Capital investments accounted for by the equity or full consolidation methods are eliminated in the period they occur, except when such profits are deemed to have been realized by the Capital investment. Profits generated from transactions with Capital investments accounted for by the cost method are not eliminated.

The accounting treatment of intragroup profits is summarized below:

CAPITAL INVESTMENTS	ACCOUNTING METHOD	ACCOUNTING TREATMENT OF INTRAGROUP PROFITS
AltaLink <sup>(1)</sup>	Full consolidation method	Not eliminated upon consolidation in the period they occur, as they were considered realized by AltaLink via legislation applied by an independent governmental regulatory body.
Capital investments accounted for under IFRIC 12	Full consolidation method	Not eliminated upon consolidation in the period they occur, as they are considered realized by the Capital investment through the contractual agreement with its client.
	Equity method	Not eliminated upon consolidation in the period they occur, as they are considered realized by the Capital investment through the contractual agreement with its client.
Others	Equity method	Eliminated in the period they occur, as a reduction of the underlying asset and subsequently recognized over the depreciation period of the corresponding asset.
	Cost method	Not eliminated, in accordance with IFRS.

(1) Up until December 1, 2014, effective disposal date of AltaLink, AltaLink was a subsidiary of the Company.

For the year ended December 31, 2015, SNC-Lavalin recognized revenues of \$733.9 million (2014: \$607.8 million) from contracts with Capital investments accounted for by the equity method. SNC-Lavalin also recognized its share of net income from these Capital investments accounted for by the equity method of \$157.1 million for the year ended December 31, 2015 (2014: \$171.4 million). Intragroup revenues generated from transactions with AltaLink, which amounted to \$1,290.7 million in the period from January 1, 2014 to December 1, 2014, were eliminated upon consolidation, while profits from those transactions were not eliminated. Following the disposal of AltaLink, revenues generated from transactions with AltaLink that were realized after December 1, 2014 are recognized by the Company in its consolidated income statement.

SNC-Lavalin's trade receivables from Capital investments accounted for by the equity method amounted to \$65.4 million as at December 31, 2015 (2014: \$60.7 million). SNC-Lavalin's other current financial assets receivable from these Capital investments accounted for by the equity method amounted to \$94.2 million as at December 31, 2015 (2014: \$96.4 million). SNC-Lavalin's remaining commitment to invest in these Capital investments accounted for by the equity method was \$113.9 million as at December 31, 2015 (2014: \$45.9 million).

All of these related party transactions are measured at fair value.



## 8.6 Corporate selling, general and administrative expenses and others not allocated to segments

Since January 2015, corporate selling, general and administrative expenses that are not directly related to projects or segments are no longer allocated to the Company's segments. Therefore, the Company's segment EBIT no longer includes these corporate selling, general and administrative expenses, which used to be allocated based on the gross margin of each of these segments. The Company believes that the use of such segment EBIT improves the quality of its segments disclosure by providing information that is more comparable relating to their results from operations. 2014 figures have been restated accordingly.

Corporate selling, general and administrative expenses and others not allocated to projects or segments amounted to \$199.0 million in 2015, compared with \$126.6 million in 2014. The increase of \$72.4 million from 2014 to 2015 was mainly due to a lower amount of allocation of benefits, incentives and social security charges to projects or segments, as well as higher variable compensation. In addition, the 2014 Corporate selling, general and administrative expenses and others not allocated to projects or segments included a positive impact related to the Company being recognized as an injured party and entitled to recover \$17.2 million plus interests in connection with certain legal proceedings, further described in Section 13 "Risks and Uncertainties".

## 9 Fourth Quarter Results

**For the fourth quarter of 2015, net income attributable to SNC-Lavalin shareholders was \$49.2 million (\$0.33 per share on a diluted basis),** compared with \$1,146.6 million (\$7.51 per share on a diluted basis) for the comparable quarter in 2014. The decrease in net income attributable to SNC-Lavalin shareholders was principally due to a gain of \$1,558.4 million (\$1,320.7 million after taxes, or \$8.65 per diluted share) on disposal of the Company's ownership in AltaLink in the fourth quarter of 2014, partially offset by an increase in net income attributable to SNC-Lavalin shareholders from E&C for the fourth quarter of 2015.

**For the fourth quarter of 2015, there was a net income attributable to SNC-Lavalin shareholders from E&C of \$14.0 million,** compared with a net loss of \$255.6 million for the same period last year. The increase in net income attributable to SNC-Lavalin shareholders from E&C was mainly due to an increased contribution from all segments.

The increase in segment EBIT from Infrastructure in the fourth quarter of 2015 was mainly due to an increase in gross margin-to-revenue ratio. In the fourth quarter of 2014, there was a negative segment EBIT from Infrastructure, principally due to unfavourable cost reforecasts, mainly in the hospitals and mass transit sectors, negatively impacting gross margin by a total of \$106.1 million. The higher contribution from Oil & Gas in the fourth quarter of 2015 mainly reflected a higher gross margin-to-revenue ratio, including a favourable impact of \$10.4 million for a completed project in Latin America. In the fourth quarter of 2014, gross margin for Oil & Gas was negatively impacted by an unfavourable cost reforecast on a legacy fixed-price project in North Africa. The increase in Mining & Metallurgy was principally due to an increase in gross margin-to-revenue ratio, including \$23.3 million in favourable outcomes from certain projects in North Africa. The higher contribution from Power in the fourth quarter of 2015 was mainly due to a decrease in selling, general and administrative expenses, as well as an increase in gross margin-to-revenue ratio. In the fourth quarter of 2014, gross margin from Power was negatively impacted by certain reserves and unfavourable cost reforecasts on certain major projects.

Certain notable items also had an impact on the net income attributable to SNC-Lavalin shareholders in the fourth quarter of 2015 and 2014, mainly:

- > \$94.8 million (\$71.1 million after taxes) of restructuring costs in the fourth quarter of 2015, compared with \$94.0 million (\$87.5 million after taxes) of restructuring costs in the corresponding period of 2014;
- > \$0.3 million (\$0.1 million after taxes) of acquisition-related and integration costs in the fourth quarter of 2015, related to the acquisition of Kentz, compared with \$31.6 million (\$24.2 million after taxes) in the fourth quarter of 2014, the latter amount also included related financial expenses; and
- > \$22.5 million (\$17.3 million after taxes) of amortization of intangible assets related to the acquisition of Kentz, compared with \$24.2 million (\$17.6 million after taxes) in the corresponding quarter of 2014.

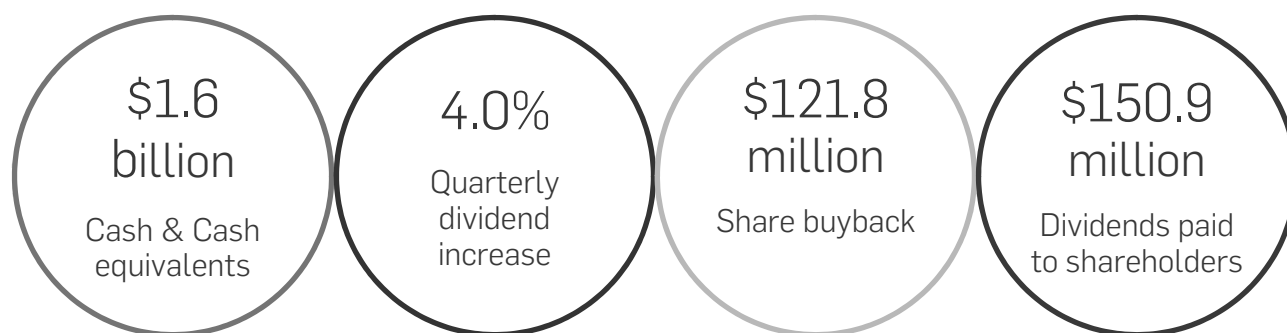
**Net income attributable to SNC-Lavalin shareholders from Capital decreased to \$35.3 million in the fourth quarter of 2015, compared with \$1,402.2 million for the fourth quarter of 2014.** The decrease in net income attributable to SNC-Lavalin shareholders from Capital was mainly due to the cumulative gain of \$1,619.5 million (\$1,337.3 million after taxes) on disposals of AltaLink and Astoria in the fourth quarter of 2014, which were no longer contributing in 2015, and lower dividends received from Highway 407 in the fourth quarter of 2015, compared with the same period of 2014.

**Revenues for the fourth quarter of 2015 decreased** compared with 2014, mainly reflecting a decrease in Capital, due to the disposal of AltaLink and Astoria in the fourth quarter of 2014, which were no longer contributing in the fourth quarter of 2015. Revenues from E&C for the fourth quarter of 2015 were in line with the fourth quarter of 2014.

**The Company's backlog as at December 31, 2015 amounted to \$12.0 billion,** compared with \$12.7 billion at the end of the third quarter of 2015, a variation that was mainly attributable to a decrease in Oil & Gas and Power.

**At the end of December 2015, the Company's cash and cash equivalents were \$1.6 billion,** compared with \$1.5 billion at the end of September 2015, mainly due to net cash generated from operating activities, partially offset by cash flows used for financing activities.

## 10 Liquidity and Capital Resources



This Liquidity and Capital Resources section has been prepared to provide the reader with a better understanding of the major components of the Company's liquidity and financial position and has been structured as follows:

- > A **working capital** analysis, which has been prepared with the objective of providing additional information on the major changes in the Company's current assets and liabilities in 2015 and 2014;
- > A review of the **cash net of recourse debt** of the Company;
- > A **cash flow** analysis, providing details on how the Company generated and used its cash and cash equivalents;
- > A discussion on the Company's recourse revolving credit facilities, credit ratings, and recourse debt to capital;
- > A review of the Company's **contractual obligations** and **derivative financial instruments**, which provides additional information for a better understanding of the Company's financial situation;
- > The presentation of the Company's **dividends declared** and **Return on Average Shareholders' Equity ("ROASE")** over the past three years; and finally,
- > Other **selected annual information** regarding the financial position of the Company.

In terms of the shareholders' capital adequacy, the Company seeks to maintain an adequate balance between ensuring sufficient capital for financing net asset positions, maintaining satisfactory bank lines of credit and capacity to absorb project net retained risks, while at the same time optimizing return on equity.

The Company's liquidity is generally provided by available cash and cash equivalents, cash generated from operations, credit facilities and access to capital markets, as needed, which are all elements specifically discussed in the following section. While liquidity remains subject to numerous risks and limitations, including but not limited to the risks described under Section 13 "Risks and Uncertainties" and in this section, the Company believes that its current liquidity position, including its cash position, unused credit capacity and cash generated from its operations, should be sufficient to fund its operations for the foreseeable future.

The Company's liquidity strategy is driven by two key objectives:

- > the maintenance of an investment grade credit rating; and
- > the maintenance of adequate available cash and/or credit facilities to (a) meet ongoing working capital requirements, and (b) meet ongoing commitments to invest in, or self-finance, Capital investments projects.

## 10.1 Working capital

AT DECEMBER 31 (IN MILLIONS CA\$, EXCEPT CURRENT RATIO)	2015	2014 <sup>(1)</sup>	CHANGE FROM 2014 TO 2015
Current assets	\$ 5,197.8	\$ 5,043.8	\$ 154.0
Current liabilities	5,089.8	5,409.2	(319.4)
Working Capital	\$ 108.1	\$ (365.4)	\$ 473.5
Current Ratio	1.02	0.93	0.09

(1) In 2015, the Company finalized the preliminary allocation of purchase price and has retrospectively revised the impact of changes to the preliminary allocation of purchase price.

### CHANGE FROM 2014 TO 2015

**Working capital and current ratio increased as at December 31, 2015** compared with the previous year. The variance in working capital is mainly attributable to an increase of \$154.0 million in total current assets, mainly due to an increase in contracts in progress and other current financial assets, partly offset by a decrease in cash and cash equivalents. The positive variance in working capital was also due to a decrease in current liabilities of \$319.4 million in 2015, primarily reflecting a decrease in other current liabilities and deferred revenues, partly offset by an increase in advances under contract financing arrangements. Refer to section 10.8 for details on the variation in total current assets and total current liabilities.

## 10.2 Cash Net of Recourse Debt

The Company's cash net of recourse debt, which is a non-IFRS financial measure, is arrived at by excluding cash and cash equivalents from Capital investments and its recourse debt from its cash and cash equivalents, and was as follows:

AT DECEMBER 31 (IN MILLIONS OF CASH)	2015	2014	2013
Cash and cash equivalents	\$ 1,581.8	\$ 1,702.2	\$ 1,108.7
Less:			
Cash and cash equivalents of Capital investments accounted for by the full consolidation method	17.1	29.3	17.8
Recourse debt	349.1	348.9	348.7
<b>Cash net of recourse debt</b>	<b>\$ 1,215.6</b>	<b>\$ 1,324.0</b>	<b>\$ 742.2</b>

The Company's cash net of recourse debt as at December 31, 2015 was \$1,215.6 million, compared with \$1,324.0 million as at December 31, 2014, mainly reflecting a decrease in cash and cash equivalents as explained in section 10.3.

## 10.3 Cash Flows Analysis

### SUMMARY OF CASH FLOWS

YEAR ENDED DECEMBER 31 (IN MILLIONS CASH)	2015	2014
Cash flows generated from (used for):		
Operating activities	\$ (514.7)	\$ 264.1
Investing activities	584.0	(499.0)
Financing activities	(241.5)	816.6
Increase in exchange differences on translating cash and cash equivalents held in foreign operations	51.8	11.8
Net increase (decrease) in cash and cash equivalents	(120.4)	593.5
Cash and cash equivalents at beginning of year	1,702.2	1,108.7
<b>Cash and cash equivalents at end of year</b>	<b>\$ 1,581.8</b>	<b>\$ 1,702.2</b>

The following section explains the major cash flow items that had an impact on the movement of the Company's cash and cash equivalents for the year ended December 31, 2015.

## OPERATING ACTIVITIES

**Cash used for operating activities totalled \$514.7 million in 2015** compared to cash generated of \$264.1 million in 2014. The major elements impacting operating activities were as follows:

- > Net cash generated from operating activities before net change in non-cash working capital items, totalled \$129.5 million in 2015, compared with \$166.2 million in 2014, mainly reflecting :
  - › A net income of \$437.5 million in 2015, compared with \$1,334.6 million in 2014;
  - › Income taxes paid of \$309.4 million in 2015, compared with \$133.8 million paid in 2014, an increase mainly due to income taxes paid in 2015 on the net gain on disposal of AltaLink which was completed in December 2014;
  - › Non-cash gains totalling \$174.4 million in 2015 resulting mainly from the disposal of the Company's investment in Ambatovy, compared with a cumulative non-cash gain from disposal of AltaLink, Astoria and Ovation of \$1,615.4 million in 2014;
  - › Depreciation of property and equipment and amortization of other non-current assets of \$162.4 million in 2015, compared with \$113.7 million in 2014, mainly due to the additional assets coming from the acquisition of Kentz, completed on August 22, 2014;
  - › Restructuring costs recognized in net income in excess of restructuring costs paid of \$37.6 million in 2015 compared with \$80.9 million in 2014;
  - › A non-cash income tax expense of \$83.7 million in 2015, compared with \$323.0 million in 2014, an increase mainly due to income taxes on the gain on disposals of Capital investments in 2014; and
  - › A decrease in non-cash provisions related to forecasted losses on certain contracts of \$24.7 million in 2015, compared with a decrease of \$21.9 million in 2014.
- > Cash used by the net change in non-cash working capital items totalled \$644.2 million in 2015, compared with cash generated from the net change in non-cash working capital of \$98.0 million in 2014, primarily reflecting a decrease in deferred revenues and a decrease in trade payables, excluding exchange differences, in 2015. The negative net change in non-cash working capital items is mainly attributable to major projects that reached substantial completion or were completed during 2015.

## INVESTING ACTIVITIES

**Cash generated from investing activities increased to \$584.0 million in 2015** compared with cash used of \$499.0 million in 2014. The major investing activities were as follows:

- > Net cash inflow of \$600.7 million on disposals of Capital investments, mainly due to the sale of the Company's investment in Ambatovy in 2015, compared with net cash inflow on disposals of Capital investments of \$3,253.3 million in 2014, resulting from the sale of the Company's 100% ownership interest in AltaLink, Astoria and Ovation, as well as payments for disposition-related costs on disposals of Capital investments of \$60.3 million in 2014;
- > Net cash used for the acquisition of Kentz amounted to \$1,763.0 million in 2014, as described in Note 6 to the Company's 2015 audited annual consolidated financial statements. The difference between the purchase price of \$2,073.6 million and the net cash used for the acquisition of Kentz represents cash and cash equivalents held by Kentz at the date of acquisition;
- > Following the disposal of AltaLink in 2014, the acquisition of property and equipment from fully consolidated Capital investments used a total cash outflow of \$nil in 2015 compared with \$1,522.4 million in 2014, which was due to AltaLink;
- > In 2015, there was a decrease of \$81.9 million in short-term investments, compared with a decrease of \$159.3 million in 2014, due to a decrease in deposit notes that have reached maturity in 2015;
- > The increase in receivables under service concession arrangements net of recovery amounted to \$36.7 million for 2015, compared with \$6.2 million for 2014;
- > The acquisition of property and equipment from E&C amounted to a total cash outflow of \$116.0 million in 2015, compared with \$70.2 million in 2014, an increase mainly due to the inclusion of Kentz assets, starting August 22, 2014;
- > Cash outflow of \$16.9 million relating to payments for Capital investments in 2015, reflecting payments for Ambatovy, compared with \$133.1 million in 2014, reflecting payments for MIHG and Ambatovy;
- > Costs net of recovery of \$34.7 million associated to a foreign exchange hedge in 2014, as described in Note 6 to the Company's 2015 audited annual consolidated financial statements;
- > The Company received proceeds of \$49.3 million upon the settlement of a financial arrangement in 2015; and
- > The investment in 2014 in deposit notes of a portion of \$260.5 million of proceeds resulting from the issuance by InPower BC General Partnership of senior bonds as described in Note 5 to the Company's 2015 audited annual consolidated financial statements.

**Cash used for financing activities totalled \$241.5 million in 2015** compared with cash generated from financing activities of \$816.6 million in 2014. The major financing activities were as follows:

- > An increase of \$430.0 million in recourse debt in 2015, as well as the repayment of recourse debt of \$430.0 million in the same year, representing draws and reimbursements on the Company's credit facility, compared with an increase of \$2,630.0 million in recourse debt in 2014 to finance the purchase price of the acquisition of Kentz, which was repaid in full in 2014;
- > The increase in non-recourse debt from Capital amounted to \$2.1 million in 2015, compared with \$1,657.8 million in 2014. In 2014, the increase primarily related to AltaLink Holdings, L.P. and other related holding entities, as well as to InPower BC General Partnership;
- > Repayment of recourse debt of Kentz amounted to \$482.4 million in 2014;
- > The repayment of non-recourse debt from Capital amounted to \$10.5 million in 2015, compared with \$427.5 million in 2014, which related primarily to AltaLink;
- > An increase in advances under contract financing arrangements, net of repayments, of \$70.5 million in 2015, compared with \$230.1 million in 2014. These advances under contract financing arrangements are related to the Ste-Justine and Evergreen projects;
- > Dividends paid by subsidiaries to non-controlling interests of \$28.5 million in 2015;
- > Dividends paid to SNC-Lavalin shareholders amounted to \$150.9 million in 2015 compared with \$146.2 million in 2014, mainly reflecting an increase in dividends paid per share. The increase in dividends reflects dividends paid of \$1.00 per share in 2015 compared with \$0.96 per share for 2014;
- > The redemption of shares for \$121.8 million (2,803,900 shares at an average price of \$43.43) in 2015, compared with \$nil in 2014. On June 3, 2015, the Company announced that it had received the required regulatory approval to proceed with its previously-announced normal course issuer bid renewal through the facilities of the Toronto Stock Exchange ("TSX") and/or alternative trading systems to purchase, for cancellation, up to 13,287,774 of its Common Shares commencing June 5, 2015 and ending June 4, 2016; and
- > The issuance of shares pursuant to the exercise of stock options generated \$4.2 million of cash in 2015 (110,873 stock options at an average price of \$38.02), compared with \$26.9 million in 2014 (657,869 stock options at an average price of \$40.92). As at February 22, 2016, there were 1,927,918 stock options outstanding with exercise prices varying from \$37.04 to \$54.07 per common share. At that same date, there were 149,772,892 common shares issued and outstanding.



## 10.4 Recourse Debt and Non-Recourse Debt

### RECOURSE DEBT

#### RECOURSE REVOLVING CREDIT FACILITY

In December 2013, the Company entered into an unsecured revolving credit agreement (the "Facility") with a syndicate of financial institutions, totalling \$3,500 million which it may use for the issuance of performance and financial letters of credit as well as cash draws, subject to a limit of \$1,650 million applicable to financial letters of credit and cash draws but not to performance letters of credit. Amounts drawn under the Facility bear interest at variable rates plus an applicable margin. The Facility was initially set to mature in December 2016, with an annual extension option for a one-year period upon lenders' approval. As explained below, the Facility was amended in August 2014.

The Facility is committed and subject to affirmative, negative and financial covenants, including the requirement to maintain at all times, on a rolling 12-month basis, a net recourse debt to earnings before interest, taxes, depreciation and amortization ratio, as defined in the Facility agreement, not exceeding a certain limit.

If the covenants of the Facility are not met, the lenders may, among others, terminate the right of the Company to use the Facility and demand immediate payment of the whole or part of all indebtedness outstanding under the Facility.

To finance the acquisition of Kentz Corporation Limited (see Note 6 to the Company's 2015 audited annual consolidated financial statements), SNC-Lavalin entered into a recourse non-revolving acquisition credit agreement in June 2014 (the "Acquisition Facility") for an aggregate amount of \$2,750 million comprised of the following: i) an asset sale bridge facility of \$2,550 million, maturing at the latest in December 2015; and ii) a term facility of \$200 million, maturing at the latest in June 2016. Amounts drawn under the asset sale bridge facility and term facility bore interest at variable rates plus an applicable margin. Under the terms of the Acquisition Facility, SNC-Lavalin had to make a mandatory prepayment on the outstanding balance of borrowings under the Acquisition Facility upon the receipt by SNC-Lavalin of net proceeds from disposition of certain of its Capital investments, including AltaLink. The Acquisition Facility was to be used solely to fund the acquisition of Kentz and its related indebtedness, fees and expenses.

The Acquisition Facility was committed and subject to affirmative, negative and financial covenants, including a requirement to maintain at all times, on a rolling 12-month basis, a net recourse debt (excluding borrowings made under the asset sale bridge facility) to adjusted earnings before interest, taxes, depreciation and amortization ratio, as defined in the Acquisition Facility, not exceeding a certain limit. The financial covenants of the Company's Facility were modified to exclude borrowings made under the asset sale bridge facility from the definition of net recourse debt.

In case of an event of default, the Acquisition Facility was subject to customary accelerated repayment terms.

In August 2014, in connection with the acquisition of Kentz, the Facility entered into by the Company in December 2013 was amended to: i) increase the committed amount from \$3,500 million to \$4,250 million which it may use for the issuance of performance and financial letters of credit as well as cash draws, subject to a limit of \$1,800 million applicable to financial letters of credit and cash draws but not to performance letters of credit; and ii) extend the maturity of the Facility from December 2016 to August 2017, with an annual extension option for a one-year period upon lenders' approval.

In September 2014, the Company amended the Acquisition Facility entered in June 2014 by cancelling the term facility of \$200 million, while all other terms of the Acquisition Facility remained unchanged. In addition, the Company used a portion of its unsecured recourse revolving credit facility to finance the acquisition of Kentz.

The use of funds from these facilities in 2014 is summarized in the table below:

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$)	2014
Increase in recourse short-term debt	\$ 2,630.0
Main use of funds from recourse short-term debt:	
Purchase price of Kentz	\$ (2,073.6)
Repayment of a portion of recourse debt of Kentz	(482.4)
Acquisition-related costs	(52.8)
Excess of financing over main use of funds listed above	\$ 21.2

In December 2014, following the disposition of AltaLink, the Company repaid in full the outstanding balance of the Acquisition Facility, which was cancelled at the same time, as well as the outstanding balance of the non-recourse debt related to the financing of the Company's equity contributions in AltaLink. As such, the Company successfully completed its acquisition of Kentz without ultimately increasing its level of indebtedness.

As at December 31, 2015, \$2,116.9 million of the Facility remained unused, while the balance of \$2,133.1 million was exclusively used for the issuance of letters of credit, including \$277.2 million of financial letters of credit.

In addition, the Facility contemplates the issuance of bilateral letters of credit on a non-committed basis for a maximum of \$2,000 million, which are subject to the covenants of the Facility. As at December 31, 2015, \$128.6 million was used for the issuance of bilateral letters of credit. Also, as at December 31, 2015, Kentz had \$123.3 million of issued bilateral letters of credit that were outside of the Company's Facility.

## RECOURSE DEBENTURE – CREDIT RATING

On February 19, 2015, Standard & Poor's revised its outlook to negative from stable while affirming its credit ratings on the Company, including its debenture at BBB, following the Charges described in section 13. The negative outlook reflects S&P's concern regarding the extent and magnitude that the Company's competitive position will be affected following the Charges. It also incorporates S&P's view that the resources and management attention will be used to address the Charges, which may impact the Company's operations. However, S&P continues to expect the Company will maintain strong liquidity over the next 18 months and that net cash will exceed recourse debt preserving the financial flexibility to manage possible financial penalties.

On February 19, 2015, following the Charges described in section 13, DBRS issued a press release. DBRS stated that no rating action was warranted in view that there was limited near-term impact to the Company, and that the Charges were not indicative of the Company's current business strategy and conduct. On September 8, 2015, DBRS confirmed the credit ratings of the Company and its debenture at BBB with stable trend. In confirming the rating, DBRS recognizes the Company's progress in completing almost all challenging legacy projects and executing the sale of AltaLink L.P. and the

Kentz acquisition, which together have materially enhanced the Company's scale and execution capability in the oil and gas sector without material increase in recourse debt.

The Company retains its investment grade status from both rating agencies.

## RECOURSE DEBT-TO-CAPITAL RATIO

This ratio compares the recourse debt balance to the sum of recourse debt and equity attributable to SNC-Lavalin shareholders, excluding other components of equity, and is a measure of the Company's financial capabilities. As at December 31, 2015 and 2014, the Company's recourse debt-to-capital ratio was 9:91 and 10:90, respectively, below the Company's objective, which is not to surpass a ratio of 30:70.

## NON RECOURSE-DEBT

SNC-Lavalin does not consider non-recourse debt when monitoring its capital because such debt results from the full consolidation of certain Capital investments held by the Company. As such, the lenders of such debt do not have recourse to the general credit of the Company, but rather to the specific assets of the Capital investments they finance. The Company's Capital investments accounted for by the full or equity consolidation methods may be at risk, however, if such investments were unable to repay their non-recourse long-term debt.

# 10.5 Contractual Obligations and Financial Instruments

## CONTRACTUAL OBLIGATIONS

In the normal course of business, SNC-Lavalin has various contractual obligations. The following table provides a summary of SNC-Lavalin's future contractual commitments specifically related to short-term debt and long-term debt repayments, commitments to invest in Capital investments and rental obligations:

(IN MILLIONS CAS)	2016	2017-2018	2019-2020	THEREAFTER	TOTAL
Short-term debt and long-term debt repayments:					
Recourse	\$ -	\$ -	\$ 350.0	\$ -	\$ 350.0
Non-recourse from Capital	9.0	19.8	39.8	479.9	548.5
Commitments to invest in Capital	113.9	-	-	-	113.9
Rental obligations under operating lease arrangements	105.1	125.3	87.9	112.9	431.2
<b>Total</b>	<b>\$ 228.0</b>	<b>\$ 145.1</b>	<b>\$ 477.7</b>	<b>\$ 592.8</b>	<b>\$ 1,443.6</b>

Additional details of the future principal repayments of the Company's recourse and non-recourse short-term debt and long-term debt are provided in Note 20D to the Company's 2015 audited annual consolidated financial statements. The commitments to invest in Capital investments result from SNC-Lavalin not being required to make its contribution immediately when investing, but instead contributing over time, as detailed in Note 5C to the Company's 2015 audited annual consolidated financial statements. The commitments to invest in Capital investments are recognized for investments accounted for by the equity or cost methods and mainly related to Rideau, 407 EDGGP, SSL and Eglinton

Crosstown. Information regarding the Company's minimum lease payments for annual basic rental under long-term operating leases can be obtained in Note 33 to the Company's 2015 audited annual consolidated financial statements.

## FINANCIAL INSTRUMENTS

The Company discloses information on the classification and fair value of its financial instruments, as well as on the nature and extent of risks arising from financial instruments, and related risk management in Note 29 to the Company's 2015 audited annual consolidated financial statements.

DERIVATIVE FINANCIAL INSTRUMENTS	FINANCIAL ARRANGEMENT
<p>SNC-Lavalin enters into derivative financial instruments, namely:</p> <ul style="list-style-type: none"> <li>&gt; Forward currency exchange contracts to hedge its exposure to fluctuations in foreign currency exchange rates on projects;</li> <li>&gt; Interest-rate swaps to hedge the variability of interest rates relating to financing arrangements; and</li> <li>&gt; Derivative financial instruments to limit its exposure to the variability of the fair value of the share units awarded as part of share unit plans, which fluctuates according to the Company's share price.</li> </ul>	<p>The Company had a financial arrangement with an investment grade financial institution to limit its exposure to the variability of its cash-settled share-based payment arrangements caused by fluctuations in its share price. This arrangement was terminated in 2015 and replaced by derivative financial instruments described on the left side of this table (refer to Note 22C to the Company's 2015 audited annual consolidated financial statements).</p>
<p>All financial instruments are entered into with sound financial institutions, which SNC-Lavalin anticipates will satisfy their obligations under the contracts.</p>	

The Company does not hold or issue any derivative instruments for speculative purposes, but rather for hedging purposes only, including entering into a foreign exchange hedge in 2015 for the foreign exchange exposure of the Acquisition, as described in Note 6 to the Company's 2015 audited annual consolidated financial statements. The derivative financial instruments are subject to normal credit terms and conditions, financial controls and management and risk monitoring procedures.

## 10.6 Dividends Declared

The Board of Directors has decided to increase the quarterly cash dividend payable to shareholders from \$0.25 per share to \$0.26 per share for the fourth quarter of 2015, resulting in total cash dividends declared of \$1.01 per share relating to 2015.

The table below summarizes the dividends declared for each of the past three years:

YEAR ENDED DECEMBER 31 (IN C\$)	2015	2014	2013
Dividends per share declared to SNC-Lavalin shareholders <sup>(1)</sup>	\$ 1.01	\$ 0.97	\$ 0.93
Dividend increase (%)	4%	4%	4%

(1) The dividends declared are classified in the period for which the financial results are publicly announced, notwithstanding the declaration or payment date.

Total cash dividends paid in 2015 were \$150.9 million compared with \$146.2 million in 2014. The Company has paid quarterly dividends for 26 consecutive years and has increased its yearly dividend paid per share for each of the past 15 years.

## 10.7 Return on Average Shareholders Equity ("ROASE")

ROASE is a non-IFRS financial measure of the Company's return on equity. ROASE, as calculated by the Company, corresponds to the trailing 12-month net income attributable to SNC-Lavalin shareholders, divided by a trailing 13-month average equity attributable to SNC-Lavalin shareholders, excluding "other components of equity".

The Company excludes "other components of equity" because this element results mainly from the accounting treatment of cash flow hedges, and is not representative of the way the Company evaluates the management of its foreign currency exchange risk. Accordingly, the "other components of equity" are not representative of the Company's financial position.

For 2015, ROASE was 12.0%, compared with 58.7% for 2014, which included the impact of the net gain of \$1,320.7 million on disposal of AltaLink in 2014, and 1.6% for 2013.

## 10.8 Financial position analysis and other selected financial information

The following is an analysis of the changes to the Company's consolidated statements of financial position for the year ended December 31, 2015.

### ASSETS

AT DECEMBER 31 (IN MILLIONS CA\$)	2015	2014 <sup>(1)</sup>	CHANGE (\$)	EXPLANATIONS
<b>Current Assets</b>				
Cash and cash equivalents	\$ 1,581.8	\$ 1,702.2	\$ (120.4)	See discussion in section 10.3.
Restricted cash	39.0	27.5	11.5	-
Trade receivables	1,200.9	1,251.2	(50.3)	Decrease due to cash collected partly offset by foreign currency translation.
Contracts in progress	985.9	844.8	141.1	Increase due to various ongoing projects.
Inventories	152.2	101.8	50.4	Increase in work in progress, finished goods and raw materials.
Other current financial assets	908.9	844.7	64.1	Increase in retention on client contracts and other receivables.
Other current non-financial assets	329.2	271.6	57.6	Increase in income taxes receivables, partially offset by a decrease in prepaid expenses and other.
<b>Total current assets</b>	<b>\$ 5,197.8</b>	<b>\$ 5,043.8</b>	<b>\$ 154.0</b>	
Property and equipment	\$ 265.1	\$ 246.1	\$ 19.0	Increase mainly due to additions in office furniture, computer equipment and machinery, partially offset by the 2015 depreciation expense.
Capital investments accounted for by the equity method	419.5	362.3	57.2	Increase mainly due to projects awarded in 2015, namely the Eglinton Crosstown and the New Champlain Bridge Corridor.
Capital investments accounted for by the cost method	48.3	440.8	(392.5)	Decrease principally reflecting the disposal of the Company's investment in Ambatovy in 2015.
Goodwill	3,386.8	2,895.4	491.5	Increase due to foreign currency translation.
Intangible assets related to Kentz acquisition	272.6	311.0	(38.4)	Decrease due to amortization expense of 2015, partly offset by foreign currency translation.
Deferred income tax asset	436.8	419.6	17.2	Increase due to the recognition of tax assets, temporary differences in amortization and depreciation, and foreign currency translation of deferred taxes.
Non-current portion of receivables under service concession arrangements	291.9	250.8	41.1	Increase mainly due to an increase in financial assets related to construction for InPower BC General Partnership.
Other non-current financial assets	74.1	157.5	(83.4)	Decrease mainly due to maturity of a portion of the deposit notes related to InPower BC General Partnership.
Other non-current non-financial assets	110.2	99.8	10.3	-
<b>Total assets</b>	<b>\$ 10,503.2</b>	<b>\$ 10,227.2</b>	<b>\$ 276.0</b>	

(1) In 2015, the Company finalized the preliminary allocation of purchase price and has retrospectively revised the impact of changes to the preliminary allocation of purchase price.

## LIABILITIES

AT DECEMBER 31 (IN MILLIONS CAS)	2015	2014 <sup>(1)</sup>	CHANGE (\$)	EXPLANATIONS
<b>Current Liabilities</b>				
Trade payables	\$ 2,330.6	\$ 2,329.2	\$ 1.4	Increase due to progress on ongoing projects and foreign currency translation, partially offset by completed or substantially completed projects in 2015.
Downpayments on contracts	185.8	249.5	(63.7)	Decrease mainly due to downpayments used on major ongoing projects.
Deferred revenues	1,041.6	1,196.3	(154.6)	Decrease mainly due to revenue recognized for projects that are completed or substantially completed in 2015, partially offset by deferred revenues from contracts awarded in 2015.
Other current financial liabilities	394.3	354.5	39.9	Variation due to increases in derivative financial instruments and commitments to invest, partially offset by a decrease in retention on supplier contracts in 2015.
Other current non-financial liabilities	370.6	603.2	(232.5)	Variation principally reflecting a decrease in income taxes payable in 2015.
Advances under contract financing arrangements	394.1	319.3	74.8	Variation due to the Sainte-Justine and Evergreen projects. Refer to note 19 to the 2015 consolidated financial statements of the Company for further details.
Current portion of provisions	364.5	349.5	15.0	Variation mainly due to additional provisions recognized for restructuring in 2015, as well as foreign currency translation, partly offset by payments made in 2015. Refer to note 21 to the 2015 consolidated financial statements of the Company for further details.
Short-term debt and current portion of long-term debt:				
Non-recourse from Capital investments	8.2	7.8	0.4	Refer to note 20C to the 2015 consolidated financial statements of the Company for details.
<b>Total current liabilities</b>	<b>\$ 5,089.8</b>	<b>\$ 5,409.2</b>	<b>\$ (319.4)</b>	
Long-term debt:				
Recourse	\$ 349.1	\$ 348.9	\$ 0.2	Debenture, with a face value of \$350.0 million.
Non-recourse from Capital investments	525.8	530.7	(4.9)	Refer to note 20C to the 2015 consolidated financial statements of the Company for details.
Other non-current financial liabilities	6.9	9.5	(2.6)	-
Non-current portion of provisions	344.3	341.3	3.1	Refer to note 21 to the 2015 consolidated financial statements of the Company for details.
Other non-current non-financial liabilities	10.2	3.7	6.5	-
Deferred income tax liability	273.5	259.1	14.5	Increase due to the recognition of tax liabilities, temporary differences in amortization and depreciation, and foreign currency translation of deferred taxes.
<b>Total liabilities</b>	<b>\$ 6,599.7</b>	<b>\$ 6,902.3</b>	<b>\$ (302.6)</b>	

(1) In 2015, the Company finalized the preliminary allocation of purchase price and has retrospectively revised the impact of changes to the preliminary allocation of purchase price.

## EQUITY

AT DECEMBER 31 (IN MILLIONS CA\$)	2015	2014 <sup>(1)</sup>	CHANGE (\$)	EXPLANATIONS
Share Capital	\$ 526.8	\$ 531.5	\$ (4.6)	Decrease due to shares repurchased by the Company and cancelled in 2015.
Retained Earnings	2,901.4	2,785.1	116.3	Increase due to 2015 results, partially offset by dividends paid and shares repurchased by the Company and cancelled in 2015.
Other Components of Equity	440.0	(2.7)	442.7	Increase largely due to exchange differences on translating foreign operations.
<b>Equity attributable to SNC-Lavalin shareholders</b>	<b>\$ 3,868.2</b>	<b>\$ 3,313.8</b>	<b>\$ 554.4</b>	
Non-Controlling Interests	35.3	11.1	24.2	Difference mainly due to 2015 results, partially offset by dividends paid to non-controlling interests.
<b>Total Equity</b>	<b>\$ 3,903.5</b>	<b>\$ 3,324.9</b>	<b>\$ 578.6</b>	

(1) In 2015, the Company finalized the preliminary allocation of purchase price and has retrospectively revised the impact of changes to the preliminary allocation of purchase price.

## OTHER SELECTED FINANCIAL INFORMATION

AT DECEMBER 31 (IN MILLIONS CA\$)	2015	2014 <sup>(1)</sup>	2013
<b>Total assets</b>	<b>\$ 10,503.2</b>	<b>\$ 10,227.2</b>	<b>\$ 11,772.6</b>
<b>Non-current financial liabilities</b>			
Long-term debt:			
Recourse	\$ 349.1	\$ 348.9	\$ 348.7
Non-recourse from Capital investments	525.8	530.7	3,536.9
Non-current portion of provisions	25.1	15.9	-
Other non-current financial liabilities	6.9	9.5	125.0
<b>Total non-current financial liabilities</b>	<b>\$ 906.9</b>	<b>\$ 905.0</b>	<b>\$ 4,010.7</b>

(1) In 2015, the Company finalized the preliminary allocation of purchase price and has retrospectively revised the impact of changes to the preliminary allocation of purchase price.

## ASSETS

- > Total assets have increased by \$276.0 million from 2014 to 2015. Refer to the discussion in the section 10.8 under "Assets" for a detailed analysis of the variation.
- > Total assets have decreased by \$1,545.5 million from 2013 to 2014. The decrease is mainly due to derecognition of AltaLink's assets, following the sale of the Company's ownership in this Capital investment in December 2014.

## NON-CURRENT FINANCIAL LIABILITIES

- > Total non-current financial liabilities remained in line compared with 2014. Refer to the discussion in the section 10.8 under "Liabilities" for a detailed analysis of the variation.
- > Total non-current financial liabilities have decreased by \$3,105.7 million from 2013 to 2014. The decrease is primarily reflecting derecognition of non-current financial liabilities following the disposal of the Company's ownership in AltaLink in December 2014.



## 11 Critical Accounting Judgments and Key Sources of Estimation Uncertainty

In the application of the Company's accounting policies, which are described in Note 2 to the Company's 2015 audited annual consolidated financial statements, management is required to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical accounting judgments and key estimates concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described in detail in Note 3 to the Company's 2015 audited annual consolidated financial statements.

## 12 Accounting Policies and Changes

### 12.1 Change in an accounting policy

In 2015, the Company changed its measure of profit or loss for its reportable segments, such measure of profit or loss is referred to as the segment EBIT, which no longer includes the corporate selling, general and administrative expenses that are not directly related to projects or segments. This change in an accounting policy did not have any impact on the Company's financial statements, other than on its segment disclosures, and was made in accordance with IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

### 12.2 Change in an accounting estimate

In 2015, the Company conducted a formal review of its computer equipment and accordingly reassessed its useful life. As a result of the review, the depreciation period of the Company's computer equipment was changed from 2 years to a period varying between 2 and 5 years. This resulted in a decrease estimated to \$13.2 million of the depreciation charge for the year ended December 31, 2015. This change of useful life of the Company's computer equipment was applied prospectively in accordance with IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

## 12.3 New accounting policies adopted in 2015

In 2015, the Company adopted two new accounting policies applicable to: i) hedges of net investments in foreign operations (see Note 2K to the Company's 2015 audited annual consolidated financial statements); and ii) fair value hedges of available-for-sale investments (see note 2K to the Company's 2015 audited annual consolidated financial statements).

## 12.4 Amendments adopted in 2015

The following amendments to existing standards have been adopted by the Company on January 1, 2015:

- > *Defined Benefit Plans: Employee Contributions* (Amendments to IAS 19, *Employee Benefits*) apply to contributions from employees or third parties to defined benefit plans, which objective is to simplify the accounting for contributions that are independent of the number of years of employee service.
- > Annual improvements to IFRS (2010-2012 Cycle), which include among others:
  - › Amendments to IFRS 8, *Operating Segments*, require an entity to disclose the judgments made by management in applying the aggregation criteria to operating segments and clarify that a reconciliation of the total of the reportable segments' assets to the entity's assets should only be provided if the segment assets are regularly provided to the chief operating decision-maker.
  - › Amendments to IFRS 13, *Fair Value Measurement*, ("IFRS 13") clarify that the issuance of IFRS 13 did not remove the ability to measure current receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of not discounting is immaterial.
- > Annual improvements to IFRS (2011-2013 Cycle), which include among others:
  - › Amendments to IFRS 3, *Business Combinations*, ("IFRS 3") clarify that the scope of IFRS 3 does not apply to the accounting for the formation of all types of joint arrangement in the financial statements of the joint arrangement itself.
  - › Amendments to IFRS 13, *Fair Value Measurement*, clarify that the scope of the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of IAS 39, *Financial Instruments: Recognition and Measurement*, even if those contracts do not meet the definition of financial assets or financial liabilities.

The adoption of the amendments listed above did not have any impact on the Company's financial statements.

## 12.5 Standards and amendments issued to be adopted at a later date

The following amendments to the standards have been issued and are applicable to the Company for its annual periods beginning on January 1, 2016 and thereafter, with an earlier application permitted:

- > *Clarification of Acceptable Methods of Depreciation and Amortisation* (Amendments to IAS 16, *Property, Plant and Equipment*, and IAS 38, *Intangible Assets*): i) amendments to IAS 16, *Property, Plant and Equipment*, prohibit entities

from using a revenue-based depreciation method for items of property, plant and equipment; and ii) amendments to IAS 38, *Intangible Assets*, introduce a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset, except in two limited circumstances.

- > *Disclosure Initiative* (Amendments to IAS 1, *Presentation of Financial Statements*) comprises several narrow-scope amendments to improve presentation and disclosure requirements in existing standards.
- > Annual Improvements to IFRS (2012-2014 Cycle):
  - › Amendments to IFRS 5, *Non-Current Assets Held for Sale and Discontinued Operations*, introduce guidance for when an entity reclassifies an asset (or disposal group) from held for sale to held for distribution to owners (or vice versa), or when held-for-distribution accounting is discontinued.
  - › Amendments to IFRS 7, *Financial Instruments: Disclosure*, provide: i) additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset for the purposes of the disclosures required in relation to transferred assets; and ii) guidance as to whether the disclosure requirements on offsetting financial assets and financial liabilities should be included in condensed interim financial statements.
  - › Amendments to IAS 19, *Employee Benefits*, clarify that the high quality corporate bonds used to estimate the discount rate for post-employment benefits should be issued in the same currency as the benefits to be paid.
  - › Amendments to IAS 34, *Interim Financial Reporting*, ("IAS 34") clarify the requirements relating to information required by IAS 34 that is presented elsewhere within the interim financial report but outside the interim financial statements. The amendments require that such information be incorporated by way of a cross-reference from the interim financial statements to the other part of the interim financial report that is available to users on the same terms and at the same time as the interim financial statements.

The following amendments to the standard have been issued and are applicable to the Company for its annual periods beginning on January 1, 2017 and thereafter, with an earlier application permitted:

- > *Disclosure Initiative* (Amendments to IAS 7, *Statement of Cash Flows*) require disclosures of information enabling users of financial statements to evaluate changes in liabilities arising from financing activities.

The following standards have been issued and are applicable to the Company for its annual periods beginning on January 1, 2018 and thereafter, with an earlier application permitted:

- > IFRS 9, *Financial Instruments*, covers mainly: i) the classification and measurement of financial assets and financial liabilities; ii) the new impairment model for the recognition of expected credit losses; and iii) the new hedge accounting model.
- > IFRS 15, *Revenue from Contracts with Customers*, ("IFRS 15") outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. It will supersede current revenue recognition guidance including IAS 18, *Revenue*, IAS 11, *Construction Contracts*, and related Interpretations.

The following standard has been issued and is applicable to the Company for its annual periods beginning on January 1, 2019 and thereafter, with an earlier application permitted for entities that have also adopted IFRS 15:

- > IFRS 16, *Leases*, provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessees and lessors. It will supersede IAS 17, *Leases*, and its associated interpretative guidance.

The Company is currently evaluating the impact of adopting these amendments and standards on its financial statements.

In December 2015, the International Accounting Standards Board postponed the effective date of the following amendments to the standards indefinitely pending the outcome of its research project on the equity method of accounting:

- > *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (Amendments to IFRS 10, *Consolidated Financial Statements*, and IAS 28, *Investments in Associates and Joint Ventures*)

## 13 Risks and Uncertainties

The Company is subject to a number of risks and uncertainties in carrying out its activities and you should carefully consider the risks and uncertainties below before investing in its securities. Additional risks not currently known or that the Company currently believes are immaterial may also impair its business, results of operations, financial condition and liquidity.

### RISKS RELATED TO LITIGATION, REGULATORY MATTERS AND INVESTIGATIONS

***The outcome of pending and future claims and litigation could have a material adverse impact on the Company's business, financial condition and results of operation.***

SNC-Lavalin and its Capital investments are or can be party to litigation in the normal course of business. Since the Company engages in engineering and construction, and O&M activities for facilities and projects where design, construction or systems failures can result in substantial injury or damage to employees or others, the Company is exposed to substantial claims and litigation if there is a failure at any such project. Such claims could relate to, among other things, personal injury, loss of life, business interruption, property damage, pollution, and environmental damage and be brought by clients or third parties, such as those who use or reside near clients' projects. SNC-Lavalin can also be exposed to claims if it agreed that a project will achieve certain performance standards or satisfy certain technical requirements and those standards or requirements are not met. In many contracts with clients, subcontractors, and vendors, the Company agrees to retain or assume potential liabilities for damages, penalties, losses and other exposures relating to projects that could result in claims that greatly exceed the anticipated profits relating to those contracts. In addition, while clients and subcontractors may agree to indemnify the Company against certain liabilities, such third parties may refuse or be unable to pay.

Moreover, on March 1, 2012, a "Motion to Authorize the Beginning of a Class Action and to Obtain the Status of Representative" (the "Quebec Motion") was filed with the Quebec Superior Court, on behalf of persons who acquired SNC-Lavalin securities from and including March 13, 2009 through and including February 28, 2012, whether in a primary market offering or in the secondary market. The defendants in the Quebec Motion are SNC-Lavalin and certain of its current and former directors and former officers. The Quebec Motion raises both statutory and negligent misrepresentation claims.

On May 9, 2012, two proposed class actions were commenced in the Ontario Superior Court on behalf of all persons who acquired SNC-Lavalin securities during different time periods. These two actions were consolidated into a single action (the "Ontario Action") on June 29, 2012. The defendants in the Ontario Action are SNC-Lavalin and certain of its current and former directors and former officers. The Ontario Action seeks damages on behalf of all persons who acquired securities of SNC-Lavalin between November 6, 2009 and February 27, 2012 (the "Class Period"). The Ontario Action raises, among other things, both statutory and common law misrepresentation claims.

The Quebec Motion and the Ontario Action (collectively, the "Actions") allege that certain documents filed by SNC-Lavalin contained misrepresentations concerning, among other things, SNC-Lavalin's corporate governance practices, adequacy of controls and procedures, reported net income for the year ended December 31, 2010, and adherence to SNC-Lavalin's Code of Ethics.

The Actions each seek damages based on the decline in market value of the securities purchased by proposed class members when SNC-Lavalin issued a press release dated February 28, 2012, as well as other damages and costs. The Ontario Action seeks additional damages based on various further drops in share price.

On September 19, 2012, the Ontario judge agreed to the discontinuance of the plaintiffs' claims other than the statutory misrepresentation claims under securities legislation in accordance with an agreement with the plaintiffs. The judge granted the plaintiffs leave to proceed with those statutory claims and has certified a class action covering shareholders who bought SNC-Lavalin shares during the Class Period except for Quebec residents. On January 24, 2013, a judge of the Quebec Superior Court rendered a similar judgment covering Quebec residents.

Due to the inherent uncertainties of litigation, it is not possible to predict the final outcome of these lawsuits or determine the amount of any potential losses, if any, and SNC-Lavalin may, in the future, be subject to further class action lawsuits or other litigation. While SNC-Lavalin has directors' and officers' liability insurance insuring individuals against liability for acts or omissions in their capacities as directors and officers, the Company does not maintain any other insurance in connection with the Actions. The amount of coverage under the directors' and officers' policy is limited and such coverage may be an insignificant portion of any amounts the Company is required or determines to pay in connection with the Actions. In the event the Company is required or determines to pay amounts in connection with these lawsuits or other litigation, such amounts could be significant and may have a material adverse impact on SNC-Lavalin's liquidity and financial results.

On June 12, 2014, the Quebec Superior Court rendered a decision in the matter commonly referred to as the "Pyrrhotite Case" in Trois-Rivières, Quebec and in which SNC-Lavalin is one of numerous defendants. The Superior Court ruled in favour of the plaintiffs, awarding an aggregate amount of approximately \$168 million in damages apportioned amongst the defendants, on an *in solidum* basis. SNC-Lavalin, among other parties, filed a Notice to Appeal the Superior Court decision both on merit and apportionment of liability. Based on the current judgment, SNC-Lavalin's share of the damages would be approximately 70%, a significant portion of which the Company would expect to recover from its external insurers. In addition to the Appeal of the decision, recourses in warranty have been filed against another party, which may result in reduction of SNC-Lavalin's share of the damages.

Due to the inherent uncertainties of litigation, it is not possible to predict the final outcome of the Company's appeal or these and other related proceedings generally, determine if the amount included in the Company's provisions is sufficient or determine the amount of any potential losses, if any, that may be incurred in connection with any final judgment on these matters.

SNC-Lavalin maintains insurance coverage for various aspects of its business and operations. The Company's insurance programs have varying coverage limits and maximums, and insurance companies may seek to deny claims the Company might make. In addition, SNC-Lavalin has elected to retain a portion of losses that may occur through the use of various deductibles, limits and retentions under these programs. As a result, the Company may be subject to future liability for which it is only partially insured, or completely uninsured.

In addition, the nature of the Company's business sometimes results in clients, subcontractors, and vendors presenting claims for, among other things, recovery of costs related to certain projects. Similarly, SNC-Lavalin occasionally presents change orders and other claims to clients, subcontractors, and vendors. If the Company fails to document properly the nature of claims and change orders or is otherwise unsuccessful in negotiating reasonable settlements with clients, subcontractors and vendors, the Company could incur cost overruns, reduced profits or, in some cases, a loss for a project. A failure to promptly recover on these types of claims could have a material adverse impact on SNC-Lavalin's liquidity and financial results. Additionally, irrespective of how well the Company documents the nature of its claims and change orders, the cost to prosecute and defend claims and change orders can be significant.

Litigation and regulatory proceedings are subject to inherent uncertainties and unfavourable rulings can and do occur. Pending or future claims against SNC-Lavalin could result in professional liability, product liability, criminal liability, warranty obligations, and other liabilities which, to the extent the Company is not insured against a loss or its insurer fails to provide coverage, could have a material adverse impact on the Company's business, financial condition and results of operations.

The Company is also subject to other ongoing investigations which could subject the Company to criminal and administrative enforcement actions, civil actions and sanctions, fines and other penalties, some of which may be significant. These charges and investigations, and potential results thereof, could harm the Company's reputation, result in suspension, prohibition or debarment of the Company from participating in certain projects, reduce its revenues and net income and adversely affect its business.

In February 2012, the Board of Directors initiated an independent investigation (the "Independent Review"), led by its Audit Committee, of the facts and circumstances surrounding certain payments that were documented (under certain agreements presumed to be agency agreements) to construction projects to which they did not relate, and certain other contracts. On March 26, 2012, the Company announced the results of the Independent Review and related findings and recommendations of the Audit Committee to the Board of Directors and provided information to the appropriate authorities. The Company understands that investigations by law enforcement and securities regulatory authorities remain ongoing in connection with this information, which are described in greater detail below. The Company also continues to review compliance matters (including matters beyond the scope of the Independent Review), including to assess whether amounts may, directly or indirectly, have been improperly paid to persons owing fiduciary duties to the Company, and as additional information, if any, arises as a result thereof, the Company will continue to investigate and review such information as it has in the past.

### Charges and RCMP Investigations

On February 19, 2015, the Royal Canadian Mounted Police (the "RCMP") and the Public Prosecution Service of Canada laid charges against the Company and its indirect subsidiaries SNC-Lavalin International Inc. and SNC-Lavalin Construction Inc. Each entity has been charged with one count of fraud under section 380 of the Criminal Code (Canada) (the "Criminal Code") and one count of corruption under Section 3(1)(b) of the Corruption of Foreign Public Officials Act (Canada) (the "CFPOA"), (the "Charges"). These Charges follow the RCMP's formal investigation (including in connection with the search warrant executed by the RCMP at the Company on April 13, 2012) into whether improper payments were made or offered, directly or indirectly, to be made, to a government official of Libya to influence the award of certain engineering and construction contracts between 2001 and 2011. This investigation, referred to as Project Assistance by the RCMP, also led to criminal charges being laid against two former employees of the Company. The Company understands that the charges laid against one or both of these former employees include bribery under the CFPOA, fraud, laundering the proceeds of crime and possession of property obtained by crime under the Criminal Code, and contravention of the *Regulations Implementing the United Nations Resolutions on Libya* in Canada. Due to the inherent uncertainties of these proceedings, it is not possible to predict the final outcome of the Charges, which could possibly result in a conviction on one or more of the Charges. The Company cannot predict what, if any, other actions may be taken by any other applicable government or authority or the Company's customers or other third parties as a result of the Charges, or whether additional charges may be brought in connection with the RCMP investigation of these matters.

The RCMP is also conducting a formal investigation into whether improper payments were made or offered to government officials in Bangladesh to influence the award of a proposed construction supervision consulting contract to a subsidiary of the Company in violation of the CFPOA and its involvement in projects in certain North African countries (the "RCMP Investigation"). This investigation has led to criminal charges being laid against three former employees of a subsidiary of the Company pursuant to the anti-bribery provisions of the CFPOA. Although, to date, the Company has not been charged in connection with the subject matter of this RCMP Investigation, it may result in criminal charges being laid against the Company and/or certain of its subsidiaries under the CFPOA and could result in a conviction on one or more of such charges.

The Charges and the RCMP Investigation and potential outcomes thereof, and any negative publicity associated therewith, could adversely affect the Company's business, results of operations and reputation and could subject the Company to sanctions, fines and other penalties, some of which may be significant. In addition, potential consequences of the Charges and/or the RCMP Investigation could include, in respect of the Company or one or more of its subsidiaries, mandatory or discretionary suspension, prohibition or debarment from participating in projects by certain governments (such as the Government of Canada and/or Canadian provincial governments) or by certain administrative organizations under applicable procurement laws, regulations, policies or practices. The Company derives a significant percentage of its annual global revenue (and an even larger percentage of its annual Canadian revenue) from government and government-related contracts. As a result, suspension, prohibition or debarment, whether discretionary or mandatory, from participating in certain government and government-related contracts (in Canada, Canadian provinces or elsewhere) would have a material adverse effect on the Company's business, financial condition and liquidity and the market prices of the Company's publicly traded securities.

### AMF Investigation; AMF Certification under the Quebec Act Respecting Contracting by Public Bodies

The Company understands that there is an ongoing investigation being conducted in the context of applicable securities laws and regulations by the securities regulator in the Province of Quebec, the Autorité des marchés financiers (the "AMF").



In addition, as announced on February 5, 2014, certain subsidiaries of the Company obtained the requisite certification from the AMF to contract with public bodies in the Province of Quebec, as required pursuant to the *Act Respecting Contracting by Public Bodies*. In the event an entity or any of its affiliates is convicted of certain specified offences under the Criminal Code or the CFPOA, AMF certification can be automatically revoked. In addition, the AMF has the discretionary power to refuse to grant an authorization or revoke an authorization if it determines that the enterprise concerned fails to meet the high standards of integrity that the public is entitled to expect from a party to a public contract or subcontract.

#### World Bank Settlement

On April 17, 2013, the Company announced a settlement in connection with the previously announced investigations by the World Bank Group relating to the project in Bangladesh referred to above and a project in Cambodia, which includes a suspension of the right to bid on and to be awarded World Bank Group-financed projects by SNC-Lavalin Inc., a subsidiary of the Company, and its controlled affiliates for a period of 10 years (the "World Bank Settlement"). The suspension could be lifted after eight years, if the terms and conditions of the settlement agreement are complied with fully. According to the terms of the World Bank Settlement, the Company and certain of its other affiliates continue to be eligible to bid on and be awarded World Bank Group-financed projects as long as they comply with all of the terms and conditions imposed upon them under the terms of the World Bank Settlement, including an obligation not to evade the sanction imposed. The World Bank Settlement also requires that the Company cooperate with the World Bank on various compliance matters in the future. The World Bank Settlement does not include a financial penalty. The World Bank Settlement has led to certain other multilateral development banks following suit, debarring SNC-Lavalin Inc. and its controlled affiliates on the same terms.

#### African Development Bank Settlement

On October 1, 2015, the Company announced a settlement with the African Development Bank relating to allegations of corruption in two African countries. The settlement included the payment by SNC-Lavalin Group Inc. of \$1.9 million to the African Development Bank (the "African Development Bank Settlement"). The African Development Bank Settlement also requires that the Company cooperate with the African Development Bank on various compliance matters in the future.

#### Canada's Integrity Regime

The Canadian government announced the Integrity Regime for procurement and real property transactions on July 3, 2015. The scope of offences which may cause a supplier to be deemed ineligible to carry on business with the federal government are broad and encompass offences under the Criminal Code, the Competition Act, and the Corruption of Foreign Public Officials Act, among others. Some of the offences qualifying for ineligibility include: bribery, fraud, money laundering, falsification of books and documents, extortion, and offences related to drug trafficking. A determination of ineligibility to participate in federal government procurement projects may apply for 10 years for listed offences. However, the Integrity Regime permits the ineligibility period to be reduced by up to five years if a supplier can establish that it has cooperated with law enforcement authorities or addressed the causes of misconduct.

If a supplier is charged with a listed offence (as is presently the case with the Company), it may under the Integrity Regime be ineligible to do business with the Canadian government while legal proceedings are ongoing.



If a supplier applies for a reduced ineligibility period, or if a supplier charged with a listed offence is notified that it could be ineligible to do business with the Canadian government, as a condition of granting the reduced ineligibility period or not suspending the supplier an administrative agreement may be imposed to monitor the supplier. Administrative agreements include conditions and compliance measures that the supplier must meet to remain eligible to contract with the federal government.

The Company announced on December 10, 2015 that it has signed an administrative agreement with Public Services and Procurement (PSP) of the Government of Canada under the Integrity Regime.

Failure of the Company to abide by the terms of any of its certification from the AMF, the World Bank Settlement, the African Development Bank Settlement and/or the PSP Administrative Agreement could result in serious consequences for the Company, including new sanctions, legal actions and/or suspension from eligibility to carry on business with the government or agency involved or to work on projects funded by them. The Company is taking steps that are expected to mitigate this risk.

#### Other Investigations

The Company understands that there are also investigations by various authorities ongoing in various jurisdictions with respect to the above and other matters. In addition, Pierre Duhaime and Riadh Ben Aïssa, former Company employees, have been charged by authorities in the Province of Quebec with various fraud offences allegedly in connection with a Company project in the Province of Quebec.

On October 1, 2014, Mr. Ben Aïssa entered guilty pleas to certain criminal charges in the Federal Criminal Court of Switzerland following a lengthy investigation by Swiss authorities and the detention of Mr. Ben Aïssa by Swiss authorities from April 2012 to October 2014. The Company was recognized as an injured party in the context of the Swiss proceedings and has been awarded for certain offences for which Mr. Ben Aïssa has plead guilty, a sum equivalent to CA\$17.2 million (representing the equivalent of 12.9 million CHF and US\$2.0 million) plus interest, out of which a sum of CA\$11.9 million has been received as at December 31, 2015 with the balance expected to be received upon the forced execution of seized assets.

The Company is currently unable to determine when any of the above investigations will be completed, whether other investigations of the Company by these or other authorities will be initiated or the scope of current investigations broadened. While the Company continues to cooperate and communicate with authorities in connection with all ongoing investigations as noted above, if regulatory, enforcement or administrative authorities or third parties determine to take action against the Company or to sanction the Company in connection with possible violations of law, contracts or otherwise, the consequences of any such sanctions or other actions, whether actual or alleged, could require the Company to pay material fines or damages, consent to injunctions on future conduct or lead to other penalties including temporary or permanent, mandatory or discretionary suspension, prohibition or debarment from participating in projects by certain administrative organizations (such as those provided for in the World Bank Settlement) or by governments (such as the Government of Canada and/or the Government of Quebec) under applicable procurement laws, regulations, policies or practices, each of which could, materially adversely affect the Company's business, financial condition and liquidity and the market price of the Company's publicly traded securities.

The outcomes of the above investigations or the Charges could also result in, among other things, (i) covenant defaults under various project contracts, (ii) third party claims, which may include claims for special, indirect, derivative or consequential damages, or (iii) adverse consequences on the Company's ability to secure or continue its own financing, or to continue or secure financing for current or future projects, any of which could materially adversely affect the

Company's business, financial condition and liquidity and the market prices of the Company's publicly traded securities. In addition, the Charges, these investigations and outcomes of these investigations or Charges (including the World Bank Settlement) and any negative publicity associated therewith, could damage SNC-Lavalin's reputation and ability to do business. Finally, the findings and outcomes of the Charges or these investigations (including the World Bank Settlement) may affect the course of the class action lawsuits (described above).

Due to the uncertainties related to the outcome of the Charges and each of the above investigations, the Company is currently unable to reliably estimate an amount of potential liabilities or a range of potential liabilities, if any, in connection with the Charges or any of these investigations.

The Company's senior management and Board of Directors have been required to devote significant time and resources to the investigations described above, the World Bank Settlement and ongoing related matters which have distracted and may continue to distract from the conduct of the Company's daily business, and significant expenses have been and may continue to be incurred in connection with these investigations including substantial fees of lawyers and other advisors. In addition, the Company and/or other employees or additional former employees of the Company could become the subject of these or other investigations by law enforcement and/or regulatory authorities in respect of the matters described above or other matters which, in turn, could require the devotion of additional time of senior management and the diversion or utilization of other resources.

***Further regulatory developments could have a significant adverse impact on the Company's results, and employee, agent or partner misconduct or failure to comply with anti-bribery and other government laws and regulations could harm the Company's reputation, reduce its revenues and net income, and subject the Company to criminal and administrative enforcement actions and civil actions.***

The Company is subject to various rules, regulations, laws, and other legal requirements, enforced by governments or other authorities. Further regulatory developments, namely abrupt changes in foreign government policies and regulations, could have a significant adverse impact on the Company's results.

In addition, misconduct, fraud, non-compliance with applicable laws and regulations, or other improper activities by one of the Company's employees, agents or partners could have a significant negative impact on SNC-Lavalin's business and reputation. Such misconduct could include the failure to comply with government procurement regulations, regulations regarding the protection of classified information, regulations prohibiting bribery and other foreign corrupt practices, regulations regarding the pricing of labour and other costs in government contracts, regulations on lobbying or similar activities, regulations pertaining to the internal control over financial reporting, environmental laws and any other applicable laws or regulations. For example, the CFPOA and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or retaining business. In addition, SNC-Lavalin provides services that may be highly sensitive or that could relate to critical national security matters; if a security breach were to occur, the Company's ability to procure future government contracts could be severely limited.

SNC-Lavalin's policies mandate compliance with these regulations and laws, and the Company takes precautions intended to prevent and detect misconduct. However, since internal controls are subject to inherent limitations, including human error, it is possible that these controls could be intentionally circumvented or become inadequate because of changed conditions. As a result, SNC-Lavalin cannot assure that its controls will protect the Company from reckless or criminal acts committed by employees, agents or partners. Failure to comply with applicable laws or regulations or acts of misconduct could subject SNC-Lavalin to fines and penalties, loss of security clearances, and suspension, prohibition

or debarment from contracting, any or all of which could harm the Company's reputation, subject the Company to criminal and administrative enforcement actions and civil actions and have a negative impact on SNC-Lavalin's business.

***A negative impact on the Company's public image could influence its ability to obtain future projects.***

The consequence of reputational risk is a negative impact on the Company's public image, which may cause the cancellation of current projects and influence the Company's ability to obtain future projects. Reputational risk may arise under many situations including, among others, quality or performance issues on the Company's projects, a poor health and safety record, alleged or proven non-compliance with laws or regulations by the Company's employees, agents, subcontractors, suppliers and/or partners, and creation of pollution and contamination.

## RISKS RELATING TO THE COMPANY'S OPERATIONS

***If the Company is not able to successfully execute on its strategic plan, its business and results of operations would be adversely affected.***

On May 2, 2013, the Company announced a strategic plan designed to strengthen its core operations with a view to increasing long-term profitability. The strategic plan, described earlier in this MD&A, outlines the sectors and geographies which the Company will target, and the integrated solutions for its Capital investments model with a disciplined approach to employing capital for its Capital investments portfolio. Implementation of this plan presents various managerial, organizational, administrative, operational and other challenges. Implementing the strategic plan may require, among other things, recruiting, developing, motivating and retaining talented employees, and executing on dispositions of certain Capital investments assets at the appropriate time as well as potentially making strategic acquisitions to support the Company's growth strategy. If the Company is unable to successfully execute on any or all of the initiatives contained in the strategic plan, the Company's revenues, operating results and profitability may be adversely affected. Even if the Company successfully implements its strategic plan, there can be no guarantee that its revenues, operating results and profitability will improve.

***Fixed-price contracts or the Company's failure to meet contractual schedule or performance requirements may increase the volatility and unpredictability of its revenue and profitability.***

A significant portion of the Company's business and revenues is dependent on fixed-price contracts. The Company bears the risk for cost overruns from fixed-price contracts. Contract revenues and costs are established, in part, based on estimates which are subject to a number of assumptions, such as those regarding future economic conditions, productivity, performance of the Company's employees and of subcontractors or equipment suppliers, price, availability of labour, equipment and materials and other requirements that may affect project costs or schedule, such as obtaining the required environmental permits and approvals on a timely basis. Cost overruns may also occur when unforeseen circumstances arise.

If cost overruns occur, the Company could experience reduced profits or, in some cases, a loss for that project. A significant cost overrun can occur on both large and smaller contracts or projects. If a large cost overrun occurs, or if cost overruns occur on multiple projects, such cost overruns could increase the unpredictability and volatility of the Company's profitability as well as have a material adverse impact on its business.

In addition, in certain instances, SNC-Lavalin may guarantee a client that it will complete a project by a scheduled date or that a facility will achieve certain performance standards. As such, SNC-Lavalin may incur additional costs should the project or facility subsequently fail to meet the scheduled completion date or performance standards. A project's

revenues could also be reduced in the event the Company is required to pay liquidated damages or in connection with contractual penalty provisions, which can be substantial and can accrue on a daily basis.

***The Company's revenue and profitability are largely dependent on the awarding of new contracts, which it does not directly control, and the uncertainty of contract award timing could have an adverse effect on the Company's ability to match its workforce size with its contract needs.***

Obtaining new contract awards, which is a key component for the sustainability of net income, is a risk factor in a competitive environment. A substantial portion of SNC-Lavalin's revenue and profitability is generated from large-scale project awards. The timing of when project awards will be made is unpredictable and outside of the Company's control. SNC-Lavalin operates in highly competitive markets where it is difficult to predict whether and when it will receive awards since these awards and projects often involve complex and lengthy negotiations and bidding processes. These processes can be impacted by a wide variety of factors including governmental approvals, financing contingencies, commodity prices, environmental conditions and overall market and economic conditions. In addition, the Company may not win contracts that it has bid upon due to price, a client's perception of the Company's reputation, ability to perform and/or perceived technology or other advantages held by competitors. SNC-Lavalin's competitors may be more inclined to take greater or unusual risks or accept terms and conditions in a contract that the Company might not otherwise deem market or acceptable. Because a significant portion of the Company's revenue is generated from large projects, the Company's results of operations can fluctuate from quarter to quarter and year to year depending on whether and when project awards occur and the commencement and progress of work under awarded contracts. As a result, SNC-Lavalin is subject to the risk of losing new awards to competitors or the risk that revenue may not be derived from awarded projects as quickly as anticipated.

In addition, fluctuating demand cycles are common in the engineering and construction industries and can have a significant impact on the degree of competition for available projects and the awarding of new contracts. As such, fluctuations in the demand for engineering and construction services or the ability of the private and/or public sector to fund projects in a depressed economic climate could adversely affect the awarding of new contracts and margin and thus SNC-Lavalin's results. Given the cyclical nature of the engineering and construction industries, the financial results of SNC-Lavalin, like others in such industries, may be impacted in any given period by a wide variety of factors beyond its control, and as a result there may, from time to time, be significant and unpredictable variations in the Company's quarterly and annual financial results.

SNC-Lavalin's estimates of future performance depend on, among other matters, whether and when the Company will receive certain new contract awards, including the extent to which the Company utilizes its workforce. The rate at which SNC-Lavalin utilizes its workforce is impacted by a variety of factors including: the Company's ability to manage attrition; the Company's ability to forecast its need for services which in turn allows the Company to maintain an appropriately sized workforce; the Company's ability to transition employees from completed projects to new projects or between internal business groups; and the Company's need to devote resources to non-chargeable activities such as training or business development. While SNC-Lavalin's estimates are based upon its good faith judgment, these estimates can be unreliable and may frequently change based on newly available information. In the case of large-scale domestic and international projects where timing is often uncertain, it is particularly difficult to predict whether and when the Company will receive a contract award. The uncertainty of contract award timing can present difficulties in matching the Company's workforce size with its contract needs. If an expected contract award is delayed or not received, or if an ongoing contract is cancelled, the Company could incur costs resulting from reductions in staff or redundancy of facilities that would have the effect of reducing the Company's operational efficiency, margins and profits.

***The Company's backlog is subject to unexpected adjustments and cancellations, including under "termination for convenience" provisions, and does not represent a guarantee of the Company's future revenues or profitability.***

The Company's revenue backlog is derived from contract awards that are considered firm thus an indication of expected future revenues. Project delays, suspensions, terminations, cancellations or reductions in scope do occur from time to time in the Company's industry due to considerations beyond the control of SNC-Lavalin and may have a material impact on the amount of reported backlog with a corresponding adverse impact on future revenues and profitability. In addition, many of the Company's contracts contain "termination for convenience" provisions, which permit the client to terminate or cancel the contract at its convenience upon providing the Company with notice a specified period of time before the termination date and/or paying the Company equitable compensation, depending on the specific contract terms. In the event a significant number of the Company's clients were to avail themselves of such "termination for convenience" provisions, or if one or more significant contracts were terminated for convenience, the Company's reported backlog would be adversely affected with a corresponding adverse impact on expected future revenues and profitability.

***SNC-Lavalin is a provider of services to government agencies and is exposed to risks associated with government contracting.***

SNC-Lavalin is a provider of services to government agencies and is exposed to risks associated with government contracting. SNC-Lavalin's failure to comply with the terms of one or more government contracts or government statutes and regulations could result in the Company's contracts with government agencies being terminated or the Company being suspended or debarred from future government projects for a significant period of time, possible civil or criminal fines and penalties and the risk of public scrutiny of the Company's performance, and potential harm to its reputation, each of which could have a material adverse effect on SNC-Lavalin's business. Other remedies that the Company's government clients may seek for improper activities or performance issues include sanctions such as forfeiture of profits and suspension of payments. In addition, virtually all of the Company's contracts with governments contain "termination for convenience" provisions, as described in the risk factor above entitled "*The Company's backlog is subject to unexpected adjustments and cancellations, including under 'termination for convenience' provisions, and does not represent a guarantee of the Company's future revenues or profitability.*"

Government contracts present SNC-Lavalin with other risks as well. Legislatures typically appropriate funds on a year-by-year basis, while contract performance may take more than one year. As a result, the Company's contracts with government agencies may be only partially funded or may be terminated, and the Company may not realize all of its potential revenues and profits from those contracts. Appropriations and the timing of payment may be influenced by, among other things, the state of the economy, competing political priorities, curtailments in the use of government contracting firms, budget constraints, the timing and amount of tax receipts and the overall level of government expenditures.

***The Company's international operations are exposed to various risks and uncertainties, including unfavourable political environments, weak foreign economies and the exposure to foreign currency risk.***

A significant portion of SNC-Lavalin's revenues are attributable to projects in international markets outside of Canada. SNC-Lavalin's business is dependent on the continued success of its international operations, and the Company expects its international operations to continue to account for a significant portion of total revenues. The Company's international operations are subject to a variety of risks, including:

- > recessions and other economic crises in other regions, or specific foreign economies and the impact on the Company's costs of doing business in those countries;

- > difficulties in staffing and managing foreign operations, including logistical, security and communication challenges;
- > changes in foreign government policies, laws, regulations and regulatory requirements, or the interpretation, application and/or enforcement thereof;
- > difficulty or expense in enforcing contractual rights due to a lack of a developed legal system or otherwise;
- > renegotiation or nullification of existing contracts;
- > the adoption of new, and the expansion of existing, trade or other restrictions;
- > difficulties, delays and expense that may be experienced or incurred in connection with the movement and clearance of personnel and goods through the customs and immigration authorities of multiple jurisdictions;
- > embargoes;
- > acts of war, civil unrest, force majeure and terrorism;
- > social, political and economic instability;
- > expropriation of property;
- > tax increases or changes in tax laws, legislation or regulation or in the interpretation, application and/or enforcement thereof; and
- > limitations on the Company's ability to repatriate cash, funds or capital invested or held in jurisdictions outside Canada.

To the extent SNC-Lavalin's international operations are affected by unexpected or adverse economic, political and other conditions, the Company's business, financial condition and results of operations may be adversely affected.

In addition, the Company's activities outside Canada expose SNC-Lavalin to foreign currency exchange risks, which could adversely impact its operating results. The Company is particularly vulnerable to fluctuations in Euros and U.S. dollars. While SNC-Lavalin has a hedging strategy in place to mitigate the effects of certain foreign currency exposures, there can be no assurance that such hedging strategy will be effective. Furthermore, the Company does not have hedging strategies in place with respect to all currencies in which it does business. The Company's hedging strategy includes the use of forward foreign exchange contracts, which also contain an inherent credit risk related to default on obligations by the counterparties to such contracts.

***There are risks associated with the Company's ownership interests in Capital investments that could adversely affect it.***

In accordance with its business strategy, SNC-Lavalin makes Capital investments. When SNC-Lavalin holds an ownership interest in a Capital investment, it assumes a degree of risk associated with the financial performance of the Capital investment. The value of the Company's investment is dependent on the ability of the Capital investment to attain its revenue and cost projections as well as the ability to secure initial and ongoing financing, which can be influenced by numerous factors, some partially beyond the Capital investment's control, including, but not limited to, political or legislative changes, lifecycle maintenance, operating revenues, collection success, cost management and the general



state of the capital and/or credit markets. In addition, the Company is sometimes required to guarantee the obligations of the Capital investments or partners in such Capital investments, which may result in a liability for the Company in the event such guarantee is enforced or applied.

The Company makes Capital investments where it does not hold a controlling interest. These Capital investments may not be subject to the same requirements regarding internal controls and internal control over financial reporting that SNC-Lavalin follows. To the extent the controlling entity makes decisions that negatively impact the Capital investment or internal control problems arise within the Capital investment, it could have a material adverse impact on the Company's business, financial condition and results of operations.

The Company's non-recourse debt from Capital investments can be affected by fluctuations in interest rates.

In addition, many of the Company's Capital investments are governed by shareholder, partnership or similar joint venture agreements or arrangements, many of which restrict the Company's ability or right to freely sell or otherwise dispose of its Capital investments and/or that affect the timing of any such sale or other disposition. Consequently, the Company's ability to efficiently or timely dispose of or monetize one or more of its Capital investments could be limited by such contractual arrangements, which could in turn have an adverse impact on SNC-Lavalin's liquidity or capital resources.

***The Company is dependent on third parties to complete many of its contracts.***

SNC-Lavalin undertakes contracts wherein it subcontracts a portion of the project or the supply of material and equipment to third parties. If the amount the Company is required to pay for subcontractors or equipment and supplies exceeds what was estimated, the Company may suffer losses on these contracts. If a supplier or subcontractor fails to provide supplies, equipment or services as required under a negotiated contract for any reason, or provides supplies, equipment or services that are not of an acceptable quality, the Company may be required to source those supplies, equipment or services on a delayed basis or at a higher price than anticipated, which could impact contract profitability. In addition, faulty equipment or materials could impact the overall project, resulting in claims against SNC-Lavalin for failure to meet required project specifications. These risks may be intensified during an economic downturn if these suppliers or subcontractors experience financial difficulties or find it difficult to obtain sufficient financing to fund their operations or access to bonding, and are not able to provide the services or supplies necessary for the Company's business. In addition, in instances where SNC-Lavalin relies on a single contracted supplier or subcontractor or a small number of subcontractors, there can be no assurance that the marketplace can provide these products or services on a timely basis, or at the costs the Company had anticipated. A failure by a third-party subcontractor or supplier to comply with applicable laws, rules or regulations could negatively impact SNC-Lavalin's business and, in the case of government contracts, could result in fines, penalties, suspension or even debarment being imposed on the Company.

***The Company's use of joint ventures and partnerships exposes it to risks and uncertainties, many of which are outside of the Company's control.***

SNC-Lavalin undertakes certain contracts with joint venture partners, as a member of partnerships, and under other similar arrangements. This situation exposes the Company to a number of risks, including the risk that its partners may be unable or unwilling to fulfill their contractual obligations to the Company or its clients. SNC-Lavalin's partners may also be unable or unwilling to provide the required levels of financial support to the partnerships. If these circumstances occur, the Company may be required to pay financial penalties or liquidated damages, provide additional services, or make additional investments to ensure adequate performance and delivery of the contracted services. Under agreements with joint and several (or solidary) liabilities, SNC-Lavalin could be liable for both its obligations and those of its partners.

These circumstances could also lead to disputes and litigation with the Company's partners or clients, all of which could have a material adverse impact on the Company's reputation, business, financial condition and results of operations.

SNC-Lavalin participates in joint ventures and similar arrangements in which it is not the controlling partner. In these cases, the Company has limited control over the actions or decisions of the joint venture. These joint ventures may not be subject to the same requirements regarding internal controls and internal control over financial reporting that SNC-Lavalin follows. To the extent the controlling partner makes decisions that negatively impact the joint venture or internal control problems arise within the joint venture, it could have a material adverse impact on the Company's business, financial condition and results of operations.

The failure by a joint venture partner to comply with applicable laws, rules or regulations, or client requirements, could negatively impact SNC-Lavalin's business and, in the case of government contracts, could result in fines, penalties, suspension or even debarment being imposed on the Company, which could have a material adverse impact on the Company's reputation, business, financial condition and results of operations.

***The competitive nature of the markets in which the Company does business could adversely affect it.***

SNC-Lavalin operates businesses in highly competitive industry segments and geographic markets both in Canada and internationally. SNC-Lavalin competes with both large as well as many mid-size and smaller companies across a range of industry segments. In addition, an increase in international companies entering into the Canadian marketplace has also made such market more competitive. New contract awards and contract margin are dependent on the level of competition and the general state of the markets in which the Company operates. Fluctuations in demand in the segments in which the Company operates may impact the degree of competition for work. Competitive position is based on a multitude of factors, including pricing, ability to obtain adequate bonding, backlog, financial strength, appetite for risk, availability of partners, suppliers and workforce, and reputation for quality, timeliness and experience. If the Company is unable to effectively respond to these competitive factors, results of operations and financial condition will be adversely impacted. In addition, a prolonged economic slump or slower than anticipated recovery may also result in increased competition in certain market segments, price or margin reductions or decreased demand which may adversely affect results.

***The Company's project execution activities may result in professional liability or liability for faulty services.***

The Company's failure to act or to make judgments and recommendations in accordance with applicable professional standards could result in large monetary damages awards against the Company. The Company's business involves making professional judgments regarding the planning, design, development, construction, operations and management of industrial facilities and public infrastructure projects. A failure or event at one of SNC-Lavalin's project sites or completed projects resulting from the work it has performed could result in significant professional or product liability, warranty or other claims against the Company as well as reputational harm, especially if public safety is impacted. These liabilities could exceed the Company's insurance limits or the fees it generates, or could impact the Company's ability to obtain insurance in the future. In addition, clients or subcontractors who have agreed to indemnify SNC-Lavalin against any such liabilities or losses might refuse or be unable to pay. An uninsured claim, either in part or in whole, if successful and of a material magnitude, could have a material adverse impact on the Company's financial condition and results of operations.



In some jurisdictions where the Company does business, it may be held jointly and severally liable for both its obligations and those of other parties working on a particular project, notwithstanding the absence of a contractual relationship between the Company and such other parties.

***The Company could be subject to monetary damages and penalties in connection with professional and engineering reports and opinions that it provides.***

SNC-Lavalin issues reports and opinions to clients based on its professional engineering expertise, as well as its other professional credentials. The Company's reports and opinions are often required to comply with professional standards, licensing requirements, securities regulations and other laws, regulations, rules and standards governing the performance of professional services in the jurisdiction where the services are performed. In addition, the Company could be liable to third parties who use or rely upon the Company's reports or opinions even if it is not contractually bound to those third parties, which may result in monetary damages or penalties.

***The Company may not have in place sufficient insurance coverage to satisfy its needs.***

As part of SNC-Lavalin's business operations, the Company maintains insurance coverage. There can be no assurance that the Company has in place sufficient insurance coverage to satisfy its needs, or that it will be able to secure all necessary or sufficient insurance coverage in the future. The Company's insurance is purchased from a number of third-party insurers, often in layered insurance arrangements. If any of its third-party insurers fail, refuse to renew or revoke coverage or otherwise cannot satisfy their insurance requirements to SNC-Lavalin, then the Company's overall risk exposure and operational expenses could be increased and its business operations could be interrupted.

SNC-Lavalin has obtained directors' and officers' liability insurance insuring directors and officers against liability for acts or omissions in their capacities as directors and officers, subject to certain exclusions. Such insurance also insures SNC-Lavalin against losses which the Company may incur in indemnifying officers and directors. In addition, SNC-Lavalin may enter into indemnification agreements with key officers and directors and such persons also have indemnification rights under applicable laws and the Company's constating documents. SNC-Lavalin's obligations to indemnify directors and officers may pose substantial risks to the Company's financial condition as the Company may not be able to maintain its insurance or, even if the Company is able to maintain its insurance, claims in excess of the Company's insurance coverage could materially deplete its assets.

***The Company's employees work on projects that are inherently dangerous and a failure to maintain a safe work site could result in significant losses and/or an inability to obtain future projects.***

The nature of SNC-Lavalin's work places employees and others near large equipment, dangerous processes or highly regulated materials, and in challenging environments. Many clients require that the Company meet certain safety standards or criteria to be eligible to bid on contracts, and the payment of a portion of the Company's contract fees or profits may be subject to satisfying safety standards or criteria. Unsafe work conditions also have the potential of increasing employee turnover, increasing project and operating costs and could negatively impact the awarding of new contracts. If SNC-Lavalin fails to implement appropriate safety procedures and/or if its procedures fail, employees or others may suffer injuries. Failure to comply with such procedures, client contracts or applicable regulations could subject SNC-Lavalin to losses and liability and adversely impact the Company's business, financial condition and operating results as well as its ability to obtain future projects.

***The Company's failure to attract and retain qualified personnel could have an adverse effect on its activities.***

The success of SNC-Lavalin heavily depends on its workforce and the ability to attract and retain qualified personnel in a competitive work environment. The inability to attract and retain qualified personnel could result in, among other factors, lost opportunities, cost overruns, failure to perform on projects and inability to mitigate risks and uncertainties.

***Work stoppages, union negotiations and other labour matters could adversely affect the Company.***

A portion of the Company's workforce and employees working for various subcontractors are unionized. A lengthy strike or other work stoppages, caused by unionized or non-unionized employees, in connection with any of the Company's projects could have a material adverse effect on the Company. There is an inherent risk that on-going or future negotiations relating to collective bargaining agreements or union representation may not be favourable to the Company. From time to time, the Company has also experienced attempts to unionize the Company's non-unionized employees. Such efforts can often disrupt or delay work and present risk of labour unrest.

***The Company relies on information systems and data in its operations. Failure in the availability or security of the Company's information systems or in data security could adversely affect its business and results of operations.***

Information is critical to SNC-Lavalin's success. The integrity, reliability and security of information in all forms are critical to the Company's daily and strategic operations. Inaccurate, incomplete or unavailable information and/or inappropriate access to information could lead to incorrect financial and/or operational reporting, poor decisions, delayed reaction times to the resolution of problems, privacy breaches and/or inappropriate disclosure or leaking of sensitive information.

***Any acquisition or other investment may present risks or uncertainties.***

The integration of a business acquisition can be a challenging task that includes, but is not limited to, realization of synergies, cost management to avoid duplication, information systems integration, staff reorganization, establishment of controls, procedures, and policies, as well as cultural alignment. The inability to adequately integrate an acquired business in a timely manner might result in departures of qualified personnel, lost business opportunities and/or higher than expected integration costs. In addition, there are risks associated with the acquisition of a business where certain liabilities including, but not limited to, contingent liabilities, legal claims and environmental exposures, were unknown at the time the acquisition was negotiated and concluded.

***2015 Restructuring***

In 2015, due to the persisting softer economic environment, the Company extended its restructuring efforts by launching the STEP Change program. This program is designed to make the Company more agile customer-facing and allow the Company to further improve operational efficiency, including a realignment of its corporate and operating organization. If the Company does not achieve the expected cost savings and efficiency gains, it may not realize all the value of its reorganization costs and/or it may experience execution or performance risks as a result of the reorganization and related head-count reduction.

## RISKS RELATED TO THE COMPANY'S LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION

***A deterioration or weakening of the Company's financial position, including its cash net of recourse debt, would have a material adverse effect on its business and results of operations.***

The Company relies both on its cash position as well as on the credit and capital markets to provide some of its capital requirements and it is, in certain instances, required to obtain bank guarantees as a means to secure its various contractual obligations. Significant instability or disruptions of the capital markets, including the credit markets, or a deterioration in or weakening of its financial position, including its cash net of recourse debt, due to internal or external factors, could restrict or prohibit the Company's access to, or significantly increase the cost of one or more of these financing sources, including credit facilities, the issuance of long-term debt, or the availability of letters of credit to guarantee its contractual and project obligations. There can be no assurance that the Company will maintain an adequate cash net of recourse debt and generate sufficient cash flow from operations in an amount to enable itself to fund its operations and liquidity needs, service its debt and/or maintain its ability to obtain and secure bank guarantees. In particular, the Company's credit facility is subject to affirmative, negative and financial covenants, including the requirement to maintain at all times, on a rolling 12-month basis, a net recourse debt to adjusted earnings before interest, taxes, depreciation and amortization ratio, as defined in the agreement, not exceeding a certain limit. If the covenants of the facility are not met, the lenders may, among others, terminate the right of the Company to use the facility and demand immediate payment of the whole or part of all indebtedness outstanding under the facility, which could have a material adverse effect on the Company's business and financial position.

A deterioration in the Company's financial condition could also result in a reduction or downgrade of its credit ratings, including to below investment grade, which could prohibit or restrict the Company from utilizing letters of credit or performance guarantees or accessing external sources of short- and long-term debt financing or could significantly increase the costs associated with utilizing such letters of credit and performance guarantees, bank credit facilities and issuing long-term debt, which would in turn have a material adverse effect on the Company's business, financial condition and results of operations.

A draw on letters of credit or bank guarantees by one or more third parties could, among other things, significantly reduce the Company's cash position and have a material adverse effect on its business and results of operations.

***The Company may have significant working capital requirements, which if unfunded could negatively impact its business, financial condition and cash flows.***

In some cases, SNC-Lavalin may require significant amounts of working capital to finance the purchase of materials and/or the performance of engineering, construction and other work on certain projects before it receives payment from clients. In some cases, the Company is contractually obligated to its clients to fund working capital on projects. Increases in working capital requirements could negatively impact SNC-Lavalin's business, financial condition and cash flows.

Additionally, the Company could temporarily experience a liquidity shortfall if it is unable to access its cash balances and short-term investments to meet the Company's working capital requirements. SNC-Lavalin's cash balances and short-term investments are in accounts held by banks and financial institutions, and some of the Company's deposits exceed available insurance. There is a risk that such banks and financial institutions may, in the future, go into bankruptcy or forced receivership, or be seized by governments, which may cause the Company to experience a temporary liquidity shortfall or fail to recover its deposits in excess of available insurance.

Further significant deterioration of the current global economic and credit market environment, particularly in the Eurozone countries, could challenge SNC-Lavalin's efforts to maintain a diversified asset allocation with creditworthy financial institutions.

In addition, SNC-Lavalin may invest some of its cash in longer-term investment opportunities, including the acquisition of other entities or operations, the reduction of certain liabilities such as unfunded pension liabilities and/or repurchases of the Company's outstanding shares. To the extent the Company uses cash for such other purposes, the amount of cash available for the working capital needs described above would be reduced.

***An inability of SNC-Lavalin's clients to fulfill their obligations on a timely basis could adversely affect the Company.***

SNC-Lavalin is subject to the risk of loss due to the client's inability to fulfill its obligations with respect to trade receivables, contracts in progress and other financial assets. A client's inability to fulfill such obligations could have an adverse impact on the Company's financial condition and profitability.

***The Company may be required to impair certain of its goodwill, and it may also be required to write down or write off the value of certain of its assets and investments, either of which could have a material adverse impact on the Company's results of operations and financial condition.***

In accordance with IFRS, goodwill is assessed for impairment at least annually by determining whether the recoverable amount of a cash-generating unit ("CGU") or group of CGUs exceeds its carrying amount. Determining whether goodwill is impaired requires an estimation of the value in use of the CGU or group of CGU to which goodwill has been allocated, requiring management's estimates and judgments that are inherently subjective and uncertain, and thus may change over time. The key assumptions required for the value in use estimation are the future cash flows growth rate and the discount rate. The determination of these estimated cash flows require the exercise of judgment, which might result in significant variances in the carrying amount of these assets.

The Company cannot guarantee that new events or unfavorable circumstances will not take place that would lead it to reassess the value of goodwill and record a significant goodwill impairment loss, which could have a material adverse effect on the Company's results of operations and financial condition.

Financial assets, including the Company's investments, other than those accounted for at fair value, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. In such instance, the Company may be required to reduce carrying values to their estimated fair value. The inherent subjectivity of the Company's estimates of future cash flows could have a significant impact on its analysis. Any future write-offs or write-downs of assets or in the carrying value of the Company's investments could also have a material adverse effect on its financial condition or results of operations.

## GLOBAL / MACROECONOMIC RISKS

*Global economic conditions could affect the Company's client base, partners, subcontractors and suppliers and could materially affect its backlog, revenues, net income and ability to secure and maintain financing.*

Fluctuations in global economic conditions may have an impact on clients' willingness and ability to fund their projects. These conditions could make it difficult for the Company's clients to accurately forecast and plan future business trends and activities, thereby causing clients to slow or even curb spending on the Company's services, or seek contract terms more favourable to them. SNC-Lavalin's government clients may face budget deficits that prohibit them from funding proposed and existing projects or that cause them to exercise their right to terminate contracts with little or no prior notice. Furthermore, any financial difficulties suffered by the Company's partners, subcontractors or suppliers could increase cost or adversely impact project schedules. These economic conditions continue to reduce the availability of liquidity and credit to fund or support the continuation and expansion of industrial business operations worldwide. Volatile financial market conditions and adverse credit market conditions could adversely affect clients', partners' or the Company's own borrowing capacity, which support the continuation and expansion of projects worldwide, and could result in contract cancellations or suspensions, project delays, payment delays or defaults by the Company's clients. SNC-Lavalin's ability to operate or expand its business would be limited if, in the future, the Company is unable to access sufficient credit capacity, including capital market funding, bank credit, such as letters of credit, and surety bonding on favourable terms or at all. These disruptions could materially impact the Company's backlog, revenues and net income.

*Fluctuations in commodity prices may affect clients' investment decisions and therefore subject the Company to risks of cancellation, delays in existing work, or changes in the timing and funding of new awards, and may affect the costs of the Company's projects.*

Commodity prices can affect SNC-Lavalin's clients in a number of ways. For example, for those clients that produce commodity products, fluctuations in price can have a direct effect on their profitability and cash flow and, therefore, their willingness to continue to invest or make new capital investments. To the extent commodity prices decline and the Company's clients defer new investments or cancel or delay existing projects, the demand for the Company's services decreases, which may have a material adverse impact on SNC-Lavalin's business, financial condition and results of operations.

Commodity prices can also strongly affect the costs of projects. Rising commodity prices can negatively impact the profitability of future projects as well as those in progress, and could have a material adverse impact on SNC-Lavalin's business, financial condition and results of operations.

## RISKS RELATING TO COMPLIANCE AND FINANCIAL REPORTING

*Inherent limitations to the Company's control framework could result in a material misstatement of financial information.*

SNC-Lavalin maintains accounting systems and internal controls over its financial reporting and disclosure controls and procedures. There are inherent limitations to any control framework, as controls can be circumvented by acts of individuals, intentional or not, by collusion of two or more individuals, by management override of controls, by lapses in judgment and breakdowns resulting from human error. There are no systems or controls that can provide absolute assurance that all fraud, errors, circumvention of controls or omission of disclosure can and will be prevented or detected. Such fraud, errors, circumvention of controls or omission of disclosure could result in a material misstatement

of financial information. Also, projections of any evaluation of the effectiveness of controls to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

***Environmental laws and regulations expose the Company to certain risks, could increase costs and liabilities and impact demand for the Company's services.***

SNC-Lavalin is exposed to various environmental risks and is subject to complying with environmental laws and regulations which vary from country to country and are subject to change. The Company's inability to comply with environmental laws and regulations could result in penalties, lawsuits and potential harm to its reputation.

The Company manages several legacy sites for which the Company has potential exposure to the costs of environmental remediation and possible harm to neighbouring properties and communities. While the Company is taking steps to manage this risk and has provisions in its books for the related risk and expense, there can be no assurance that it will not be subject to claims for damages, remediation and other related matters, and its provisions may not fully cover any such future claim or expense.

## 14 Legal proceedings

SNC-Lavalin becomes involved in various legal proceedings as a part of its ordinary course of business and this section describes certain important ordinary course of business legal proceedings. See also Section 13 "Risks and Uncertainties – Risks Related to Litigation, Regulatory Matters and Investigations"; including the general cautionary language relating to the risks inherent to all litigation and proceedings against SNC-Lavalin, which is equally applicable to the legal proceedings described below.

While SNC-Lavalin cannot predict with certainty the final outcome or timing of the legal proceedings described below, based on the information currently available (which in some cases remains incomplete), SNC-Lavalin believes that it has strong defences to these claims and intends to vigorously defend its position.

SNC-Lavalin's subsidiary SNC-Lavalin Inc. and a joint arrangement partner are in arbitration with a client which has claimed damages in relation to the design and construction of a mining facility. The client is alleging, among other things, breach of contract and negligence, gross negligence and negligent misrepresentation. SNC-Lavalin Inc. and its joint arrangement partner have launched a separate arbitration to recover amounts due but unpaid under the agreement with the client. The dispute resolution process is subject to confidential and binding arbitration.

SNC-Lavalin Inc. has initiated court proceedings against a Canadian client stemming from engineering, procurement, and construction management services that SNC-Lavalin Inc. provided in relation to the client's expansion of an ore-processing facility. SNC-Lavalin claimed from the client certain amounts due under the project contract. The client has counterclaimed alleging that SNC-Lavalin defaulted under the project contracts and seeking damages.

A project-specific wholly-owned subsidiary of SNC-Lavalin ("SNC SUB") has received a notice of arbitration from a client for, amongst other things, breach of contract and gross negligence in relation to the design and construction of a facility. SNC SUB has counterclaimed for unpaid invoices and costs arising from termination, plus the return of funds improperly drawn under a bank guarantee.

## 15 Controls and Procedures

The Company's Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") are responsible for establishing and maintaining the Company's disclosure controls and procedures as well as its internal control over financial reporting, as those terms are defined in National Instrument 52-109, *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109") of the Canadian securities regulatory authorities.

### 15.1 Disclosure Controls and Procedures

The CEO and CFO have designed disclosure controls and procedures, or caused them to be designed under their supervision, to provide reasonable assurance that:

- > Material information relating to the Company is made known to them by others, particularly during the period in which the annual filings are being prepared; and
- > Information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

Based on their evaluation carried out to assess the effectiveness of the Company's disclosure controls and procedures, the CEO and the CFO have concluded that the disclosure controls and procedures were designed and operated effectively as at December 31, 2015.

### 15.2 Internal Control Over Financial Reporting

The CEO and CFO have also designed internal control over financial reporting, or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Based on their evaluation carried out to assess the effectiveness of the Company's internal control over financial reporting, the CEO and the CFO have concluded that the internal control over financial reporting was designed and operated effectively as at December 31, 2015, using the *Internal Control - Integrated Framework* (2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO 2013 Framework").

At the request of the Company's Audit Committee, its independent auditor, Deloitte, conducted an audit of the effectiveness of the Company's internal control over financial reporting as at December 31, 2015 based on the COSO

2013 Framework. Deloitte has issued an audit report dated March 2, 2016, which concludes that, in Deloitte's opinion, the Company maintained, in all material respects, effective internal control over financial reporting as at December 31, 2015, in accordance with criteria established in the COSO 2013 Framework. The Independent Auditor's Report on the effectiveness of the Company's internal control over financial reporting as at December 31, 2015 is included with the Company's 2015 audited annual consolidated financial statements and should be read in its entirety.

## 15.3 Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the most recent interim period and year ended December 31, 2015 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## 16 Event After the Reporting Period

On February 1, 2016, SNC-Lavalin announced that it has reached an agreement to sell its indirect ownership interest in SNC-Lavalin (Malta) Limited ("SNCL Malta") to an affiliate of Flughafen Wien AG for cash consideration of approximately €63 million (approximately CA\$96 million), pending the satisfaction of certain closing conditions by both parties and subject to working capital adjustments. SNCL Malta is the indirect owner of the Company's 15.5% ownership interest in Malta International Airport p.l.c.



# 17 Quarterly Information

YEAR ENDED DECEMBER 31 (IN MILLIONS CAD, EXCEPT PER SHARE AMOUNTS)	2015					2014				
	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER	TOTAL	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER	TOTAL
Revenues :										
From E&C	2,205.0	2,191.9	2,376.4	2,590.3	9,363.5	1,489.0	1,467.6	1,760.8	2,617.3	7,334.7
From Capital	52.1	58.5	56.9	56.0	223.4	231.2	228.8	243.3	200.7	904.1
	<b>2,257.1</b>	<b>2,250.4</b>	<b>2,433.2</b>	<b>2,646.3</b>	<b>9,587.0</b>	<b>1,720.1</b>	<b>1,696.5</b>	<b>2,004.1</b>	<b>2,818.0</b>	<b>8,238.8</b>
Gross margin	337.2	301.5	385.3	408.8	1,432.8	356.9	348.7	420.2	215.0	1,340.8
Selling, general and administrative expenses:										
From E&C	199.0	218.2	202.2	205.1	824.6	176.8	191.3	186.1	211.5	765.7
From Capital	7.7	5.3	5.6	12.5	31.1	10.1	16.9	18.2	30.6	75.7
	<b>206.7</b>	<b>223.6</b>	<b>207.8</b>	<b>217.6</b>	<b>855.6</b>	<b>186.8</b>	<b>208.3</b>	<b>204.3</b>	<b>242.0</b>	<b>841.4</b>
Restructuring costs and impairment of investments	0.5	7.7	13.4	94.8	116.4	1.2	0.9	13.8	122.5	138.3
Acquisition-related costs and integration costs	7.9	5.5	5.8	0.3	19.6	-	25.9	30.0	6.7	62.5
Amortization of intangible assets related to the Acquisition	21.0	21.1	29.4	22.5	94.0	-	-	12.3	24.2	36.5
(Gain) loss from disposals of Capital investments	-	-	(174.4)	-	(174.4)	-	-	4.1	(1,619.5)	(1,615.4)
<b>EBIT</b>	<b>101.2</b>	<b>43.6</b>	<b>303.3</b>	<b>73.5</b>	<b>521.6</b>	<b>168.9</b>	<b>113.7</b>	<b>155.7</b>	<b>1,439.1</b>	<b>1,877.4</b>
Net financial expenses:										
From E&C	(34.1)	12.8	6.9	6.7	(7.7)	4.0	11.9	18.7	4.4	38.9
From Capital	1.4	1.0	1.9	3.7	8.0	46.6	51.8	54.8	27.7	180.9
	<b>(32.7)</b>	<b>13.8</b>	<b>8.8</b>	<b>10.5</b>	<b>0.3</b>	<b>50.6</b>	<b>63.7</b>	<b>73.5</b>	<b>32.1</b>	<b>219.8</b>
Earnings (Loss) before income taxes	133.9	29.9	294.5	63.1	521.3	118.3	50.1	82.2	1,407.0	1,657.6
Income taxes:										
From E&C	27.9	(3.3)	33.0	(7.6)	49.9	12.0	3.3	3.0	(41.0)	(22.7)
From Capital	1.2	2.3	28.2	2.1	33.8	11.6	14.7	18.4	301.0	345.8
	<b>29.0</b>	<b>(1.0)</b>	<b>61.2</b>	<b>(5.5)</b>	<b>83.7</b>	<b>23.6</b>	<b>17.9</b>	<b>21.4</b>	<b>260.0</b>	<b>323.0</b>
<b>Net income</b>	<b>104.8</b>	<b>30.9</b>	<b>233.3</b>	<b>68.6</b>	<b>437.5</b>	<b>94.7</b>	<b>32.1</b>	<b>60.8</b>	<b>1,147.0</b>	<b>1,334.6</b>
Net income attributable to:										
SNC-Lavalin shareholders	104.4	26.5	224.2	49.2	404.3	94.6	32.1	60.0	1,146.6	1,333.3
Non-controlling interests	0.4	4.4	9.1	19.3	33.2	0.1	0.1	0.7	0.3	1.2
<b>Net income</b>	<b>104.8</b>	<b>30.9</b>	<b>233.3</b>	<b>68.6</b>	<b>437.5</b>	<b>94.7</b>	<b>32.1</b>	<b>60.8</b>	<b>1,147.0</b>	<b>1,334.6</b>
<b>Basic earnings per share (\$)</b>	<b>0.68</b>	<b>0.17</b>	<b>1.50</b>	<b>0.33</b>	<b>2.68</b>	<b>0.62</b>	<b>0.21</b>	<b>0.39</b>	<b>7.52</b>	<b>8.76</b>
Diluted earnings (loss) per share(\$):										
From E&C	0.44	(0.12)	0.22	0.09	0.63	0.20	(0.31)	(0.19)	(1.68)	(1.97)
From Capital	0.25	0.30	1.27	0.24	2.04	0.42	0.52	0.58	9.18	10.71
<b>Diluted earnings per share (\$)</b>	<b>0.68</b>	<b>0.17</b>	<b>1.49</b>	<b>0.33</b>	<b>2.68</b>	<b>0.62</b>	<b>0.21</b>	<b>0.39</b>	<b>7.51</b>	<b>8.74</b>
<b>Dividend declared per share (\$)</b>	<b>0.25</b>	<b>0.25</b>	<b>0.25</b>	<b>0.26</b>	<b>1.01</b>	<b>0.24</b>	<b>0.24</b>	<b>0.24</b>	<b>0.25</b>	<b>0.97</b>
Net income (loss) attributable to SNC-Lavalin shareholders from E&C	67.0	(18.5)	33.3	14.0	95.8	30.8	(46.9)	(28.9)	(255.6)	(300.5)
Net income (loss) attributable to SNC-Lavalin shareholders from Capital investments:										
From Highway 407	31.5	31.5	31.5	31.5	125.8	29.4	29.4	29.4	34.4	122.5
From AltaLink	-	-	-	-	-	23.2	44.7	58.9	48.8	175.6
From other Capital investments	5.9	13.6	159.4	3.8	182.7	11.2	4.9	0.7	1,319.0	1,335.9
<b>Net income attributable to SNC-Lavalin shareholders</b>	<b>104.4</b>	<b>26.5</b>	<b>224.2</b>	<b>49.2</b>	<b>404.3</b>	<b>94.6</b>	<b>32.1</b>	<b>60.0</b>	<b>1,146.6</b>	<b>1,333.3</b>
<b>Revenue backlog (at end of quarter)</b>	<b>11,631.1</b>	<b>12,388.2</b>	<b>12,725.6</b>	<b>11,991.9</b>		<b>8,374.1</b>	<b>8,213.2</b>	<b>12,513.9</b>	<b>12,325.5</b>	

## Management's Responsibility for Financial Reporting

The accompanying audited consolidated financial statements ("financial statements") of SNC-Lavalin Group Inc. and all the information in this financial report are the responsibility of management and are approved by the Board of Directors.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards. When alternative accounting methods exist, management has chosen those it considers most appropriate in the circumstances.

The significant accounting policies used are described in Note 2 to the financial statements. Certain amounts in the financial statements are based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the financial report and has ensured that it is consistent with that in the financial statements.

The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting. The CEO and the CFO have supervised an evaluation of the effectiveness of the Company's internal control over financial reporting, as at December 31, 2015, in accordance with the criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, the CEO and the CFO have concluded that the Company's internal control over financial reporting, as at December 31, 2015, was effective to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of its financial statements for external purposes in accordance with applicable accounting principles.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board of Directors carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board of Directors, and all of its members are independent directors. The Audit Committee meets periodically with management, as well as with the internal and independent auditors, to discuss disclosure controls and procedures, internal control over financial reporting, management information systems, accounting policies, auditing and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities, and to review the financial statements, the Management's Discussion and Analysis and the independent auditor's report. The Audit Committee reports its findings to the Board of Directors for consideration when approving the financial statements for issuance to the shareholders. The Audit Committee also considers, for review by the Board of Directors and approval by the shareholders, the engagement or reappointment of the independent auditor, and reviews and approves the terms of its engagement as well as the fee, scope and timing of its services.

The financial statements have been audited, on behalf of the shareholders, by Deloitte LLP, the independent auditor, in accordance with Canadian generally accepted auditing standards. Deloitte LLP also have expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as at December 31, 2015. The independent auditor has full and free access to the Audit Committee and may meet with or without the presence of management.

**NEIL BRUCE** (signed)  
PRESIDENT AND  
CHIEF EXECUTIVE OFFICER

**ALAIN-PIERRE RAYNAUD** (signed)  
EXECUTIVE VICE-PRESIDENT AND  
CHIEF FINANCIAL OFFICER

MARCH 2, 2016  
MONTREAL, CANADA

# Independent Auditor's Report

To the Shareholders of SNC-Lavalin Group Inc.

We have audited the accompanying consolidated financial statements of SNC-Lavalin Group Inc., which comprise the consolidated statements of financial position as at December 31, 2015 and December 31, 2014, and the consolidated income statements, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

## ***Management's Responsibility for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## ***Auditor's Responsibility***

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

## ***Opinion***

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of SNC-Lavalin Group Inc. as at December 31, 2015 and December 31, 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

We also have audited, in accordance with the standard for audits of internal control over financial reporting set out in the CPA Canada Handbook – Assurance, SNC-Lavalin Group Inc.'s internal control over financial reporting as at December 31, 2015, based on the criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 2, 2016 expressed an unqualified opinion on the effectiveness of SNC-Lavalin Group Inc.'s internal control over financial reporting.

(s) Deloitte LLP<sup>1</sup>

MARCH 2, 2016  
MONTREAL, CANADA

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(1) CPA auditor, CA, public accountancy permit No. A114871

# Independent Auditor's Report

To the Shareholders of SNC-Lavalin Group Inc.

We have audited the effectiveness of SNC-Lavalin Group Inc.'s internal control over financial reporting as at December 31, 2015.

## ***Management's Responsibility***

Management is responsible for maintaining effective internal control over financial reporting and for the assessment of its effectiveness.

## ***Auditor's Responsibility***

Our responsibility is to express an opinion based on our audit, on whether the entity's internal control over financial reporting was effectively maintained in accordance with criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "2013 COSO Framework").

We conducted our audit in accordance with the standard for audits of internal control over financial reporting set out in the CPA Canada Handbook – Assurance. This standard requires that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

An entity's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. An entity's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with International Financial Reporting Standards, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## ***Opinion***

In our opinion, SNC-Lavalin Group Inc. maintained, in all material respects, effective internal control over financial reporting as at December 31, 2015, in accordance with criteria established in the 2013 COSO Framework.

We have also audited, in accordance with Canadian generally accepted auditing standards, the consolidated financial statements of SNC-Lavalin Group Inc. and issued our report dated March 2, 2016.

(s) Deloitte LLP<sup>1</sup>

MARCH 2, 2016  
MONTREAL, CANADA

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(1) CPA auditor, CA, public accountancy permit No. A114871

SNC-LAVALIN GROUP INC.

## Consolidated Statements of Financial Position

(IN THOUSANDS OF CANADIAN DOLLARS)		DECEMBER 31 2015		DECEMBER 31 2014 (REVISED) (NOTE 6C)
	Note			
<b>ASSETS</b>				
<b>Current assets</b>				
Cash and cash equivalents	7	\$ 1,581,834		\$ 1,702,205
Restricted cash	7	38,964		27,503
Trade receivables	8	1,200,890		1,251,207
Contracts in progress		985,852		844,799
Inventories	9	152,186		101,771
Other current financial assets	10	908,870		844,727
Other current non-financial assets	11	329,219		271,580
<b>Total current assets</b>		<b>5,197,815</b>		<b>5,043,792</b>
Property and equipment	12	265,077		246,098
Capital investments accounted for by the equity method	5	419,525		362,336
Capital investments accounted for by the cost method	5	48,331		440,809
Goodwill	13	3,386,849		2,895,379
Intangible assets related to Kentz acquisition	6, 14	272,650		311,022
Deferred income tax asset	28	436,817		419,639
Non-current portion of receivables under service concession arrangements		291,858		250,769
Other non-current financial assets	15	74,064		157,463
Other non-current non-financial assets	16	110,167		99,848
<b>Total assets</b>		<b>\$ 10,503,153</b>		<b>\$ 10,227,155</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Current liabilities</b>				
Trade payables		\$ 2,330,538		\$ 2,329,172
Downpayments on contracts		185,813		249,521
Deferred revenues		1,041,633		1,196,273
Other current financial liabilities	17	394,348		354,492
Other current non-financial liabilities	18	370,621		603,151
Advances under contract financing arrangements	19	394,144		319,321
Current portion of provisions	21	364,455		349,484
Short-term debt and current portion of long-term debt:				
Non-recourse from Capital investments	20	8,200		7,750
<b>Total current liabilities</b>		<b>5,089,752</b>		<b>5,409,164</b>
Long-term debt:				
Recourse	20	349,144		348,932
Non-recourse from Capital investments	20	525,800		530,684
Other non-current financial liabilities		6,897		9,457
Non-current portion of provisions	21	344,325		341,268
Other non-current non-financial liabilities		10,215		3,702
Deferred income tax liability	28	273,524		259,062
<b>Total liabilities</b>		<b>6,599,657</b>		<b>6,902,269</b>
<b>Equity</b>				
Share capital	22	526,812		531,460
Retained earnings		2,901,353		2,785,067
Other components of equity	23	440,013		(2,721)
Equity attributable to SNC-Lavalin shareholders		3,868,178		3,313,806
Non-controlling interests		35,318		11,080
<b>Total equity</b>		<b>3,903,496</b>		<b>3,324,886</b>
<b>Total liabilities and equity</b>		<b>\$ 10,503,153</b>		<b>\$ 10,227,155</b>

See accompanying notes to consolidated financial statements.

Approved, on behalf of the Board of Directors, by:

NEIL BRUCE (signed)  
DIRECTOR

PATRICIA A. HAMMICK (signed)  
DIRECTOR

SNC-LAVALIN GROUP INC.

# Consolidated Statements of Changes in Equity

YEAR ENDED DECEMBER 31  
(IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT NUMBER OF  
COMMON SHARES)

2015

		EQUITY ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS					
SHARE CAPITAL							
	COMMON SHARES (IN THOUSANDS)	AMOUNT	RETAINED EARNINGS	OTHER COMPONENTS OF EQUITY (NOTE 23)	TOTAL	NON- CONTROLLING INTERESTS	TOTAL EQUITY
Balance at beginning of year <sup>(1)</sup>	152,465	\$ 531,460	\$2,785,067	\$ (2,721)	\$ 3,313,806	\$ 11,080	\$ 3,324,886
Net income	—	—	404,336	—	404,336	33,199	437,535
Other comprehensive income (loss)	—	—	(503)	442,734	442,231	3,625	445,856
Total comprehensive income	—	—	403,833	442,734	846,567	36,824	883,391
Dividends declared (Note 22F)	—	—	(150,863)	—	(150,863)	—	(150,863)
Dividends declared by subsidiaries to non-controlling interests	—	—	—	—	—	(28,480)	(28,480)
Stock option compensation (Note 22B)	—	—	(173)	—	(173)	—	(173)
Shares issued under stock option plans (Note 22B)	111	5,210	(994)	—	4,216	—	4,216
Shares redeemed and cancelled (Note 22D)	(2,804)	(9,858)	(111,919)	—	(121,777)	—	(121,777)
Capital contributions by non-controlling interests	—	—	—	—	—	1,296	1,296
Acquisition of non-controlling interests	—	—	(5,122)	—	(5,122)	(3,878)	(9,000)
Reduction of participation in a subsidiary	—	—	(18,476)	—	(18,476)	18,476	—
Balance at end of year	149,772	\$ 526,812	\$2,901,353	\$ 440,013	\$ 3,868,178	\$ 35,318	\$ 3,903,496

YEAR ENDED DECEMBER 31  
(IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT NUMBER OF  
COMMON SHARES)

2014 <sup>(2)</sup>

COMMON SHARES)

2014

EQUITY ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS						NON-CONTROLLING INTERESTS	TOTAL EQUITY
SHARE CAPITAL							
	COMMON SHARES (IN THOUSANDS)	AMOUNT	RETAINED EARNINGS	OTHER COMPONENTS OF EQUITY (NOTE 23)	TOTAL		
Balance at beginning of year	151,807	\$ 497,130	\$1,610,503	\$ (70,975)	\$2,036,658	\$ 3,585	\$ 2,040,243
Net income	—	—	1,333,344	—	1,333,344	1,243	1,334,587
Other comprehensive income (loss)	—	—	(8,752)	68,254	59,502	—	59,502
Total comprehensive income	—	—	1,324,592	68,254	1,392,846	1,243	1,394,089
Dividends declared (Note 22F)	—	—	(146,182)	—	(146,182)	—	(146,182)
Dividends declared by subsidiaries to non-controlling interests	—	—	—	—	—	(375)	(375)
Stock option compensation (Note 22B)	—	—	3,567	—	3,567	—	3,567
Shares issued under stock option plans (Note 22B)	658	34,330	(7,413)	—	26,917	—	26,917
Additional non-controlling interests arising on acquisition of Kentz (Note 6)	—	—	—	—	—	6,627	6,627
Balance at end of year	152,465	\$ 531,460	\$2,785,067	\$ (2,721)	\$ 3,313,806	\$ 11,080	\$ 3,324,886

<sup>(1)</sup> See Note 6C for explanations relating to revised figures.

<sup>(2)</sup> See Note 6C for explanations relating to revised comparative figures.

See accompanying notes to consolidated financial statements.

SNC-LAVALIN GROUP INC.

# Consolidated Income Statements

YEAR ENDED DECEMBER 31

(IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT EARNINGS PER SHARE AND NUMBER OF SHARES)

	Note	2015	2014
<b>Revenues from:</b>			
E&C		\$ 9,363,508	\$ 7,334,676
Capital investments accounted for by the full consolidation or cost methods		66,364	732,640
Capital investments accounted for by the equity method		157,082	171,446
		<b>9,586,954</b>	8,238,762
Direct costs of activities		<b>8,154,155</b>	6,897,933
<b>Gross margin</b>		<b>1,432,799</b>	1,340,829
Selling, general and administrative expenses	24	855,633	841,415
Restructuring costs	25A	116,396	109,859
Impairment of investments	25B	—	28,461
Acquisition-related costs and integration costs	6E	19,574	62,543
Amortization of intangible assets related to Kentz acquisition	14	93,988	36,472
Gain on disposals of Capital investments	5A	(174,350)	(1,615,358)
<b>EBIT<sup>(1)</sup></b>		<b>521,558</b>	1,877,437
Financial expenses	26	75,151	280,480
Financial income and foreign exchange losses (gains)	26	(74,846)	(60,672)
<b>Earnings before income taxes</b>		<b>521,253</b>	1,657,629
Income taxes	28	83,718	323,042
<b>Net income</b>		<b>\$ 437,535</b>	\$ 1,334,587
<b>Net income attributable to:</b>			
SNC-Lavalin shareholders		\$ 404,336	\$ 1,333,344
Non-controlling interests		33,199	1,243
<b>Net income</b>		<b>\$ 437,535</b>	\$ 1,334,587
<b>Earnings per share (in \$)</b>			
Basic		\$ 2.68	\$ 8.76
Diluted		\$ 2.68	\$ 8.74
<b>Weighted average number of outstanding shares (in thousands)</b>			
Basic	22E	150,918	152,218
Diluted		150,988	152,605

<sup>(1)</sup> Earnings before interest and taxes ("EBIT")

See accompanying notes to consolidated financial statements.

SNC-LAVALIN GROUP INC.

# Consolidated Statements of Comprehensive Income

YEAR ENDED DECEMBER 31  
(IN THOUSANDS OF CANADIAN DOLLARS)

	2015		
	ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS	NON-CONTROLLING INTERESTS	TOTAL
Net income	\$ 404,336	\$ 33,199	\$ 437,535
Other comprehensive income (loss):			
Exchange differences on translating foreign operations (Note 23)	441,420	3,625	445,045
Available-for-sale financial assets (Note 23)	830	—	830
Cash flow hedges (Note 23)	14,412	—	14,412
Share of other comprehensive loss of investments accounted for by the equity method (Note 23)	(11,747)	—	(11,747)
Income taxes (Note 23)	(2,181)	—	(2,181)
Total of items that will be reclassified subsequently to net income	442,734	3,625	446,359
Defined benefit pension plans and other post-employment benefits (Note 23)	(341)	—	(341)
Income taxes (Note 23)	(162)	—	(162)
Total of items that will not be reclassified subsequently to net income	(503)	—	(503)
Total other comprehensive income	442,231	3,625	445,856
<b>Total comprehensive income</b>	<b>\$ 846,567</b>	<b>\$ 36,824</b>	<b>\$ 883,391</b>

YEAR ENDED DECEMBER 31  
(IN THOUSANDS OF CANADIAN DOLLARS)

	2014 <sup>(1)</sup>		
	ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS	NON-CONTROLLING INTERESTS	TOTAL
Net income	\$ 1,333,344	\$ 1,243	\$ 1,334,587
Other comprehensive income (loss):			
Exchange differences on translating foreign operations (Note 23)	75,087	—	75,087
Available-for-sale financial assets (Note 23)	(3,722)	—	(3,722)
Cash flow hedges (Note 23)	7,965	—	7,965
Share of other comprehensive loss of investments accounted for by the equity method (Note 23)	(15,643)	—	(15,643)
Income taxes (Note 23)	4,567	—	4,567
Total of items that will be reclassified subsequently to net income	68,254	—	68,254
Defined benefit pension plans and other post-employment benefits (Note 23)	(8,801)	—	(8,801)
Income taxes (Note 23)	49	—	49
Total of items that will not be reclassified subsequently to net income	(8,752)	—	(8,752)
Total other comprehensive income	59,502	—	59,502
<b>Total comprehensive income</b>	<b>\$ 1,392,846</b>	<b>\$ 1,243</b>	<b>\$ 1,394,089</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

See accompanying notes to consolidated financial statements.



SNC-LAVALIN GROUP INC.

# Consolidated Statements of Cash Flows

 YEAR ENDED DECEMBER 31  
 (IN THOUSANDS OF CANADIAN DOLLARS)

	Note	2015	2014 <sup>(1)</sup>
<b>Operating activities</b>			
Net income		\$ 437,535	\$ 1,334,587
Adjustments	27A	67,088	(813,454)
Income taxes paid		(309,352)	(133,768)
Interest paid from E&C		(37,394)	(48,310)
Interest paid from Capital investments		(28,385)	(172,873)
		129,492	166,182
Net change in non-cash working capital items	27B	(644,184)	97,961
Net cash generated from (used for) operating activities		(514,692)	264,143
<b>Investing activities</b>			
Acquisition of property and equipment:			
From E&C		(115,975)	(70,166)
From Capital investments		—	(1,522,364)
Payments for Capital investments	5C	(16,949)	(133,135)
Costs associated to a foreign exchange hedge	6E	—	(50,000)
Recovery associated to a foreign exchange hedge	6E	—	15,303
Recovery associated to the settlement of a financial arrangement	22C	49,279	—
Acquisition of a business	6B	—	(1,762,991)
Change in restricted cash position		(7,207)	8,565
Increase in receivables under service concession arrangements		(129,733)	(147,388)
Recovery of receivables under service concession arrangements		93,000	141,212
Increase in short-term and long-term investments		—	(331,623)
Decrease in short-term and long-term investments		81,931	159,290
Net cash inflow on disposals of Capital investments accounted for by the full consolidation method	5A	—	3,148,415
Net cash inflow on disposal of a Capital investment accounted for by the equity method	5A	—	104,898
Net cash inflow on disposal of a Capital investment accounted for by the cost method	5A	600,717	—
Payments for disposition-related costs on disposals of Capital investments		—	(60,287)
Other		28,965	1,226
Net cash generated from (used for) investing activities		584,028	(499,045)
<b>Financing activities</b>			
Increase in recourse debt	20	430,000	2,630,000
Repayment of recourse debt	20	(430,000)	(2,630,000)
Increase in non-recourse debt from Capital investments		2,074	1,657,827
Repayment of recourse debt of Kentz		—	(482,393)
Repayment of non-recourse debt from Capital investments		(10,491)	(427,519)
Increase in advances under contract financing arrangements	19	173,490	230,093
Repayment of advances under contract financing arrangements	19	(102,971)	—
Proceeds from exercise of stock options		4,216	26,917
Redemption of shares	22D	(121,777)	—
Dividends paid to SNC-Lavalin shareholders	22F	(150,863)	(146,182)
Dividends paid by subsidiaries to non-controlling interests		(28,480)	(375)
Other		(6,671)	(41,785)
Net cash generated from (used for) financing activities		(241,473)	816,583
Increase from exchange differences on translating cash and cash equivalents		51,766	11,830
Net increase (decrease) in cash and cash equivalents		(120,371)	593,511
Cash and cash equivalents at beginning of year		1,702,205	1,108,694
Cash and cash equivalents at end of year		\$ 1,581,834	\$ 1,702,205

<sup>(1)</sup> See Note 2B for explanations relating to revised comparative figures.

See accompanying notes to consolidated financial statements.

# Notes to Consolidated Financial Statements

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# Notes to Consolidated Financial Statements

(ALL TABULAR FIGURES IN THOUSANDS OF CANADIAN DOLLARS, UNLESS OTHERWISE INDICATED)

## 1. DESCRIPTION OF BUSINESS

SNC-Lavalin Group Inc. is incorporated under the Canada Business Corporations Act and has its registered office at 455 René-Lévesque Boulevard West, Montreal, Quebec, Canada H2Z 1Z3. SNC-Lavalin Group Inc. is a public company listed on the Toronto Stock Exchange in Canada. Reference to the “Company” or to “SNC-Lavalin” means, as the context may require, SNC-Lavalin Group Inc. and all or some of its subsidiaries or joint arrangements, or SNC-Lavalin Group Inc. or one or more of its subsidiaries or joint arrangements.

The Company provides engineering and construction and operations and maintenance expertise, which together are referred to as “E&C”, through its network of offices in over 50 countries, and is currently working on projects around the world. SNC-Lavalin also makes select investments in infrastructure concessions that are complementary to its other activities and referred to as “Capital investments” (previously “Infrastructure Concession Investments” or “ICI”) in these financial statements.

The Company reports its revenues as follows:

- **E&C** includes contracts generating revenues related to engineering, construction, and O&M activities. Such activities include, among others, Engineering, Procurement and Construction (“EPC”), Engineering, Procurement and Construction Management (“EPCM”), and Operations & Maintenance (“O&M”) contracts.
- **Capital investments** regroup SNC-Lavalin’s investments in infrastructure concessions for public services or in other long-term assets.

In these audited consolidated financial statements (“financial statements”), activities from engineering and construction and operations and maintenance expertise are collectively referred to as “from E&C” or “excluding Capital investments” to distinguish them from activities related to the Capital investments.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### A) BASIS OF PREPARATION

The Company’s financial statements have been prepared in accordance with **International Financial Reporting Standards (“IFRS”)** issued and effective, or issued and early adopted, for the year ended December 31, 2015, and are presented in **Canadian dollars**. All values are rounded to the nearest thousand dollars, except where otherwise indicated.

The IFRS accounting policies set out below were consistently applied to all periods presented.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant are disclosed in Note 3.

The Company’s financial statements have been prepared on the historical cost basis, with the exception of i) certain financial instruments, derivative financial instruments and liabilities for share unit plans, which are measured at fair value; and ii) defined benefit liability, which is measured as the net total of the present value of the defined benefit obligation minus the fair value of plan assets. Historical cost generally represents the fair value of consideration given in exchange for assets upon initial recognition.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, *Share-based Payment*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2, *Inventories*, or value in use in IAS 36, *Impairment of Assets*.

The Company’s financial statements were authorized for issue by the Board of Directors on March 2, 2016.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### B) CHANGES IN PRESENTATION

#### Segment disclosures

In 2015, the Company revised its reportable segments to reflect a change made to its internal reporting structure and retrospectively reclassified the Environment & Water sub-segment included in the previously named Resources, Environment and Water segment to the Infrastructure & Construction sub-segment included in the Infrastructure segment, as detailed in Note 4. Therefore, the revenues of \$135.7 million and the negative sub-segment EBIT of \$29.2 million (prior to restatement) of the Environment & Water sub-segment in the year ended December 31, 2014 were reclassified to the Infrastructure & Construction sub-segment.

In addition, the Company announced certain organizational changes in order to further align its business structure with its markets. This reorganization resulted in certain changes in the way activities are regrouped and reportable segments are presented and analyzed. As such, the Company's reportable segments are now i) Mining & Metallurgy; ii) Oil & Gas; iii) Power; iv) Infrastructure; and v) Capital (previously ICI).

#### Statement of cash flows

In 2015, the Company made a retrospective change to the presentation of its statement of cash flows and comparative figures were reclassified for the: i) dividends paid by subsidiaries to non-controlling interests; ii) restructuring costs recognized in net income; and iii) restructuring costs paid, to provide details on these elements. Therefore, the amount of the dividends paid by subsidiaries to non-controlling interests of \$0.4 million in the year ended December 31, 2014 was reclassified from "Other" to "Dividends paid by subsidiaries to non-controlling interests" in the financing activities in the statement of cash flows. Also, the amount of the restructuring costs recognized in net income of \$109.9 million in the year ended December 31, 2014 was reclassified from "Other" to "Restructuring costs recognized in net income" included in the "Adjustments" line in the operating activities in the statement of cash flows. Finally, the amount of restructuring costs paid of \$29.0 million in the year ended December 31, 2014 was reclassified from "Other" to "Restructuring costs paid" included in the "Adjustments" line in the operating activities in the statement of cash flows.

### C) CHANGE IN AN ACCOUNTING POLICY

In 2015, the Company changed its measure of profit or loss for its reportable segments, such measure of profit or loss is referred to as the segment EBIT, which no longer includes the corporate selling, general and administrative expenses that are not directly related to projects or segments. This change in an accounting policy did not have any impact on the Company's financial statements, other than on its segment disclosures, and was made in accordance with IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

### D) CHANGE IN AN ACCOUNTING ESTIMATE

In 2015, the Company conducted a formal review of its computer equipment and accordingly reassessed its useful life. As a result of the review, the depreciation period of the Company's computer equipment was changed from 2 years to a period varying between 2 and 5 years. This resulted in a decrease estimated to \$13.2 million of the depreciation charge for the year ended December 31, 2015. This change of useful life of the Company's computer equipment was applied prospectively in accordance with IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

### E) NEW ACCOUNTING POLICIES ADOPTED IN 2015

In 2015, the Company adopted two new accounting policies applicable to: i) hedges of net investments in foreign operations (see Note 2K); and ii) fair value hedges of available-for-sale investments (see note 2K).

### F) AMENDMENTS ADOPTED IN 2015

The following amendments to existing standards have been adopted by the Company on January 1, 2015:

- *Defined Benefit Plans: Employee Contributions* (Amendments to IAS 19, *Employee Benefits*) apply to contributions from employees or third parties to defined benefit plans, which objective is to simplify the accounting for contributions that are independent of the number of years of employee service.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- Annual improvements to IFRS (2010-2012 Cycle), which include among others:
  - Amendments to IFRS 8, *Operating Segments*, require an entity to disclose the judgments made by management in applying the aggregation criteria to operating segments and clarify that a reconciliation of the total of the reportable segments' assets to the entity's assets should only be provided if the segment assets are regularly provided to the chief operating decision-maker.
  - Amendments to IFRS 13, *Fair Value Measurement*, ("IFRS 13") clarify that the issuance of IFRS 13 did not remove the ability to measure current receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of not discounting is immaterial.
- Annual improvements to IFRS (2011-2013 Cycle), which include among others:
  - Amendments to IFRS 3, *Business Combinations*, ("IFRS 3") clarify that the scope of IFRS 3 does not apply to the accounting for the formation of all types of joint arrangement in the financial statements of the joint arrangement itself.
  - Amendments to IFRS 13, *Fair Value Measurement*, clarify that the scope of the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of IAS 39, *Financial Instruments: Recognition and Measurement*, even if those contracts do not meet the definition of financial assets or financial liabilities.

The adoption of the amendments listed above did not have any impact on the Company's financial statements.

### G) STANDARDS AND AMENDMENTS ISSUED TO BE ADOPTED AT A LATER DATE

The following amendments to the standards have been issued and are applicable to the Company for its annual periods beginning on January 1, 2016 and thereafter, with an earlier application permitted:

- *Clarification of Acceptable Methods of Depreciation and Amortisation* (Amendments to IAS 16, *Property, Plant and Equipment*, and IAS 38, *Intangible Assets*): i) amendments to IAS 16, *Property, Plant and Equipment*, prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment; and ii) amendments to IAS 38, *Intangible Assets*, introduce a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset, except in two limited circumstances.
- *Disclosure Initiative* (Amendments to IAS 1, *Presentation of Financial Statements*) comprises several narrow-scope amendments to improve presentation and disclosure requirements in existing standards.
- Annual Improvements to IFRS (2012-2014 Cycle):
  - Amendments to IFRS 5, *Non-Current Assets Held for Sale and Discontinued Operations*, introduce guidance for when an entity reclassifies an asset (or disposal group) from held for sale to held for distribution to owners (or vice versa), or when held-for-distribution accounting is discontinued.
  - Amendments to IFRS 7, *Financial Instruments: Disclosure*, provide: i) additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset for the purposes of the disclosures required in relation to transferred assets; and ii) guidance as to whether the disclosure requirements on offsetting financial assets and financial liabilities should be included in condensed interim financial statements.
  - Amendments to IAS 19, *Employee Benefits*, clarify that the high quality corporate bonds used to estimate the discount rate for post-employment benefits should be issued in the same currency as the benefits to be paid.
  - Amendments to IAS 34, *Interim Financial Reporting*, ("IAS 34") clarify the requirements relating to information required by IAS 34 that is presented elsewhere within the interim financial report but outside the interim financial statements. The amendments require that such information be incorporated by way of a cross-reference from the interim financial statements to the other part of the interim financial report that is available to users on the same terms and at the same time as the interim financial statements.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The following amendments to the standard have been issued and are applicable to the Company for its annual periods beginning on January 1, 2017 and thereafter, with an earlier application permitted:

- *Disclosure Initiative* (Amendments to IAS 7, *Statement of Cash Flows*) require disclosures of information enabling users of financial statements to evaluate changes in liabilities arising from financing activities.

The following standards have been issued and are applicable to the Company for its annual periods beginning on January 1, 2018 and thereafter, with an earlier application permitted:

- IFRS 9, *Financial Instruments*, covers mainly: i) the classification and measurement of financial assets and financial liabilities; ii) the new impairment model for the recognition of expected credit losses; and iii) the new hedge accounting model.
- IFRS 15, *Revenue from Contracts with Customers*, ("IFRS 15") outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. It will supersede current revenue recognition guidance including IAS 18, *Revenue*, IAS 11, *Construction Contracts*, and related Interpretations.

The following standard has been issued and is applicable to the Company for its annual periods beginning on January 1, 2019 and thereafter, with an earlier application permitted for entities that have also adopted IFRS 15:

- IFRS 16, *Leases*, provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessees and lessors. It will supersede IAS 17, *Leases*, and its associated interpretative guidance.

The Company is currently evaluating the impact of adopting these amendments and standards on its financial statements.

In December 2015, the International Accounting Standards Board postponed the effective date of the following amendments to the standards indefinitely pending the outcome of its research project on the equity method of accounting:

- *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (Amendments to IFRS 10, *Consolidated Financial Statements*, and IAS 28, *Investments in Associates and Joint Ventures*).

### H) BASIS OF CONSOLIDATION

In accordance with IFRS, SNC-Lavalin's interests in other entities subject to control, joint control or significant influence are accounted for as follows:

TYPE OF INTEREST	TYPE OF INFLUENCE	ACCOUNTING METHOD
Subsidiary	Control	Full consolidation method
Joint venture	Joint control	Equity method
Joint operation	Joint control	SNC-Lavalin's share of interest
Associate	Significant influence	Equity method
Investment	Non-significant influence	Cost method

A subsidiary that is not wholly-owned by SNC-Lavalin results in non-controlling interests that are presented separately on the consolidated statement of financial position, while the portions of net income and of comprehensive income attributable to such non-controlling interests are also shown separately on the consolidated income statement and on the consolidated statement of comprehensive income, respectively.

When necessary, adjustments are made to the financial statements of subsidiaries, joint arrangements and associates to bring their accounting policies in line with those used by the Company.

#### Business acquisitions

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of acquisition) of assets given, liabilities incurred or assumed, and equity instruments issued by the Company, if any, in exchange for control of the acquiree. Provisional fair values allocated at a reporting date are finalized within twelve months of the acquisition date.

At the date of acquisition, the identifiable assets acquired and the liabilities assumed are recognized at fair value, except that:

- deferred income tax asset or liability, and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with IAS 12, *Income Taxes*, and IAS 19, *Employee Benefits*, respectively;



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2, *Share-based Payment*, at the date of acquisition; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, are measured in accordance with this Standard.

Business acquisition costs are expensed in the periods in which these costs are incurred and the services are received.

The results of businesses acquired are included in the consolidated financial statements from the date on which control commences.

### I) FOREIGN CURRENCY TRANSLATION

#### Functional and presentation currency

The individual financial statements of each entity within the Company are prepared in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity within the Company are expressed in Canadian dollars, which is the presentation currency of the Company for its consolidated financial statements.

#### Foreign currency transactions and balances

For the purpose of preparing financial statements, Canadian and foreign operations apply the following procedure on transactions and balances in currencies other than their functional currency: 1) monetary items are translated in their functional currency using the exchange rate in effect at the period end rate; 2) non-monetary items are translated in their functional currency using the historical exchange rate if they are measured at cost, or using the exchange rate at the measurement date if they are measured at fair value; and 3) revenues and expenses are translated in their functional currency using the average exchange rate of the period. Any resulting gains or losses are recognized in net income and, if hedge accounting is applied, offsetting losses or gains from the hedging items are also recognized in net income.

As a result of applying the procedure described above, Canadian and foreign operations obtain financial statements presented in their functional currency.

#### Translation of financial statements of foreign operations

For the purpose of presenting consolidated financial statements in Canadian dollars, the assets and liabilities of the Company's foreign operations that have a functional currency other than Canadian dollars are expressed in Canadian dollars using exchange rates prevailing at the end of the reporting period, while revenues and expenses items are translated at the average exchange rate for the period. Exchange differences arising on consolidation, if any, are recognized initially in other comprehensive income and reclassified from equity to net income on disposal or partial disposal of foreign operations.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the period end rate.

### J) REVENUE RECOGNITION

#### REVENUES FROM E&C

Revenues from E&C are recognized based on the nature of the contract, which are mainly as follows:

- Revenues from **cost-plus reimbursable contracts** (usually providing for the reimbursement of costs related to time and material, plus an applicable margin) are recognized as costs are incurred, and include applicable margin earned as services are provided. Revenues from **fixed-price contracts** are recognized on the stage of completion basis over the duration of the contract, which consists of recognizing revenue on a given contract proportionately with its stage of completion at any given time. Revenues from **mixed contracts** (providing for a mix of fixed-price and cost-plus reimbursable) are also recognized based on the stage of completion method. The stage of completion is determined by dividing the cumulative costs incurred as at the period end date by the sum of incurred costs and anticipated costs for completing a contract.
- The fixed-fee revenue portion from **cost reimbursable with fixed-fee contracts** for O&M activity is recognized on a straight-line basis over the term of the contract, while the revenues from the cost-reimbursable portion are recognized as costs are incurred.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

For contracts using the stage of completion to recognize revenue, the cumulative effect of changes to anticipated costs and anticipated revenues for completing a contract are recognized in the period in which the revisions are identified. In the event that the total anticipated costs exceed the total anticipated revenues on a contract, such loss is recognized in its entirety in the period it becomes known. SNC-Lavalin has numerous contracts that are in various stages of completion. Estimates are required to determine the appropriate anticipated costs and revenues. Anticipated revenues on contracts may include future revenues from unapproved change orders, if such additional revenues can be reliably estimated and it is considered probable that they will be recovered. Also, anticipated revenues on contracts may include future revenues from claims, if negotiations have reached an advanced stage such that it is probable that the customer will accept the claim and the amount that it is probable will be accepted by the customer can be measured reliably. Revenues from performance incentives are recognized when specific indicators have been met and collection is reasonably assured.

In all cases, the value of construction activities, material and equipment purchased by SNC-Lavalin, when acting as purchasing agent for a client, is not recorded as revenue.

### REVENUES FROM CAPITAL INVESTMENTS

Revenues from **Capital investments** regroup the following:

ACCOUNTING METHODS FOR THE COMPANY'S CAPITAL INVESTMENTS	REVENUES INCLUDED IN THE COMPANY'S CONSOLIDATED INCOME STATEMENT
Full consolidation	<b>Revenues</b> that are recognized and reported by the Capital investments
Equity method	SNC-Lavalin's <b>share of net results</b> of the Capital investments or <b>dividends</b> from its Capital investments for which the carrying amount is \$nil, which are recognized when the Company's right to receive payment has been established
Cost method	<b>Dividends and distributions</b> from the Capital investments

### SEPARATELY IDENTIFIABLE REVENUE COMPONENTS CONTRACTUAL ARRANGEMENTS

SNC-Lavalin may enter into contractual arrangements with a client to deliver services on one project which span more than one component, such as EPC or EPCM, O&M and/or Capital investments. When entering into such arrangements, the Company allocates consideration received or receivable by reference to the relative fair values of the services delivered, when the amounts are separately identifiable. Accordingly, when such arrangements exist on the same project, the value of each revenue component is based on the fair value of each related activity and recognized according to the respective revenue recognition methods described above.

## K) FINANCIAL INSTRUMENTS

### FINANCIAL ASSETS AND LIABILITIES

Financial instruments are contracts that give rise to a financial asset or a financial liability. Unless specifically covered by another accounting policy, the measurement of financial assets and financial liabilities is based on their classification, which is one of the following for SNC-Lavalin:

CATEGORY	APPLICABLE TO	INITIAL MEASUREMENT	SUBSEQUENT MEASUREMENT	RECOGNITION OF INCOME/EXPENSE AND GAINS/LOSSES ON REMEASUREMENT, IF ANY
Fair value through profit or loss ("FVTPL")	Financial assets and financial liabilities	Fair value	Fair value	All recognized in net income
Available-for-sale	Financial assets	Fair value including transaction costs	Fair value derived from published bid price quotations for listed securities. Where there is no active market, fair value is determined using valuation techniques. Where fair value cannot be reliably measured, assets are carried at cost.	Investment income, which includes interest, dividends and distributions, is recognized in net income. Gains/losses from revaluation are recognized in other comprehensive income until assets are disposed of or impaired, at which time the gains/losses are recognized in net income.
Loans and receivables	Financial assets	Fair value including transaction costs	Amortized cost using the effective interest method	All recognized in net income
Other financial liabilities	Financial liabilities	Fair value including transaction costs		



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### HEDGING

In the normal course of its business, SNC-Lavalin enters into derivative financial instruments, namely i) forward exchange contracts to hedge its exposure to fluctuations in foreign currency exchange rates on projects; and ii) interest-rate swaps to hedge the variability of interest rates relating to financing arrangements. SNC-Lavalin may also enter into other derivative financial instruments to hedge its exposure to market risk. When applying hedge accounting, SNC-Lavalin formally documents its accounting choice, the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking these hedge transactions, and regularly assesses the effectiveness of these hedges. The Company does not enter into derivative financial instruments for speculative purposes.

### CASH FLOW HEDGES

Derivative financial instruments designated as cash flow hedges are measured at fair value established by using valuation techniques based on observable market data and taking into account the credit quality of the instruments. The effective portion of the change in fair value of the derivative financial instruments is recorded in other components of equity, while the ineffective portion, if any, of such change is recognized in net income. Gains or losses from cash flow hedges included in other components of equity are reclassified to net income as an offset to the losses or gains recognized on the underlying hedged items.

### FAIR VALUE HEDGES

Changes in the fair value of derivatives that are designated and qualify as fair value hedges of an available-for-sale investment are recognized in net income immediately, together with any changes in the fair value of the hedged available-for-sale investment that are attributable to the hedged risk. The change in the fair value of the hedging instrument and the change in the hedged item attributable to the hedged risk are recognized in net income in the same line item.

Hedge accounting is discontinued when the Company revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting.

### HEDGES OF NET INVESTMENTS IN FOREIGN OPERATIONS

Hedges of net investments of foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognized in other comprehensive income and accumulated under "Exchange differences on translating foreign operations" in the "Other components of equity". The gain or loss relating to the ineffective portion is recognized immediately in net income, and is included in the "Financial expenses" line item.

Gains and losses on the hedging instrument relating to the effective portion of the hedge accumulated in the "Exchange differences on translating foreign operations" are reclassified to net income on the disposal of the foreign operation.

### IMPAIRMENT OF FINANCIAL ASSETS

Financial assets, other than those at FVTPL and those available-for-sale measured at fair value, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced, with the amount of the loss recognized in net income.

When an available-for-sale financial asset is considered to be impaired, the cumulative gains or losses previously recognized in other comprehensive income are reclassified to net income. Impairment losses previously recognized in net income are not reversed through net income. Any increase in fair value subsequent to an impairment is recognized in other comprehensive income.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### L) SERVICE CONCESSION ARRANGEMENTS UNDER IFRIC INTERPRETATION 12

IFRIC Interpretation 12, *Service Concession Arrangements*, (“IFRIC 12”) provides guidance on the accounting for certain qualifying public-private partnership arrangements, whereby the grantor (i.e., usually a government):

- controls or regulates what services the operator (i.e. “the concessionaire”) must provide with the infrastructure, to whom it must provide them, and at what price; and
- controls any significant residual interest in the infrastructure at the end of the term of the arrangement.

Under such concession arrangements, the concessionaire accounts for the infrastructure asset by applying one of the following accounting models depending on the allocation of the demand risk through the usage of the infrastructure between the grantor and the concessionaire:

ACCOUNTING MODEL	DEMAND RISK
Financial asset model	The concessionaire does not bear demand risk through the usage of the infrastructure (i.e., it has an unconditional right to receive cash irrespective of the usage of the infrastructure, e.g. availability payments).
Intangible asset model	The concessionaire bears demand risk (i.e., it has a right to charge fees for usage of the infrastructure).
Bifurcated model	The concessionaire shares demand risk with the grantor (i.e., the grantor pays the concessionaire for its services partly by a financial asset and partly by granting a right to charge users of the infrastructure).

Revenues from service concession arrangements accounted for under IFRIC 12 are recognized as follows:

ACTIVITIES PROVIDED BY THE CONCESSIONAIRE	REVENUE RECOGNITION	CLASSIFICATION OF REVENUES IN THE COMPANY'S CONSOLIDATED INCOME STATEMENT
Construction or upgrade (when a service concession arrangement involves the construction or upgrade of the public service infrastructure)	Revenues relating to construction or upgrade services under a service concession arrangement are recognized based on the stage of completion of the work performed, consistent with the Company's accounting policy on recognizing revenue applicable to any construction contract (see Note 2J).	The Company classifies these revenues as “from E&C” when SNC-Lavalin acts as an EPC contractor. When SNC-Lavalin does not act as an EPC contractor, revenues are recognized by the concession as part of “Capital investments” activities.
Operations and maintenance (these activities may include maintenance of the infrastructure and other activities provided directly to the grantor or the users)	Operations and maintenance revenues are recognized in the period in which the activities are performed by the Company, consistent with the Company's accounting policy on recognizing revenue applicable to any operation and maintenance contract (see Note 2J).	The Company classifies these revenues as “from E&C” when SNC-Lavalin acts as an O&M contractor. When SNC-Lavalin does not act as an O&M contractor, revenues are recognized by the concession as part of “Capital investments” activities.
Rehabilitation (when a service concession arrangement requires the concessionaire to rehabilitate the infrastructure such that the infrastructure can deliver a specified standard of service at all times)	When rehabilitation activities are considered revenue-generating activities, revenues are recognized in the period in which the services are provided, consistent with the Company's accounting policy on recognizing revenue applicable to any other similar contract (see Note 2J).	The Company classifies these revenues as “from E&C” activities when SNC-Lavalin acts as a rehabilitation contractor. When SNC-Lavalin does not act as a rehabilitation contractor, revenues are recognized by the concession as part of “Capital investments” activities.
Financing (when financial asset model or bifurcated model is applied)	Finance income generated on financial assets is recognized using the effective interest method.	The Company classifies this finance income as “Capital investments” activities.

#### Financial asset model

When the Company delivers more than one category of activity in a service concession arrangement, the consideration received or receivable is allocated by reference to the relative fair values of the activity delivered, when the amounts are separately identifiable.

Revenues recognized by the Company under the financial asset model are accumulated in “Receivables under service concession arrangements”, a financial asset that is recovered through payments received from the grantor.

#### Intangible asset model

The Company recognizes an intangible asset arising from a service concession arrangement when it has a right to charge for usage of the concession infrastructure. The intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement is measured at fair value upon initial recognition. Borrowing costs, if any, are capitalized until the infrastructure is ready for its intended use as part of the carrying amount of the intangible asset.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The intangible asset is then amortized over its expected useful life, which is the concession period in a service concession arrangement. Amortization period begins when the infrastructure is available for use.

Fees collected by the concessionaire upon the usage of the infrastructure are classified as revenues from “Capital investments” activities.

### M) CASH EQUIVALENTS

Cash equivalents include short-term liquid investments that are readily convertible into a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are designated as FVTPL and accounted for at fair value.

### N) RESTRICTED CASH

Restricted cash includes cash and cash equivalents for which the use is restricted for specific purposes under certain arrangements. Restricted cash that is not expected to become unrestricted within the next twelve months is included in “Other non-current financial assets” (Note 15). Restricted cash is designated as FVTPL and accounted for at fair value.

### O) CONTRACTS IN PROGRESS

Contracts in progress represent the gross unbilled amount for a given project that is expected to be collected from customers for contract work performed to date. It is measured at cost plus profit recognized by the Company to date less progress billings.

If progress billings for a given project exceed costs incurred plus recognized profits, then the difference is presented as deferred revenues.

### P) INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined: i) by using specific identification of the individual costs; or ii) on a weighted average cost basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### Q) PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost. Depreciation is recorded at rates set to charge operations with the cost of depreciable assets less their residual values (if any) over their estimated useful lives.

#### FROM E&C

Property and equipment used for E&C activities are primarily:

CATEGORY	DEPRECIATION METHOD	DEPRECIATION PERIOD
Buildings	Straight-line, by component	25 to 50 years
Computer equipment	Straight-line	2 to 5 years
Office furniture	Diminishing balance	20%
Machinery	Straight-line	1 to 15 years

#### FROM CAPITAL INVESTMENTS

Up until December 1, 2014 (date of disposition of AltaLink, see Note 5A), property and equipment from Capital investments that were accounted for by the full consolidation method were primarily:

CAPITAL INVESTMENT	CATEGORY	DEPRECIATION METHOD
AltaLink	Transmission assets and other	Straight-line

Borrowing costs were capitalized if they were incurred in connection with the acquisition or production of a “qualified asset” for which a considerable period of time was required to prepare the asset for its intended use.

AltaLink borrowed funds to provide financing for its capital construction program. Borrowing costs eligible for capitalization were allocated to capital expenditures. The capitalization rate was based on actual costs of debt used to finance the acquisition or construction of qualifying assets.

The depreciation rates applied to property and equipment of AltaLink are disclosed in Note 12.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### R) INTANGIBLE ASSETS OTHER THAN GOODWILL

#### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Intangible assets with definite useful life related to Kentz acquisition are primarily:

CATEGORY	DEPRECIATION METHOD	DEPRECIATION PERIOD
Revenue backlog	Straight-line	0.5 to 3.5 years
Customer relationships	Straight-line	7 years
Trademarks	Straight-line	5 years

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in net income when the asset is derecognized.

### S) IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS OTHER THAN GOODWILL

At the end of each reporting period, the Company reviews the carrying amounts of its tangible assets, which mainly include property and equipment, and its intangible assets other than goodwill to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to an individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of: i) fair value less costs to sell; and ii) value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and risks. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized immediately in net income.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior periods. A reversal of an impairment loss is recognized immediately in net income.

### T) GOODWILL

Goodwill represents the excess of the purchase price of an acquired business over the fair value assigned to assets acquired and liabilities assumed. Goodwill on acquisition of subsidiaries is separately disclosed and goodwill on acquisitions of associates and joint ventures is included within investments accounted for by the equity method. For the purpose of impairment testing, goodwill is allocated to each of the Company's CGU or group of CGU expected to benefit from the synergies of the combination. A CGU or group of CGU to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the CGU or group of CGU may be impaired. If the recoverable amount of the CGU or group of CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU or group of CGU and then to the other assets of the CGU or group of CGU pro-rata on the basis of the carrying amount of each asset in the CGU or group of CGU. An impairment loss recognized for goodwill is not reversed in a subsequent period.

The Company has designated October 31 as the date for the annual impairment test.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### U) RESEARCH AND DEVELOPMENT COSTS

Research and development costs are expensed as incurred, except if the costs are related to the development and setup of new products, processes and systems and satisfy generally accepted conditions for capitalization, including reasonable assurance that they will be recovered. All capitalized development costs are amortized when commercial production begins, using the straight-line method over a period not exceeding three years.

### V) DOWNPAYMENTS ON CONTRACTS

Downpayments on contracts are contractually agreed advance payments made by clients that are deducted from future billings to such clients as work is performed.

### W) DEFERRED REVENUES

Deferred revenues consist of amounts billed to clients for a given project in excess of revenue recognized according to the corresponding revenue recognition method and represents the opposite of contracts in progress. A given project may present an amount in either deferred revenues or in contracts in progress, but not both.

### X) INCOME TAXES

Income taxes recognized in net income comprise the sum of deferred income tax and current income tax not recognized in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise amounts receivable from or payable to tax authorities relating to the current or prior reporting periods, which are uncollected or unpaid at the reporting date. Current tax is payable on taxable income, which differs from net income in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred income tax on temporary differences associated with shares in subsidiaries, joint arrangements and associates is not provided for if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred income tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets are recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable income will be available against which they can be utilized. For management's assessment of the probability of future taxable income to utilize against deferred income tax assets, see Note 3. Deferred income tax liabilities are always provided for in full.

Deferred income tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority.

Changes in deferred income tax assets or liabilities are recognized as a component of income taxes in net income, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred income tax is recognized in other comprehensive income or equity, respectively.

### Y) DEFINED BENEFIT PENSION PLANS AND OTHER POST-EMPLOYMENT BENEFITS

Defined benefit pension plans and other post-employment benefits obligations are included in "Provisions" in the consolidated statement of financial position and have been determined using the projected unit credit method, which sees each period of service as giving rise to an additional unit of benefit entitlement to the eligible employees and measures each unit separately to build up the final obligation. In valuing the defined benefit cost as well as other post-employment benefits, assumptions are based on management's best estimates, except for the discount rate where the Company uses the market interest rate at the measurement date based on high quality corporate bonds with cash flows that match the timing and amount of expected benefit payments.

Remeasurement, comprising: i) actuarial gains and losses, ii) the effect of the changes to the asset ceiling (if applicable), and iii) the return on plans' assets (excluding interest), is credited or charged to equity in other comprehensive income in the period in which it arises. Remeasurement recognized in other comprehensive income is not reclassified to net income in subsequent periods. The cumulative amount of remeasurement is included in retained earnings.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Defined benefit costs comprise: i) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements), ii) net interest expense or income; and iii) remeasurement. Service cost and net interest income or expense are recognized in net income while the remeasurement is recognized in other comprehensive income in the period. Net interest is calculated by applying the discount rate at the beginning of the period to the net accrued defined pension benefit liability or asset.

### Z) SELLING EXPENSES

All costs related to contract proposals are expensed as incurred.

### AA) EARNINGS PER SHARE

Basic and diluted earnings per share have been determined by dividing the consolidated net income attributable to SNC-Lavalin shareholders for the period by the basic and diluted weighted average number of shares, respectively.

The diluted weighted average number of shares outstanding is calculated as if all dilutive options had been exercised at the later of the beginning of the reporting period or date of grant with deemed proceeds from the exercise of such dilutive options used to repurchase common shares at the average market price for the period.

### BB) SHARE-BASED PAYMENTS

#### Stock options

Stock options granted to employees are measured at their fair value at the grant date. The estimated fair value of the stock options is determined using the Black-Scholes option pricing model.

The fair value determined at the grant date of the stock options is expensed on a straight-line basis over the shorter of the vesting period or the term over which an employee becomes eligible to retire, based on the Company's estimate of stock options that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of stock options expected to vest and the impact of such revision, if any, is recognized in net income.

#### Share units

The 2014 Performance Share Unit plan ("2014 PSU plan"), 2009 Performance Share Unit plan ("2009 PSU plan"), 2009 Deferred Share Unit plan ("2009 DSU plan"), Restricted Share Unit plan ("RSU plan"), and Deferred Share Unit plan ("DSU plan") are collectively referred as "share units". For share units granted to employees under the share unit plans, a liability is recognized and measured at the fair value of the liability, which is based on the Company's share price. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognized in net income for the period.

### CC) PROVISIONS

A provision is a liability of uncertain timing or amount that is recognized in the consolidated statement of financial position.

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### Restructuring

A restructuring provision is recognized when the Company has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Onerous contracts

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

### DD) **NON-CURRENT ASSETS HELD FOR SALE**

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Company is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Company will retain non-controlling interest in its former subsidiary after the sale.

When the Company is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or a joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Company discontinues the use of the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. The Company discontinues the use of the equity method at the time of disposal when the disposal results in the Company losing significant influence over the associate or joint venture.

After the disposal takes place, the Company accounts for any retained interest in the associate or joint venture in accordance with IAS 39, *Financial Instruments: Recognition and Measurement*, unless the retained interest continues to be an associate or a joint venture, in which case the Company uses the equity method.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

## 3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in Note 2, management is required to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities recognized that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical accounting judgments and key estimates concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### Revenue and gross margin recognition

The determination of **anticipated costs** for completing a contract is based on estimates that can be affected by a variety of factors such as potential variances in scheduling and cost of materials along with the availability and cost of qualified labour and subcontractors, productivity, and possible claims from subcontractors.

### 3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

The determination of **anticipated revenues** includes the contractually agreed revenue and may also involve estimates of future revenues from claims and unapproved change orders if such additional revenues can be reliably estimated and it is considered probable that they will be recovered. A change order results from a change to the scope of the work to be performed compared to the original contract that was signed. An example of such contract variation could be a change in the specifications or design of the project, whereby costs related to such variation might be incurred prior to the client's formal contract amendment signature. A claim represents an amount expected to be collected from the client or a third-party as reimbursement for costs incurred that are not part of the original contract. In both cases, management's judgments are required in determining the probability that additional revenue will be recovered from these variations and in determining the measurement of the amount to be recovered.

As risks and uncertainties are different for each project, the sources of variations between anticipated costs and actual costs incurred will also vary for each project. In particular, while engineering and construction activities usually do not exceed 4 years, operations and maintenance activities include contracts for which the duration might exceed 20 years, notably on certain public-private partnership arrangements. The long-term nature of certain arrangements usually results in significant estimates related to scheduling and prices.

The determination of estimates is based on SNC-Lavalin's business practices as well as its historical experience. Furthermore, management regularly reviews underlying estimates of project profitability.

#### Service concession arrangements

The accounting for certain Capital investment activities requires the application of judgment in determining if they fall within the scope of IFRIC Interpretation 12, *Service Concession Arrangements*, ("IFRIC 12"). Additional judgments need to be exercised when determining, among other things, the accounting model to be applied under IFRIC 12, the allocation of the consideration receivable between revenue-generating activities, the classification of costs incurred on such activities, the accounting treatment of rehabilitation costs and associated estimates, as well as the effective interest rate to be applied to the financial asset. As the accounting for Capital investments under IFRIC 12 requires the use of estimates over the term of the arrangement, any changes to these long-term estimates could result in a significant variation in the accounting for the Capital investments.

#### Basis of consolidation

Under certain circumstances, the determination of the Company's level of power over an investee requires exercise of judgment. As such, the classification of the entity as a subsidiary, a joint arrangement, an associate or a cost investment might require the application of judgment through the analysis of various indicators, such as the percentage of ownership interest held in the entity, the representation on the entity's board of directors and various other factors.

#### Values used in impairment tests

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU or group of CGU to which goodwill has been allocated. The value in use calculation requires management to estimate future cash flows expected to arise from the CGU or group of CGU and a suitable discount rate in order to calculate present value. The key assumptions required for the value in use estimation are the future cash flows growth rate and the discount rate. Cash flows for each CGU or group of CGU are derived from the budget for the upcoming year and a long-term forecast prepared by management, which covers an additional period from 3 to 5 years. The budget, which is approved on an annual basis by members of the Company's Board of Directors and senior management, and long-term forecast, which is prepared on an annual basis by the Company's senior management, are the primary sources for the determination of value in use. Cash flows beyond the long-term forecast are extrapolated using a growth rate of 2.5% in 2015 (2014: 3.4%). The discount rate is derived from the Company's post-tax weighted average cost of capital and is adjusted where applicable to take into account any specific risks. Discount rates ranging from 11.1% to 13.5% have been used for goodwill impairment calculations performed in 2015 (2014: from 11.6% to 12.5%). The values assigned to these key assumptions reflect past experience and are consistent with external sources of information.

As at October 31, 2015 and 2014, goodwill was not considered to be impaired.



### 3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Approximately 90% of the Company's goodwill balance is allocated to the Oil & Gas CGU. The recoverable amount of this CGU, based on a terminal growth rate of 2.5% and a discount rate of 13.5%, exceeded its carrying amount by \$298.7 million as at October 31, 2015. Assuming all other assumptions remain the same, a 140-basis point decrease in the terminal growth rate or a 90-basis point increase in the discount rate would have caused the Oil & Gas CGU's carrying amount to be comparable to its recoverable amount as at that date. No reasonable change in the key assumptions used for the other CGU or group of CGU would have resulted in an impairment loss as at October 31, 2015.

When there is any indication that the tangible and intangible assets other than goodwill have suffered an impairment loss, the determination of the recoverable amount of tangible and intangible assets other than goodwill requires management to estimate cash flows expected to arise from these assets and a suitable discount rate in order to calculate the present value in a manner described above for goodwill.

The identification of events that could have an impact on the estimated cash flows of the assets and the determination of these estimated cash flows require the exercise of judgment, which might result in significant variances in the carrying amount of these assets if found to be impaired.

#### Measurement of retirement benefit obligations and other post-employment benefit obligations

SNC-Lavalin's obligations and expenses relating to defined benefit pension plans and other post-employment benefits are determined using actuarial valuations, and are dependent on assumptions such as the rate of compensation increase as determined by management. While management believes these assumptions represent its best estimate, differences in actual results or changes in assumptions could have an impact on the obligations, expenses and amounts of actuarial gains (losses) recognized in the consolidated statement of comprehensive income.

#### Measurement of provisions shown in the consolidated statement of financial position

In measuring a provision, the Company takes risks and uncertainties into account. The uncertainties mainly relate to timing and amount of a provision. Also, risks and uncertainties arise from discounting a provision, where the effect of the time value of money is significant, using a pre-tax discount rate that reflects current market assessments of the time value of money. Additionally, the Company takes future events, such as changes in the law, into account where there is sufficient objective evidence that they will occur when measuring a provision.

#### Contingent liabilities

As described in more details in Note 32, the Company is subject to certain ongoing investigations and class action lawsuits have been filed against the Company. The outcome of these investigations or actions, while not determinable, could have a material adverse impact on the Company's liquidity and financial results.

#### Measurement of share-based payment expenses

The Company offers the 2009 and 2014 PSU plans to selected individuals within the organization. Subject to performance conditions, the number of units granted is adjusted depending on specific indicators to determine the number of units to which all participants receiving the award will be entitled at the end of the vesting period. At each measurement date, management is required to estimate the number of 2009 and 2014 performance share units that will vest, which impacts the amount of associated liabilities and expenses.

#### Assessment of deferred income tax assets and liabilities

Deferred income tax assets and liabilities arise from temporary differences between the tax bases of assets and liabilities and their carrying amounts reported in the financial statements. Deferred income tax assets also reflect the benefit of unutilized tax losses that can be carried forward to reduce income taxes in future years. This method requires the exercise of significant judgment in determining whether or not the Company's deferred income tax assets are "probable" to be recovered from future taxable income and therefore, can be recognized in the Company's consolidated financial statements. Also, estimates are required to determine the expected timing upon which tax assets will be realized and upon which tax liabilities will be settled, and the enacted or substantively enacted tax rates that will apply at such time.

### 3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Measurement of financial instruments at fair value

The Company measures certain of its financial instruments at fair value. The determination of such fair value is based on the most readily available market data. When no readily available data is available, management is required to estimate the fair value of the instrument using various inputs that are either directly or indirectly observable, or that are not based on observable market data.

#### Rate-regulated activities

AltaLink, which was a subsidiary of the Company until December 1, 2014, is an entity whose operations are subject to rate regulation. Certain estimates were necessary since the regulatory environment in which AltaLink operates often required amounts to be recorded at estimated values until these amounts were finalized in regulatory decisions, or other regulatory proceedings. Estimates and judgments were based on historical experience, including experience with the regulatory process, current conditions and various other assumptions that were believed to be reasonable under the circumstances. These factors formed the basis for making judgments about the carrying values of assets and liabilities.

#### Assets and liabilities acquired in a business combination

Intangible assets and goodwill arising out of business combinations are accounted for by applying the acquisition method of accounting to these transactions. In measuring the fair value of the assets acquired and the liabilities assumed and estimating their useful lives, the Company uses significant estimates and assumptions regarding cash flow projections, economic risk and weighted average cost of capital.

These estimates and assumptions determine the amount allocated to intangible assets and goodwill, as well as the amortization period for intangible assets with finite lives. If results differ from estimates, the Company may increase amortization or recognize impairment charges.

## 4. SEGMENT DISCLOSURES

In the year ended December 31, 2015, the Company revised its reportable segments to reflect the changes made to its internal reporting structure. SNC-Lavalin's reportable segments are now i) **Mining & Metallurgy**; ii) **Oil & Gas**; iii) **Power**; iv) **Infrastructure**; and v) **Capital** (previously "ICI"). The Company also provides additional information on certain sub-segments of its segments, notably on the Infrastructure & Construction and Operations & Maintenance ("O&M") sub-segment of Infrastructure. These sub-segments qualify as operating segments and they have been aggregated. These sub-segments have similar economic characteristics, and are similar in each of the following respects: the nature of the services, the methods used to deliver them and the employees' technical know-how which can sometimes be transferred from a project to another, and allows them to work in projects in various sub-segments.

The description of each of the segment and related sub-segments is as follows:

**Mining & Metallurgy** combines global-caliber expertise with deep local capabilities to provide tailored solutions for projects of any size, scope or complexity in the aluminium, gold, copper, iron ore, nickel, fertilizers and sulphur product sectors, among others. It includes a full range of activities and services in studies, sustaining capital and consulting, and major projects.

**Oil & Gas** includes projects in the upstream, midstream, downstream (and supporting infrastructure) sectors for major oil and gas and resources companies, supporting these clients operating across the asset lifecycle from front end evaluation through decommissioning (capital expenditures and operational expenditures). Consistent with the way the Company's performance is evaluated, the Oil & Gas segment includes all projects executed by Kentz at the time of its acquisition by the Company in August 2014.

**Power** includes projects and services in hydro, nuclear and thermal power generation, renewable power generation, energy from waste, and electrical transmission and distribution systems.

#### 4. SEGMENT DISCLOSURES (CONTINUED)

**Infrastructure** includes projects and professional services in a broad range of sectors, including hospitals, mass transit, heavy rail, roads, bridges, airports, ports and harbours, facilities architecture and engineering (structural, mechanical, electrical), industrial (pharmaceutical, agrifood, life sciences, automation, industrial processes), geotechnical engineering and materials testing as well as water infrastructure and treatment facilities. In addition, Infrastructure & Construction includes engineering activities in the areas of acoustics, air quality and climate change, impact assessments and community engagement, geo-environmental services, site assessments and remediation, risk assessments and water resource management.

**Capital** includes SNC-Lavalin's Capital, which is the investment arm of SNC-Lavalin and regroups the Company's equity investments and financing solutions services. The investments are typically in infrastructure for public services such as airports, bridges, cultural and public service buildings, highways, mass transit systems, power and water treatment facilities, for which further details are provided in Note 5.

Also, following the change in reportable segments, the Company revised its cash-generating units ("CGU") and groups of CGU and reallocated its goodwill accordingly, as detailed in Note 13.

In addition, as disclosed in Note 2C, the Company changed its measure of profit or loss for its reportable segments, such measure of profit or loss is referred to as the segment EBIT, which no longer includes the corporate selling, general and administrative expenses that are not directly related to projects or segments.

The accounting policies for the segments are the same as those described in the Summary of Significant Accounting Policies (Note 2). The Company evaluates segment performance using **segment EBIT**, which consists, except for the Capital segment, of gross margin less i) directly related selling, general and administrative expenses; ii) corporate selling, general and administrative expenses that are directly related to projects or segments; and iii) non-controlling interests before taxes. Corporate selling, general and administrative expenses that are not directly related to projects or segments, restructuring costs, goodwill impairment, acquisition-related costs and integration costs and amortization of intangible assets related to Kentz acquisition are not allocated to the Company's segments.

The Company evaluates the Capital segment performance using: i) dividends or distributions received from investments accounted for by the cost method; ii) SNC-Lavalin's share of the net results of its investments, or dividends from its Capital investments for which the carrying amount is \$nil, for investments accounted for by the equity method; iii) net result from investments accounted for by the full consolidation method, less the portion attributable to non-controlling interests; and iv) gain (loss) recognized in the Company's consolidated income statement on disposal or remeasurement of a Capital investment. In the case of a Capital investment for which income taxes are payable by the investor, such as investments in limited partnerships in Canada, corporate income taxes are allocated based on SNC-Lavalin's tax rate for such investment.

The Capital segment EBIT also reflects selling, general and administrative expenses, including corporate selling, general and administrative expenses that are directly related to projects or to the segment. Accordingly, the **segment EBIT from Capital** is reported net of income taxes and selling, general and administrative expenses and represents SNC-Lavalin's net income from its Capital investments.

Some of the indicators used by the Company to analyze and evaluate its results are non-IFRS financial measures or additional IFRS measures. Consequently, they do not have a standardized meaning as prescribed by IFRS, and therefore may not be comparable to similar measures presented by other issuers. These non-IFRS financial measures or additional IFRS measures, including such measures as EBIT and/or segment or sub-segment EBIT are described in the section 3.3 of the Management's Discussion and Analysis for the year ended December 31, 2015.

#### 4. SEGMENT DISCLOSURES (CONTINUED)

The following table presents revenues and EBIT according to the Company's segments:

YEAR ENDED DECEMBER 31	2015		2014 <sup>(1)</sup>	
	REVENUES	SEGMENT EBIT	REVENUES	SEGMENT EBIT
Mining & Metallurgy	\$ 780,886	\$ 73,135	\$ 971,781	\$ 6,692
Oil & Gas <sup>(2)</sup>	3,914,644	300,567	1,730,075	(2,049)
Power	1,784,821	116,399	1,350,312	81,629
Infrastructure				
Infrastructure & Construction <sup>(3)</sup>	1,847,676	(2,237)	1,969,089	(128,840)
Operations & Maintenance	1,035,481	54,421	1,313,419	43,801
Sub-total – Infrastructure	2,883,157	52,184	3,282,508	(85,039)
<b>E&amp;C</b>	<b>9,363,508</b>	<b>542,285</b>	<b>7,334,676</b>	<b>1,233</b>
<b>Capital <sup>(2)</sup></b>	<b>223,446</b>	<b>368,423</b>	<b>904,086</b>	<b>2,210,159</b>
	<b>\$ 9,586,954</b>	<b>910,708</b>	<b>\$ 8,238,762</b>	<b>2,211,392</b>
Reversal of non-controlling interests before income taxes included above		39,834		1,501
Corporate selling, general and administrative expenses and others not allocated to segments		(199,026)		(126,582)
Restructuring costs (Note 25A)		(116,396)		(109,859)
Amortization of intangible assets related to Kentz acquisition (Note 14)		(93,988)		(36,472)
Acquisition costs and integration costs (Note 6E)		(19,574)		(62,543)
<b>EBIT</b>		<b>521,558</b>		<b>1,877,437</b>
Net financial expenses (Note 26)		305		219,808
<b>Earnings before income taxes</b>		<b>521,253</b>		<b>1,657,629</b>
Income taxes (Note 28)		83,718		323,042
<b>Net income</b>		<b>\$ 437,535</b>		<b>\$ 1,334,587</b>
<b>Net income attributable to:</b>				
SNC-Lavalin shareholders		<b>\$ 404,336</b>		<b>\$ 1,333,344</b>
Non-controlling interests		<b>33,199</b>		<b>1,243</b>
<b>Net income</b>		<b>\$ 437,535</b>		<b>\$ 1,334,587</b>

<sup>(1)</sup> Comparative figures have been revised to reflect a change made to the measure of profit or loss for the Company's reportable segments (see Note 2C) and a change made to the Company's internal reporting structure (see Note 2B).

<sup>(2)</sup> In 2014, impairment of investments related to two investments accounted for by the equity method, one in the Capital segment and one in the Oil & Gas segment. In 2014, the amount of impairment losses recognized was \$19.1 million in the Capital segment and \$9.4 million in the Oil & Gas segment (see Note 25B).

<sup>(3)</sup> In 2014, the negative sub-segment EBIT of \$128.8 million was mainly due to legacy fixed-price contracts negatively impacting gross margin by a net amount of \$112.4 million, mainly due to an additional loss and unfavourable cost reforecasts on certain major hospital projects. Further explaining the negative sub-segment EBIT in 2014 were additional costs on a mass transit project in Canada in the fourth quarter of 2014.

#### 4. SEGMENT DISCLOSURES (CONTINUED)

The Company also discloses in the table below under “Supplementary Information” its net income (loss) from E&C, its dividends from 407 International Inc. (“Highway 407”), its net income from AltaLink, and its net income from other Capital investments, as this information may be useful in assessing the Company’s value.

YEAR ENDED DECEMBER 31	2015	2014
<b>Supplementary information:</b>		
Net income (loss) attributable to SNC-Lavalin shareholders from E&C	\$ 95,834	\$ (300,515)
Net income attributable to SNC-Lavalin shareholders from Capital investments:		
From Highway 407	125,807	122,452
From AltaLink	–	175,552
From other Capital investments:		
From a net loss on disposal of Ovation (Note 5A)	–	(3,126)
From a net gain on disposal of Astoria (Note 5A)	–	16,664
From a net gain on disposal of AltaLink (Note 5A)	–	1,320,658
From a net gain on disposal of Ambatovy (Note 5A)	145,719	–
Excluding the net gains (loss) listed above <sup>(1)</sup>	36,976	1,659
<b>Net income attributable to SNC-Lavalin shareholders</b>	<b>\$ 404,336</b>	<b>\$ 1,333,344</b>

<sup>(1)</sup> In 2014, the impairment loss of \$19.1 million recognized in the Capital segment negatively impacted net income from other Capital investments (see Note 25B).

The table below reconciles the Company’s consolidated total assets to the sum of i) total assets from Capital; ii) the non-cash working capital (deficit) of segments excluding Capital; and iii) other assets excluding Capital:

	DECEMBER 31 2015	DECEMBER 31 2014 <sup>(2)</sup>
Total assets from Capital:		
Capital investments accounted for by the full consolidation method	\$ 526,064	\$ 595,467
Capital investments accounted for by the equity method (Note 5)	419,525	362,336
Capital investments accounted for by the cost method (Note 5)	48,331	440,809
Total assets from Capital	993,920	1,398,612
Segment non-cash working capital (deficit) excluding Capital		
Mining & Metallurgy	(109,333)	(214,175)
Oil & Gas	31,844	(66,598)
Power	(403,020)	(418,123)
Infrastructure		
Infrastructure & Construction	139,178	117,051
Operations & Maintenance	(88,576)	(144,841)
Total segment non-cash working deficit excluding Capital	(429,907)	(726,686)
Reversal of current liabilities included in the non-cash working deficit above	3,908,374	3,924,330
Current assets excluding Capital, excluding cash and cash equivalents, and restricted cash	3,478,467	3,197,644
Other assets excluding Capital:		
Cash and cash equivalents, and restricted cash excluding Capital	1,567,200	1,677,110
Property and equipment, intangible assets related to Kentz acquisition, goodwill, other non-current financial assets and other non-current non-financial assets excluding Capital	4,463,566	3,953,789
Total assets excluding Capital	9,509,233	8,828,543
<b>Total assets</b>	<b>\$ 10,503,153</b>	<b>\$ 10,227,155</b>

<sup>(2)</sup> See Note 6C for explanations relating to revised comparative figures.

#### 4. SEGMENT DISCLOSURES (CONTINUED)

The following table presents property, equipment, goodwill and intangible assets inside and outside Canada reflected on the Company's consolidated statements of financial position:

	DECEMBER 31 2015	DECEMBER 31 2014 <sup>(1)</sup>
<b>Property, equipment, goodwill and intangible assets</b>		
<b>Canada:</b>		
From E&C	\$ 313,902	\$ 293,684
From Capital investments	—	—
	<b>313,902</b>	<b>293,684</b>
<b>Outside Canada:</b>		
From E&C	3,610,674	3,158,815
From Capital investments	36,562	31,396
	<b>3,647,236</b>	<b>3,190,211</b>
	<b>\$ 3,961,138</b>	<b>\$ 3,483,895</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

The following tables present revenues by geographic area according to project location:

	2015			
YEAR ENDED DECEMBER 31				
<b>Revenues by geographic area <sup>(2)</sup></b>	ENGINEERING AND CONSTRUCTION	OPERATIONS AND MAINTENANCE	CAPITAL INVESTMENTS	TOTAL
Canada	\$ 3,243,616	\$ 780,299	\$ 189,733	\$ 4,213,648
Middle East	1,373,652	19,451	—	1,393,103
Australia	1,391,286	—	—	1,391,286
United States	763,957	2,444	2,037	768,438
Latin America	559,886	—	—	559,886
Africa	502,670	151,533	15,477	669,680
Europe	424,396	81,754	16,200	522,350
Other regions	68,563	—	—	68,563
	<b>\$ 8,328,026</b>	<b>\$ 1,035,481</b>	<b>\$ 223,447</b>	<b>\$ 9,586,954</b>

	2014 <sup>(3)</sup>			
YEAR ENDED DECEMBER 31				
<b>Revenues by geographic area <sup>(2)</sup></b>	ENGINEERING AND CONSTRUCTION	OPERATIONS AND MAINTENANCE	CAPITAL INVESTMENTS	TOTAL
Canada	\$ 2,960,653	\$ 1,096,483	\$ 856,923	\$ 4,914,059
Middle East	550,698	17,019	—	567,717
Australia	411,378	—	—	411,378
United States	534,322	1,566	14,151	550,039
Latin America	577,614	31,564	—	609,178
Africa	361,740	87,854	20,725	470,319
Europe	504,581	78,933	12,287	595,801
Other regions	120,271	—	—	120,271
	<b>\$ 6,021,257</b>	<b>\$ 1,313,419</b>	<b>\$ 904,086</b>	<b>\$ 8,238,762</b>

<sup>(2)</sup> In 2015, other than Canada, Australia was the only country where the Company derived more than 10% of its revenues. In 2014, other than Canada, there was no a country where the Company derived more than 10% of its revenues.

<sup>(3)</sup> Comparative figures have been revised to reflect the revenues from Australia, which were previously included in Asia Pacific and other regions.

## 5. CAPITAL INVESTMENTS

SNC-Lavalin makes investments in infrastructure concessions for public services such as airports, bridges, cultural and public service buildings, highways, mass transit systems, power and water treatment facilities.

The main concessions and public-private partnerships contracts reported under IFRIC Interpretation 12, *Service Concession Arrangements*, (“IFRIC 12”) are all accounted for under the financial asset model, except the Rayalseema Expressway Private Limited concession, which is accounted for under the intangible asset model, and the Société d’Exploitation de l’Aéroport de Mayotte S.A.S. concession, which is accounted for under the bifurcated model.

In order to provide the reader of the financial statements with a better understanding of the financial position and results of operations of its Capital investments, the Company presents certain distinct financial information related specifically to its Capital investments throughout its financial statements, as well as additional information below.

### A) ADDITIONS OF INVESTMENTS AND DECREASES IN OWNERSHIP INTERESTS IN INVESTMENTS

#### I) IN 2015

##### SIGNATURE ON THE SAINT-LAURENT GROUP GENERAL PARTNERSHIP (“SSL”)

In June 2015, the Company announced that the consortium SSL, of which SNC-Lavalin is a 50% partner, has finalized an agreement with the Government of Canada to design, build, finance and maintain the New Champlain Bridge Corridor project. SSL will operate and maintain the bridge for the duration of the concession period until 2049. The Company committed to invest in this Capital investment an amount of \$43.1 million in equity.

SNC-Lavalin’s investment in SSL is accounted for by the equity method.

##### CROSSLINX TRANSIT SOLUTIONS GENERAL PARTNERSHIP

In July 2015, the Company announced that Crosslinx Transit Solutions General Partnership, a consortium in which SNC-Lavalin, along with its three partners, has reached financial close on the Eglinton Crosstown Light Rail Transit project (the “Eglinton Crosstown”) in Toronto, Canada. Under the project agreement, Crosslinx Transit Solutions General Partnership will provide the design, build, financing and 30-year maintenance and rehabilitation of the Eglinton Crosstown. The Company committed to invest in this Capital investment an amount of \$24.9 million in equity.

SNC-Lavalin’s investment in Crosslinx Transit Solutions General Partnership is accounted for by the equity method.

##### AMBATOVY NICKEL PROJECT (“AMBATOVY”)

On September 21, 2015, the Ambatovy Nickel Project achieved financial completion. Accordingly, the project financing that was put in place to finance the construction of the project, for which SNC-Lavalin provided a US\$105 million financial guarantee and a US\$70 million cross-guarantee to the Ambatovy project’s lenders, became non-recourse to all of the partners, including SNC-Lavalin. At the same time, the put/call arrangement (the “option”) between SNC-Lavalin and two shareholders of Ambatovy became exercisable, allowing SNC-Lavalin to divest its 5% ownership interest in Ambatovy (the “investment”) and the balance of its loans to a shareholder of Ambatovy (the “loans”).

On September 30, 2015, the Company announced that it exercised its option. As such, SNC-Lavalin sold to one of Ambatovy shareholders its investment in Ambatovy and its loans for a cash consideration of US\$449.7 million (CA\$600.7 million).

#### Net gain on disposal of Ambatovy

YEAR ENDED DECEMBER 31	2015
Consideration received	\$ 600,717
Carrying amount of the investment and loans	(425,367)
Disposition-related costs	(1,000)
<b>Gain on disposal of Ambatovy</b>	<b>174,350</b>
Income taxes	(28,631)
<b>Net gain on disposal of Ambatovy</b>	<b>\$ 145,719</b>



## 5. CAPITAL INVESTMENTS (CONTINUED)

### II) IN 2014

#### INPOWER BC GENERAL PARTNERSHIP

In February 2014, the Company announced that InPower BC General Partnership, its wholly owned subsidiary, signed an agreement with BC Hydro to design, build, partially finance, maintain and rehabilitate the John Hart Generating Replacement Facility, in Canada, under a 20-year contract. The agreement stipulated that SNC-Lavalin will provide engineering and construction services, while the maintenance of the 132 MW generating station will be performed by a partnership between SNC-Lavalin and a third party.

The financing of the capital cost of the project came in part from a term credit facility and the issuance of long-term senior bonds, both non-recourse to SNC-Lavalin. The aggregate maximum principal amount of the term credit facility is \$63.2 million. The term credit facility bears interest at a rate of: i) 4.15% up to 2019; and ii) CDOR plus 1.10% from 2019 to maturity in 2021. Senior bonds issued in the aggregate principal amount of \$299.2 million bear interest at a rate of 4.471%, mature in 2033 and are presented as non-recourse long-term debt from Capital investments in the Company's consolidated statement of financial position. Upon issuance of senior bonds, an amount of \$260.5 million was invested in deposit notes, maturing until 2017.

SNC-Lavalin's investment in InPower BC General Partnership is accounted for by the full consolidation method.

#### OVATION REAL ESTATE GROUP (QUEBEC) INC. ("OVATION")

On September 30, 2014, SNC-Lavalin sold its 100% ownership interest in Ovation which principal activity was to build, operate and maintain an acoustic concert hall in Montreal, Canada. SNC-Lavalin will continue to provide operations and maintenance services for this acoustic concert hall to its new owner until 2038.

##### Net loss on disposal of Ovation

YEAR ENDED DECEMBER 31	2014
Consideration received	\$ 77,600
Net assets disposed of <sup>(1)</sup>	(76,257)
Cumulative loss on cash flow hedges reclassified from equity on loss of control of Ovation	(5,475)
Loss on disposal of Ovation	(4,132)
Income taxes	1,006
<b>Net loss on disposal of Ovation</b>	<b>\$ (3,126)</b>

<sup>(1)</sup> On September 30, 2014, net assets disposed of mainly included cash and cash equivalents of \$2.8 million and receivables under a service concession arrangement of \$74.1 million.

##### Net cash inflow on disposal of Ovation

YEAR ENDED DECEMBER 31	2014
Consideration received in cash	\$ 77,600
Less: cash and cash equivalents balances disposed of	(2,834)
<b>Net cash flow inflow on disposal of Ovation</b>	<b>\$ 74,766</b>

#### ASTORIA PROJECT PARTNERS LLC ("ASTORIA")

On October 15, 2014, SNC-Lavalin announced that it sold its 21% ownership interest in Astoria, the owner of the legal entity that owns and operates a gas-fired combined-cycle power plant in New York City. The total cash consideration received amounted to US\$93.5 million (CA\$104.9 million).

##### Net gain on disposal of Astoria

YEAR ENDED DECEMBER 31	2014
Consideration received	\$ 104,898
Carrying amount of the investment on loss of significant influence	(45,659)
Cumulative exchange gain on translating foreign operations reclassified from equity on loss of significant influence	4,557
Disposition-related costs and other	(2,745)
Gain on disposal of Astoria	61,051
Income taxes	(44,387)
<b>Net gain on disposal of Astoria</b>	<b>\$ 16,664</b>



## 5. CAPITAL INVESTMENTS (CONTINUED)

### ALTALINK HOLDINGS, L.P. ("AHLP" OR "ALTALINK")

On December 1, 2014, SNC-Lavalin sold its 100% ownership interest in AHLP, the parent company of AltaLink, L.P., the owner and operator of transmission lines and substations subject to rate regulation in Alberta, to Berkshire Hathaway Energy. The total cash consideration received amounted to \$3.1 billion.

#### Net gain on disposal of AHLP

YEAR ENDED DECEMBER 31	2014
Consideration received	\$ 3,090,939
Net assets disposed of	(1,418,132)
Cumulative loss on cash flow hedges reclassified from equity on loss of control of AHLP	(3,731)
Disposition-related costs and other	(110,637)
Gain on disposal of AHLP	1,558,439
Income taxes	(237,781)
<b>Net gain on disposal of AHLP</b>	<b>\$ 1,320,658</b>

#### Net cash inflow on disposal of AHLP

YEAR ENDED DECEMBER 31	2014
Consideration received in cash	\$ 3,090,939
Less: cash and cash equivalents balances disposed of	(17,290)
<b>Net cash flow inflow on disposal of AHLP</b>	<b>\$ 3,073,649</b>

On December 1, 2014, major classes of assets and liabilities of AHLP disposed of were as follows:

	DECEMBER 1 2014
Cash and cash equivalents	\$ 17,290
Restricted cash	2,419
Trade receivables, other current financial assets and other current non-financial assets	177,375
Property and equipment	6,835,472
Goodwill	203,786
Other non-current financial assets	171,834
Other non-current non-financial assets	252,195
<b>Assets disposed of</b>	<b>7,660,371</b>
Trade payables, deferred revenues, other current financial liabilities and other current non-financial liabilities	688,362
Non-recourse short-term debt and current portion of non-recourse long-term debt	289,127
Non-recourse long-term debt	4,221,770
Other non-current financial liabilities	66,619
Provisions and other non-current non-financial liabilities	976,361
<b>Liabilities disposed of</b>	<b>6,242,239</b>
<b>Net assets disposed of</b>	<b>\$ 1,418,132</b>

#### Gain on disposals of Capital investments

Following the dispositions of Ovation, Astoria and AHLP in the year ended December 31, 2014, the gain on disposals of Capital investments before taxes presented in the Company's consolidated income statement is as follows:

YEAR ENDED DECEMBER 31	2014
Loss on disposal of Ovation	\$ (4,132)
Gain on disposal of Astoria	61,051
Gain on disposal of AHLP	1,558,439
<b>Gain on disposals of Capital investments</b>	<b>\$ 1,615,358</b>

## 5. CAPITAL INVESTMENTS (CONTINUED)

### Net cash inflows on disposals of Capital investments

Following the dispositions of Ovation, Astoria and AHLP in the year ended December 31, 2014, the net cash inflows on disposals of Capital investments presented in the Company's consolidated statement of cash flows are as follows:

YEAR ENDED DECEMBER 31	2014
Net cash inflow on disposal of Ovation	\$ 74,766
Net cash inflow on disposal of AHLP	3,073,649
<b>Net cash inflow on disposals of Capital investments accounted for by the full consolidation method</b>	<b>\$ 3,148,415</b>
Net cash inflow on disposal of Astoria	\$ 104,898
<b>Net cash inflow on disposal of a Capital investment accounted for by the equity method</b>	<b>\$ 104,898</b>

### B) NET BOOK VALUE AND DESCRIPTIONS OF CAPITAL INVESTMENTS

The Company's consolidated statement of financial position includes the following net assets (liabilities) from its fully consolidated Capital investments and net book value from its Capital investments accounted for by the equity and cost methods.

	DECEMBER 31 2015	DECEMBER 31 2014
Net assets (liabilities) from Capital investments accounted for by the full consolidation method	\$ (15,895)	\$ 9,658
Net book value of Capital investments accounted for by the equity method <sup>(1), (2)</sup>	419,525	362,336
Net book value of Capital investments accounted for by the cost method	48,331	440,809
<b>Total net book value of Capital investments</b>	<b>\$ 451,961</b>	<b>\$ 812,803</b>

<sup>(1)</sup> Includes the Company's investment in Highway 407, for which the net book value was \$nil as at December 31, 2015 and 2014.

<sup>(2)</sup> Includes the Company's subordinated loan receivable from a Capital investment of \$109.3 million as at December 31, 2015 and 2014.

### I) CAPITAL INVESTMENTS ACCOUNTED FOR BY THE FULL CONSOLIDATION METHOD

SNC-Lavalin's main Capital investments accounted for by the full consolidation method are detailed below:

NAME OF CAPITAL INVESTMENT	PRINCIPAL ACTIVITY	SUBJECT TO IFRIC 12	MATURITY OF CONCESSION AGREEMENT	LOCATION	OWNERSHIP INTEREST	
					DECEMBER 31 2015	DECEMBER 31 2014
InPower BC General Partnership	John Hart Generating Replacement Facility (under construction)	Yes	2033	Canada	100.0%	100.0%
Okanagan Lake Concession Limited Partnership ("Okanagan Lake Concession")	1.1-km William R. Bennett Bridge under a 30-year concession agreement	Yes	2035	Canada	100.0%	100.0%
Rainbow Hospital Partnership ("Rainbow")	Restigouche Hospital Center for psychiatric care <sup>(1)</sup>	Yes	2044	Canada	100.0%	100.0%
Société d'Exploitation de l'Aéroport de Mayotte S.A.S.	Mayotte airport under a 15-year concession agreement	Yes	2026	France	100.0%	100.0%

<sup>(1)</sup> Substantial completion was achieved in 2014.

## 5. CAPITAL INVESTMENTS (CONTINUED)

### II) CAPITAL INVESTMENTS ACCOUNTED FOR BY THE EQUITY METHOD

SNC-Lavalin's main Capital investments accounted for by the equity method are listed below:

					OWNERSHIP INTEREST	
NAME OF CAPITAL INVESTMENT	PRINCIPAL ACTIVITY	SUBJECT TO IFRIC 12	MATURITY OF CONCESSION AGREEMENT	LOCATION	DECEMBER 31 2015	DECEMBER 31 2014
Joint ventures:						
407 East Development Group General Partnership (“407 EDGGP”)	32-km toll Highway 407 East (under construction)	Yes	2045	Canada	50.0%	50.0%
407 International Inc. <sup>(1)</sup> (“Highway 407”)	108-km toll highway under a 99-year concession agreement	No	2098	Canada	16.77%	16.77%
Chinook Roads Partnership (“Chinook”)	25-km of six-lane road	Yes	2043	Canada	50.0%	50.0%
Crosslinx Transit Solutions General Partnership	Eglinton Crosstown Light Rail Transit project (under construction)	Yes	2051	Canada	25.0%	–
Groupe infrastructure santé McGill (previously Groupe immobilier santé McGill) <sup>(2)</sup> (“MIHG”)	McGill University Health Centre – Glen Campus under a 34-year concession agreement <sup>(3)</sup>	Yes	2044	Canada	60.0%	60.0%
Rideau Transit Group Partnership (“Rideau”)	The Confederation Line, City of Ottawa’s light rail transit system (under construction)	Yes	2043	Canada	40.0%	40.0%
Signature on the Saint-Laurent Group General Partnership (“SSL”)	New Champlain Bridge Corrdior (under construction)	Yes	2049	Canada	50.0%	–
TC Dôme S.A.S. <sup>(2)</sup> (“TC Dôme”)	5.3-km electric cog railway	Yes	2043	France	51.0%	51.0%
Associates:						
InTransit BC Limited Partnership (“InTransit BC”)	19-km rapid transit line	Yes	2040	Canada	33.3%	33.3%
Malta International Airport p.l.c. <sup>(4)</sup>	65-year concession agreement to operate the Malta airport	No	2067	Malta	15.5%	15.5%
Myah Tipaza S.p.A.	Seawater desalination plant to supply treated water under a 25-year take-or-pay agreement	No	N/A	Algeria	25.5%	25.5%
Rayalseema Expressway Private Limited	30-year concession agreement to build and operate a 189-km toll highway section (under construction)	Yes	2040	India	36.9%	36.9%
Shariket Kahraba Hadjret En Nouss S.p.A.	1,227 MW gas-fired thermal power plant supplying electricity under a 20-year take-or-pay agreement	No	N/A	Algeria	26.0%	26.0%

<sup>(1)</sup> Although the Company holds less than 20% of the equity shares of Highway 407, the Company exercises joint control over this entity based on its contractual agreements.

<sup>(2)</sup> Although the Company's ownership interest in MIHG and TC Dôme is more than 50%, the Company does not exercise control over these entities based on its contractual agreements.

<sup>(3)</sup> Substantial completion was achieved in 2014.

<sup>(4)</sup> Although the Company's ownership interest in Malta International Airport p.l.c. is less than 20%, the Company exercises significant influence over this entity based on its contractual agreements.

N/A: not applicable

## 5. CAPITAL INVESTMENTS (CONTINUED)

### Capital investments accounted for by the equity method – joint ventures

SNC-Lavalin carries out part of its Capital investment activity through joint ventures which are accounted for by the equity method. The aggregate amounts of current assets, non-current assets, current liabilities, non-current liabilities, revenues and expenses related to such joint ventures are summarized below:

YEAR ENDED DECEMBER 31, 2015	HIGHWAY 407	OTHER CAPITAL INVESTMENTS	TOTAL
<b>Income statements</b>			
Revenues (at 100%)	\$ 1,002,189	\$ 1,858,690	\$ 2,860,879
Interest income (at 100%)	\$ 9,270	\$ 18,295	\$ 27,565
Interest expense (at 100%)	\$ 336,281	\$ 159,253	\$ 495,534
Depreciation and amortization (at 100%)	\$ 86,047	\$ 150	\$ 86,197
Income tax expense (at 100%)	\$ 115,892	\$ 2	\$ 115,894

YEAR ENDED DECEMBER 31, 2014	HIGHWAY 407	OTHER CAPITAL INVESTMENTS	TOTAL
<b>Income statements</b>			
Revenues (at 100%)	\$ 887,572	\$ 1,109,430	\$ 1,997,002
Interest income (at 100%)	\$ 10,022	\$ 5,488	\$ 15,510
Interest expense (at 100%)	\$ 364,501	\$ 124,091	\$ 488,592
Depreciation and amortization (at 100%)	\$ 78,353	\$ 4,747	\$ 83,100
Income tax expense (at 100%)	\$ 79,779	\$ 526	\$ 80,305

YEAR ENDED DECEMBER 31, 2015	HIGHWAY 407	OTHER CAPITAL INVESTMENTS	TOTAL
<b>Statements of comprehensive income</b>			
Net income (at 100%)	\$ 311,157	\$ 36,125	\$ 347,282
Other comprehensive loss (at 100%)	(701)	(20,057)	(20,758)
Total comprehensive income (at 100%)	\$ 310,456	\$ 16,068	\$ 326,524

YEAR ENDED DECEMBER 31, 2014	HIGHWAY 407	OTHER CAPITAL INVESTMENTS	TOTAL
<b>Statements of comprehensive income</b>			
Net income (at 100%)	\$ 222,954	\$ 28,615	\$ 251,569
Other comprehensive loss (at 100%)	(700)	(4,490)	(5,190)
Total comprehensive income (at 100%)	\$ 222,254	\$ 24,125	\$ 246,379

YEAR ENDED DECEMBER 31	2015	2014
Company's share of net income of Capital investments based on its ownership interest <sup>(1)</sup>	\$ 68,539	\$ 52,417
Company's net income from Capital investments included in its income statement <sup>(1)</sup>	\$ 131,279	\$ 138,822

<sup>(1)</sup> See Note 2 on the following page.

## 5. CAPITAL INVESTMENTS (CONTINUED)

DECEMBER 31, 2015	HIGHWAY 407	OTHER CAPITAL INVESTMENTS	TOTAL
<b>Statements of financial position</b>			
Cash and cash equivalents (at 100%)	\$ 376,886	\$ 269,118	\$ 646,004
Other current assets (at 100%) <sup>(1)</sup>	358,443	1,228,250	1,586,693
Non-current assets (at 100%)	4,396,184	2,701,305	7,097,489
Total assets (at 100%)	5,131,513	4,198,673	9,330,186
Trade payables (at 100%)	87,109	26,939	114,048
Other current financial liabilities (at 100%)	952,861	1,018,479	1,971,340
Other non-current financial liabilities (at 100%)	6,256,155	3,080,248	9,336,403
Other non-current non-financial liabilities (at 100%)	476,816	—	476,816
Total liabilities (at 100%)	7,772,941	4,125,666	11,898,607
Net assets (liabilities) (at 100%)	\$ (2,641,428)	\$ 73,007	\$ (2,568,421)
Company's carrying value of Capital investments included in its statement of financial position <sup>(2)</sup>	\$ —	\$ 262,965	\$ 262,965

DECEMBER 31, 2014	HIGHWAY 407	OTHER CAPITAL INVESTMENTS	TOTAL
<b>Statements of financial position</b>			
Cash and cash equivalents (at 100%)	\$ 394,152	\$ 120,559	\$ 514,711
Other current assets (at 100%) <sup>(1)</sup>	339,006	481,953	820,959
Non-current assets (at 100%)	4,466,463	1,662,057	6,128,520
Total assets (at 100%)	5,199,621	2,264,569	7,464,190
Trade payables (at 100%)	80,071	28,542	108,613
Other current financial liabilities (at 100%)	966,462	587,195	1,553,657
Other non-current financial liabilities (at 100%)	5,903,529	1,565,610	7,469,139
Other non-current non-financial liabilities (at 100%)	451,445	—	451,445
Total liabilities (at 100%)	7,401,507	2,181,347	9,582,854
Net assets (liabilities) (at 100%)	\$ (2,201,886)	\$ 83,222	\$ (2,118,664)
Company's carrying value of Capital investments included in its statement of financial position <sup>(2)</sup>	\$ —	\$ 205,350	\$ 205,350

<sup>(1)</sup> The amount of "other current assets" of Highway 407 includes \$197.8 million as at December 31, 2015 (2014: \$190.7 million) of restricted cash and short-term investments. Comparative figures have been reclassified to conform with this presentation.

<sup>(2)</sup> Under the equity method of accounting, distributions from a joint venture reduce the carrying amount of the investment. The equity method of accounting requires the Company to stop recognizing its share of the losses of a joint venture when the recognition of such losses results in a negative balance for its investment, or where dividends declared by the joint venture are in excess of the carrying amount of the investment. In these events, the carrying value of the investment is reduced to \$nil, but does not become negative, unless the Company has incurred legal or constructive obligations or made payments on behalf of the joint venture. In these situations, the Company no longer recognizes its share of net income of Capital investments based on its ownership, but rather recognizes the excess amount of dividends declared by a joint venture in its net income.

As a result, the Company recognized in its income statement dividends from Highway 407 of \$125.8 million in 2015 (2014: \$122.5 million) and did not recognize its share of Highway 407's net income of \$52.2 million (2014: \$37.4 million) in the same period, as the carrying amount of its investment in Highway 407 was \$nil at December 31, 2015 and 2014. The negative carrying value of the Company's investment in Highway 407, which is not recognized on the Company's statement of financial position, amounted to \$443.6 million as at December 31, 2015 (2014: \$369.2 million).

## 5. CAPITAL INVESTMENTS (CONTINUED)

### Capital investments accounted for by the equity method - associates

The summary tables below provide supplementary information in respect of Capital investments classified as associates:

YEAR ENDED DECEMBER 31	2015	2014
<b>Statements of comprehensive income</b>		
Revenues (at 100%)	\$ 408,772	\$ 702,915
Expenses (at 100%)	302,462	545,678
Net income (at 100%)	106,310	157,237
Other comprehensive loss (at 100%)	(10,474)	(39,851)
Total comprehensive income (at 100%)	\$ 95,836	\$ 117,386
Company's share of net income of Capital investments based on its ownership interest	\$ 25,803	\$ 32,624
Company's share of net income from Capital investments included in its income statement	\$ 25,803	\$ 32,624
	DECEMBER 31 2015	DECEMBER 31 2014
<b>Statements of financial position</b>		
Current assets (at 100%)	\$ 543,908	\$ 532,581
Non-current assets (at 100%)	1,755,602	1,513,462
Total assets (at 100%)	2,299,510	2,046,043
Current liabilities (at 100%)	211,540	138,763
Non-current liabilities (at 100%)	1,507,127	1,334,497
Total liabilities (at 100%)	1,718,667	1,473,260
Net assets (at 100%)	\$ 580,843	\$ 572,783
Company's carrying value of Capital investments included in its statement of financial position	\$ 156,560	\$ 156,986

### III) CAPITAL INVESTMENTS ACCOUNTED FOR BY THE COST METHOD

The main Capital investments accounted for by the cost method are listed below:

NAME OF CAPITAL INVESTMENT	PRINCIPAL ACTIVITY	MATURITY OF CONCESSION AGREEMENT	LOCATION	OWNERSHIP INTEREST	
				DECEMBER 31 2015	DECEMBER 31 2014
Astoria Project Partners II LLC	550 MW natural-gas power plant	N/A	U.S.A.	6.2%	6.2%
Ambatovy Nickel Project ("Ambatovy")	Open-pit mine and hydrometallurgical processing plant	N/A	Madagascar	—	5.0%
Highway Concessions One Private Limited	Engages in the business of bidding for, owning, acquiring, investing, developing, implementing and operating infrastructure in the roads sector of India	N/A	India	10.0%	10.0%

N/A: not applicable

For the years ended December 31, 2015 and 2014, the Company's consolidated income includes revenues of \$nil from these investments.

## 5. CAPITAL INVESTMENTS (CONTINUED)

### C) PAYMENTS AND REMAINING COMMITMENTS IN CAPITAL INVESTMENTS

When making investments in infrastructure concessions, SNC-Lavalin may not be required to make its contribution immediately but instead may commit to make its contribution over time.

The following table summarizes SNC-Lavalin's payments and outstanding commitments to invest in Capital investments accounted for by the equity or cost methods as at December 31, 2015 and 2014:

	2015	2014
Commitments to invest in Capital investments – January 1	\$ 55,983	\$ 187,230
Increase in commitments to invest in Capital investments	74,908	1,888
Payments for Capital investments during the year	(16,949)	(133,135)
<b>Commitments to invest in Capital investments – December 31</b>	<b>\$ 113,942</b>	<b>\$ 55,983</b>

At December 31, 2015, the commitments to invest in Capital investments were related to contributions for Rideau, 407 EDGGP, SSL and Eglinton Crosstown (2014: Ambatovy, Rideau and 407 EDGGP) and were presented as "Other current financial liabilities" (see Note 17) since they are either expected to be paid in the following year or are callable on demand.

## 6. ACQUISITION OF A BUSINESS

### A) BUSINESS ACQUIRED

In 2015, SNC-Lavalin had no business acquisitions.

On August 22, 2014, the Company completed its acquisition of Kentz Corporation Limited ("Kenz"), a leading global engineering specialist which provides high-quality engineering, procurement and construction, construction management and technical support services to clients in the oil and gas sector. Kentz includes Valerus Field Solutions, a US-based integrated oil and gas surface facility solutions provider, acquired by Kentz on January 3, 2014.

### B) FINAL ALLOCATION OF PURCHASE PRICE

The acquisition of 100% of the voting shares of Kentz has been accounted for using the acquisition method and Kentz has been consolidated from the effective date of acquisition.

The purchase price for this business acquisition was \$2.1 billion. The allocation of purchase price and the total cash consideration paid are shown below. In 2015, the Company finalized the preliminary allocation of purchase price and has retrospectively revised the impact of changes to the preliminary allocation of purchase price. However, since the effect on net income from adjustment made in 2015 was not material to the period subsequent to the acquisition date and prior to December 31, 2014, the cumulative adjustment to earnings was accounted for in 2015.

## 6. ACQUISITION OF A BUSINESS (CONTINUED)

AT AUGUST 22, 2014	PRELIMINARY ALLOCATION OF PURCHASE PRICE	NOTE	ADJUSTMENTS <sup>(1)</sup>	FINAL ALLOCATION OF PURCHASE PRICE
Cash and cash equivalents	\$ 310,605		\$ –	\$ 310,605
Trade receivables	479,590	A	(96,817)	382,773
Contracts in progress	189,405	A	(10,220)	179,185
Other current assets	210,130	A	(4,037)	206,093
Other non-current assets	110,840	A	34,464	145,304
Intangible assets <sup>(2)</sup>	–	B	331,056	331,056
Trade payables and other current liabilities	(885,960)	C	(380,768)	(1,266,728)
Short-term debt	(495,175)		–	(495,175)
Non-current liabilities and non-controlling interests	(104,272)	D	(2,349)	(106,621)
Net identifiable liabilities of business acquired	(184,837)		(128,671)	(313,508)
Goodwill and other intangible assets <sup>(2), (3)</sup>	2,258,433		128,671	2,387,104
<b>Total purchase price</b>	<b>\$ 2,073,596</b>		<b>\$ –</b>	<b>\$ 2,073,596</b>

<sup>(1)</sup> Adjustments include presentation reclassifications.

<sup>(2)</sup> The goodwill amount determined according to the preliminary allocation of purchase price included identifiable intangible assets, which are now presented separately under “Intangible assets related to Kentz acquisition” in the final allocation of purchase price.

<sup>(3)</sup> Goodwill represents the excess of the cost of acquisition over the net identifiable tangible and intangible assets acquired and liabilities assumed at their acquisition-date fair values. The fair value allocated to tangible and intangible assets acquired and liabilities assumed are based on assumptions of management. These assumptions include the future expected cash flows arising from the intangible assets identified as revenue backlog, customer relationships and trademarks. The total amount of goodwill that is expected to be deductible for tax purposes is \$397.1 million.

The total purchase price related to the acquisition of Kentz included in the consolidated statement of cash flows is as follows:

YEAR ENDED DECEMBER 31	2014
Total purchase price as per above	\$ 2,073,596
Less: Cash and cash equivalents at acquisition as per above	310,605
<b>Total purchase price, net of cash and cash equivalents at acquisition, included in the consolidated statement of cash flows</b>	<b>\$ 1,762,991</b>

The main adjustments made to the preliminary allocation of purchase price are as follows:

A. Project-related assets

The Company adjusted the initial value of project-related assets, such as trade receivables and contracts in progress, to reflect new information obtained about facts and circumstances that existed at the date of acquisition related to these projects.

B. Intangible assets

The Company has determined the fair value of identifiable intangible assets acquired, which are further described in Note 14.

C. Trade payables and other current liabilities

The Company adjusted the initial value allocated to certain trade payables and other current liabilities, mainly on project-related liabilities and on the short-term portion of certain provisions existing at the date of acquisition.

D. Non-current liabilities and non-controlling interests

This adjustment mainly represents the impact on deferred income tax asset (liability) from adjustments discussed above, as well as adjustments made to the fair value of certain provisions existing at the date of acquisition.



## 6. ACQUISITION OF A BUSINESS (CONTINUED)

### C) IMPACT ON CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2014

The following represents the revised consolidated statement of financial position as at December 31, 2014 which reflects the final purchase price allocation adjustments and the related additional reclassifications applied to the consolidated statement of financial position as at December 31, 2014.

AT DECEMBER 31, 2014	AS ORIGINALLY REPORTED	NOTE (1)	FINAL PURCHASE PRICE ADJUSTMENTS AND RECLASSIFICATIONS	REVISED
<b>ASSETS</b>				
<b>Current assets</b>				
Cash and cash equivalents	\$ 1,702,205		\$ –	\$ 1,702,205
Restricted cash	27,503		–	27,503
Trade receivables	1,254,360	A	(3,153)	1,251,207
Contracts in progress	836,593	A	8,206	844,799
Inventories	111,374	A	(9,603)	101,771
Other current financial assets	844,727		–	844,727
Other current non-financial assets	274,130	A	(2,550)	271,580
<b>Total current assets</b>	<b>5,050,892</b>		<b>(7,100)</b>	<b>5,043,792</b>
Property and equipment	246,098		–	246,098
Capital investments accounted for by the equity method	362,336		–	362,336
Capital investments accounted for by the cost method	440,809		–	440,809
Goodwill	2,706,068		189,311	2,895,379
Intangible assets related to Kentz acquisition	301,071	B	9,951	311,022
Deferred income tax asset	395,987	D	23,652	419,639
Non-current portion of receivables under service concession arrangements	250,769		–	250,769
Other non-current financial assets	157,463		–	157,463
Other non-current non-financial assets	99,848		–	99,848
<b>Total assets</b>	<b>\$ 10,011,341</b>		<b>\$ 215,814</b>	<b>\$ 10,227,155</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Current liabilities</b>				
Trade payables	\$ 2,372,489	C	\$ (43,317)	\$ 2,329,172
Downpayments on contracts	249,521		–	249,521
Deferred revenues	1,149,653	C	46,620	1,196,273
Other current financial liabilities	354,492		–	354,492
Other current non-financial liabilities	485,429	C	117,722	603,151
Advances under contract financing arrangements	319,321		–	319,321
Current portion of provisions	256,392	C	93,092	349,484
Short-term debt and current portion of long-term debt:				
Non-recourse from Capital investments	7,750		–	7,750
<b>Total current liabilities</b>	<b>5,195,047</b>		<b>214,117</b>	<b>5,409,164</b>
Long-term debt:				
Recourse	348,932		–	348,932
Non-recourse from Capital investments	530,684		–	530,684
Other non-current financial liabilities	9,457		–	9,457
Non-current portion of provisions	341,268		–	341,268
Other non-current non-financial liabilities	3,702		–	3,702
Deferred income tax liability	265,541	D	(6,479)	259,062
<b>Total liabilities</b>	<b>6,694,631</b>		<b>207,638</b>	<b>6,902,269</b>
<b>Equity</b>				
Share capital	531,460		–	531,460
Retained earnings	2,785,067		–	2,785,067
Other components of equity	(10,897)		8,176	(2,721)
Equity attributable to SNC-Lavalin shareholders	3,305,630		8,176	3,313,806
Non-controlling interests	11,080		–	11,080
<b>Total equity</b>	<b>3,316,710</b>		<b>8,176</b>	<b>3,324,886</b>
<b>Total liabilities and equity</b>	<b>\$ 10,011,341</b>		<b>\$ 215,814</b>	<b>\$ 10,227,155</b>

(1) See Note 6B for explanations relating to adjustments and presentation reclassifications.

## 6. ACQUISITION OF A BUSINESS (CONTINUED)

### D) GOODWILL ARISING ON THE BUSINESS ACQUISITION

Goodwill arose in the business combination because the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce. These benefits are not recognized separately from goodwill as the future economic benefits arising from them cannot be reliably measured.

### E) ACQUISITION-RELATED COSTS AND INTEGRATION COSTS

In June 2014, in relation with the agreement to acquire Kentz, SNC-Lavalin entered into a foreign exchange hedge to hedge the foreign exchange exposure of the transaction. This hedge was classified as a derivative used for cash flow hedges and was measured at its fair value with gains and losses arising from periodic remeasurements and not qualifying for hedge accounting being recognized in net income and included in "Acquisition-related costs and integration costs" in the Company's consolidated income statement. For the years ended December 31, 2015 and 2014, the acquisition-related costs and integration costs were as follows:

YEAR ENDED DECEMBER 31	2015	2014
Remeasurement of a foreign exchange hedge	\$ –	\$ 34,697
Professional fees and other related costs	19,574	27,846
<b>Acquisition-related costs and integration costs</b>	<b>\$ 19,574</b>	<b>\$ 62,543</b>

For the year ended December 31, 2015, acquisition-related costs amounted to \$nil (2014: \$52.8 million) and integration costs amounted to \$19.6 million (2014: \$9.7 million).

## 7. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

### A) CASH AND CASH EQUIVALENTS

	DECEMBER 31 2015	DECEMBER 31 2014
Bank balances, bank term deposits and bankers' acceptances	\$ 1,581,834	\$ 1,702,205
<b>Cash and cash equivalents</b>	<b>\$ 1,581,834</b>	<b>\$ 1,702,205</b>

### B) RESTRICTED CASH

	DECEMBER 31 2015	DECEMBER 31 2014
Bank balances, bank term deposits and bankers' acceptances	\$ 45,733	\$ 38,884
<b>Restricted cash – current and non-current</b>	<b>\$ 45,733</b>	<b>\$ 38,884</b>

Presented on the statement of financial position as follows:

<b>Current assets – "Restricted cash"</b>	<b>\$ 38,964</b>	<b>\$ 27,503</b>
<b>Non-current assets – included in "Other non-current financial assets" (Note 15)</b>	<b>\$ 6,769</b>	<b>\$ 11,381</b>

## 8. TRADE RECEIVABLES

The following table presents the Company's trade receivables that are within normal terms of payment separately from those that are past due, with reconciliation to the net carrying amount:

	DECEMBER 31 2015	DECEMBER 31 2014 <sup>(1)</sup>
Trade receivables:		
Within normal terms of payment	\$ 1,031,631	\$ 996,593
Past due	439,732	476,948
Total trade receivables	1,471,363	1,473,541
Allowance for doubtful accounts	(270,473)	(222,334)
<b>Trade receivables, net of allowance for doubtful accounts</b>	<b>\$ 1,200,890</b>	<b>\$ 1,251,207</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

The allowance for doubtful accounts is established based on SNC-Lavalin's best estimates on the recovery of balances for which collection may be uncertain. Uncertainty of collection may become apparent from various indicators, such as a deterioration of the credit situation of a given client or delay in collection when the aging of invoices exceeds the normal payment terms. Trade receivables are usually not externally quoted. However, management regularly reviews trade receivables and assesses the appropriateness of the allowance for doubtful accounts.

The change in the allowance for doubtful accounts is detailed below:

YEAR ENDED DECEMBER 31	2015	2014
Balance at beginning of year	\$ 222,334	\$ 151,361
Change in allowance, other than write-offs and recoveries	97,934	121,352
Write-offs of trade receivables	(5,081)	(34,296)
Recoveries	(44,714)	(16,083)
<b>Balance at end of year</b>	<b>\$ 270,473</b>	<b>\$ 222,334</b>

## 9. INVENTORIES

	DECEMBER 31 2015	DECEMBER 31 2014 <sup>(1)</sup>
Raw materials	\$ 72,956	\$ 57,489
Work in progress	46,535	28,580
Finished goods	32,695	15,702
<b>Inventories</b>	<b>\$ 152,186</b>	<b>\$ 101,771</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

The cost of inventories recognized by the Company as an expense during the year ended December 31, 2015 was \$138.5 million (period from August 22, 2014 to December 31, 2014: \$123.7 million).

## 10. OTHER CURRENT FINANCIAL ASSETS

	DECEMBER 31 2015	DECEMBER 31 2014
Retentions on client contracts	\$ 664,385	\$ 582,096
Advances to suppliers, subcontractors and employees and deposits on contracts	66,046	53,960
Derivative financial instruments used for hedges – favourable fair value	9,742	3,774
Share unit plans' asset (Note 22C)	–	53,624
Current portion of receivables under service concession arrangements	19,439	18,994
Current portion of deposit notes	81,456	81,932
Other	67,802	50,347
<b>Other current financial assets</b>	<b>\$ 908,870</b>	<b>\$ 844,727</b>

## 11. OTHER CURRENT NON-FINANCIAL ASSETS

	DECEMBER 31 2015	DECEMBER 31 2014 <sup>(1)</sup>
Income taxes and other taxes receivable	\$ 253,878	\$ 190,336
Prepaid expenses and other	75,341	81,244
<b>Other current non-financial assets</b>	<b>\$ 329,219</b>	<b>\$ 271,580</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

## 12. PROPERTY AND EQUIPMENT

### A) PROPERTY AND EQUIPMENT FROM E&C

	BUILDINGS	COMPUTER EQUIPMENT	OFFICE FURNITURE	MACHINERY	OTHER	TOTAL
<b>Gross carrying amount</b>						
Balance as at January 1, 2015	\$ 101,644	\$ 330,801	\$ 140,166	\$ 66,645	\$ 120,224	\$ 759,480
Additions	10,050	26,584	15,490	36,006	27,845	115,975
Effect of foreign currency exchange differences	1,206	(690)	527	(7,263)	3,344	(2,876)
Disposals / retirements / salvage	(10,912)	(13,940)	(11,518)	(8,651)	(18,071)	(63,092)
Balance as at December 31, 2015	\$ 101,988	\$ 342,755	\$ 144,665	\$ 86,737	\$ 133,342	\$ 809,487
<b>Accumulated depreciation</b>						
Balance as at January 1, 2015	41,670	293,513	102,060	8,641	67,498	513,382
Depreciation expense	5,730	14,819	12,685	24,306	10,026	67,566
Effect of foreign currency exchange differences	(68)	(1,609)	(41)	(4,215)	544	(5,389)
Disposals / retirements / salvage	(1,330)	(12,969)	(8,339)	(1,114)	(7,397)	(31,149)
Balance as at December 31, 2015	\$ 46,002	\$ 293,754	\$ 106,365	\$ 27,618	\$ 70,671	\$ 544,410

## 12. PROPERTY AND EQUIPMENT (CONTINUED)

	BUILDINGS	COMPUTER EQUIPMENT	OFFICE FURNITURE	MACHINERY	OTHER	TOTAL
<b>Gross carrying amount</b>						
Balance as at January 1, 2014	\$ 88,263	\$ 316,808	\$ 138,569	\$ –	\$ 110,255	\$ 653,895
Additions	8,530	27,238	10,371	18,005	6,022	70,166
Additions through a business combination	13,214	5,084	3,256	54,153	9,897	85,604
Effect of foreign currency exchange differences	(305)	(897)	(315)	(5,236)	(285)	(7,038)
Disposals / retirements / salvage	(8,058)	(17,432)	(11,715)	(277)	(5,665)	(43,147)
Balance as at December 31, 2014	\$ 101,644	\$ 330,801	\$ 140,166	\$ 66,645	\$ 120,224	\$ 759,480
<b>Accumulated depreciation</b>						
Balance as at January 1, 2014	37,046	278,625	98,364	–	59,492	473,527
Depreciation expense	5,134	32,719	12,641	11,579	12,410	74,483
Effect of foreign currency exchange differences	(164)	(1,009)	(323)	(2,834)	(482)	(4,812)
Disposals / retirements / salvage	(346)	(16,822)	(8,622)	(104)	(3,922)	(29,816)
Balance as at December 31, 2014	\$ 41,670	\$ 293,513	\$ 102,060	\$ 8,641	\$ 67,498	\$ 513,382
Net book value:						
As at December 31, 2014	\$ 59,974	\$ 37,288	\$ 38,106	\$ 58,004	\$ 52,726	\$ 246,098
<b>As at December 31, 2015</b>	<b>\$ 55,986</b>	<b>\$ 49,001</b>	<b>\$ 38,300</b>	<b>\$ 59,119</b>	<b>\$ 62,671</b>	<b>\$ 265,077</b>

### B) PROPERTY AND EQUIPMENT FROM CAPITAL INVESTMENTS

	PROPERTY AND EQUIPMENT OF ALTALINK
<b>Gross carrying amount</b>	
Balance as at January 1, 2014	\$ 5,490,370
Additions	1,733,039
Disposal of AltaLink (Note 5A)	(7,223,409)
Balance as at December 31, 2014	\$ –
<b>Accumulated depreciation</b>	
Balance as at January 1, 2014	358,343
Depreciation expense	29,594
Disposal of AltaLink (Note 5A)	(387,937)
Balance as at December 31, 2014	\$ –

Net book value:

As at December 31, 2014	\$ –
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AltaLink calculated depreciation on a straight-line basis and has used depreciation rates ranging from 2.25% to 20.47% in 2014.

### 13. GOODWILL

The following table details a reconciliation of the carrying amount of the Company's goodwill:

Balance at January 1, 2014	\$ 576,929
Goodwill arising from the acquisition of Kentz completed in the year (Note 6)	2,206,856
Additional amount recognized from the adjustments to the final allocation of purchase price of Kentz <sup>(1)</sup>	189,311
Goodwill derecognized on disposal of AltaLink (Note 5A)	(203,786)
Net foreign currency exchange differences	126,069
Balance at December 31, 2014 <sup>(1)</sup>	2,895,379
Net foreign currency exchange differences	491,470
<b>Balance at December 31, 2015</b>	<b>\$ 3,386,849</b>

For the purpose of annual impairment testing, goodwill is allocated to CGU or groups of CGU, which are the units expected to benefit from the synergies of the business combinations in which the goodwill arises.

As at December 31, 2015 and 2014, the Company's goodwill was allocated to the following CGU and groups of CGU:

CGU OR GROUP OF CGU	DECEMBER 31 2015	DECEMBER 31 2014 <sup>(1)</sup>
Mining & Metallurgy	\$ 92,684	\$ 103,708
Oil & Gas	3,048,985	2,547,869
Power	66,723	67,424
Infrastructure & Construction	111,281	110,151
O&M	67,176	66,227
	<b>\$ 3,386,849</b>	<b>\$ 2,895,379</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

As at October 31, 2015 and 2014, goodwill was not considered to be impaired.

## 14. INTANGIBLE ASSETS RELATED TO KENTZ ACQUISITION

On August 22, 2014, SNC-Lavalin completed its acquisition of Kentz (see Note 6), which resulted in recognition of intangible assets by the Company.

The following table details a reconciliation of the carrying amount of intangible assets related to Kentz acquisition:

	REVENUE BACKLOG	CUSTOMER RELATIONSHIPS	TRADEMARKS	TOTAL
<b>Gross carrying amount</b>				
Balance as at January 1, 2015 <sup>(1)</sup>	\$ 118,915	\$ 205,601	\$ 25,841	\$ 350,357
Effect of foreign currency exchange differences	23,386	40,411	5,103	68,900
Balance as at December 31, 2015	\$ 142,301	\$ 246,012	\$ 30,944	\$ 419,257
<b>Accumulated depreciation</b>				
Balance as at January 1, 2015 <sup>(1)</sup>	26,781	10,698	1,856	39,335
Depreciation expense	55,805	32,479	5,704	93,988
Effect of foreign currency exchange differences and other	7,852	4,582	850	13,284
Balance as at December 31, 2015	\$ 90,438	\$ 47,759	\$ 8,410	\$ 146,607
	REVENUE BACKLOG	CUSTOMER RELATIONSHIPS	TRADEMARKS	TOTAL
<b>Gross carrying amount</b>				
Balance as at January 1, 2014	\$ —	\$ —	\$ —	\$ —
Acquisitions through a business combination	102,680	192,837	24,434	319,951
Additional amount recognized from the adjustments to the final allocation of purchase price of Kentz <sup>(1)</sup>	9,684	1,421	—	11,105
Effect of foreign currency exchange differences <sup>(1)</sup>	6,551	11,343	1,407	19,301
Balance as at December 31, 2014 <sup>(1)</sup>	\$ 118,915	\$ 205,601	\$ 25,841	\$ 350,357
<b>Accumulated depreciation</b>				
Balance as at January 1, 2014	—	—	—	—
Depreciation expense	24,427	10,230	1,815	36,472
Effect of foreign currency exchange differences and other <sup>(1)</sup>	2,354	468	41	2,863
Balance as at December 31, 2014 <sup>(1)</sup>	\$ 26,781	\$ 10,698	\$ 1,856	\$ 39,335
Net book value:				
As at December 31, 2014 <sup>(1)</sup>	\$ 92,134	\$ 194,903	\$ 23,985	\$ 311,022
<b>As at December 31, 2015</b>	<b>\$ 51,863</b>	<b>\$ 198,253</b>	<b>\$ 22,534</b>	<b>\$ 272,650</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

## 15. OTHER NON-CURRENT FINANCIAL ASSETS

	DECEMBER 31 2015	DECEMBER 31 2014
<b>From E&amp;C</b>		
Derivative financial instruments – favourable fair value (Note 22C)	\$ 56	\$ —
Other	29,429	26,817
<b>From Capital investments</b>		
Non-current portion of deposit notes	37,810	119,265
Restricted cash	6,769	11,381
<b>Other non-current financial assets</b>	<b>\$ 74,064</b>	<b>\$ 157,463</b>

## 16. OTHER NON-CURRENT NON-FINANCIAL ASSETS

	DECEMBER 31 2015	DECEMBER 31 2014
From E&C	\$ 73,605	\$ 68,452
From Capital investments	36,562	31,396
<b>Other non-current non-financial assets</b>	<b>\$ 110,167</b>	<b>\$ 99,848</b>

## 17. OTHER CURRENT FINANCIAL LIABILITIES

	DECEMBER 31 2015	DECEMBER 31 2014
Commitments to invest in Capital investments accounted for by the equity and cost methods (Note 5C)	\$ 113,942	\$ 55,983
Retentions on supplier contracts	185,420	264,765
Balance of purchase price payable relating to acquisition of businesses	2,443	2,507
Derivative financial instruments used for hedges – unfavourable fair value	92,503	24,070
Other	40	7,167
<b>Other current financial liabilities</b>	<b>\$ 394,348</b>	<b>\$ 354,492</b>

## 18. OTHER CURRENT NON-FINANCIAL LIABILITIES

	DECEMBER 31 2015	DECEMBER 31 2014 <sup>(1)</sup>
Income taxes and other taxes payable	\$ 241,899	\$ 418,048
Share unit plans' liabilities (Note 22C)	44,005	54,411
Other	84,717	130,692
<b>Other current non-financial liabilities</b>	<b>\$ 370,621</b>	<b>\$ 603,151</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

## 19. ADVANCES UNDER CONTRACT FINANCING ARRANGEMENTS

The Company has the following non-recourse advances under contract financing arrangements, which are secured by the projects' specific assets, at December 31, 2015 and 2014:

	DECEMBER 31 2015	DECEMBER 31 2014
Sainte-Justine University Hospital Centre	\$ 151,034	\$ 115,772
Evergreen Line rapid transit project	243,110	203,549
<b>Advances under contract financing arrangements</b>	<b>\$ 394,144</b>	<b>\$ 319,321</b>

### SAINTE-JUSTINE UNIVERSITY HOSPITAL CENTRE

In May 2012, SNC-Lavalin announced the financial closure and official signing of the Grandir en santé expansion project of the Sainte-Justine University Hospital Centre. Under the contract, SNC-Lavalin provides engineering, construction and financing to the Sainte-Justine University Hospital Centre. In 2013, the Company entered into a non-recourse \$201.0 million credit facility agreement with financial institutions for the financing of this project. Amounts drawn under the revolving credit facility bear interest at a rate for bankers' acceptances plus 1.45% per year. The credit facility matures no later than 2016.

### EVERGREEN LINE RAPID TRANSIT PROJECT

In 2012, the Company and a partner were awarded an engineering, procurement and construction ("EPC") contract for the Evergreen Line rapid transit project in the Province of British Columbia, Canada. For the duration of this EPC contract, the Company entered into a non-recourse \$255.3 million credit facility agreement with financial institutions to fund the working capital requirements of the project. Amounts drawn under the revolving credit facility bear interest at a fixed rate of 2.7% per year for the fixed rate tranche and at a variable rate, which is CDOR plus 1.45%, for the floating rate tranche. The credit facility matures no later than 2018.



## 20. SHORT-TERM DEBT AND LONG-TERM DEBT

### A) RECOURSE REVOLVING CREDIT FACILITY

#### I) IN 2015

The Company has an unsecured revolving credit facility (the “Facility”) totalling \$4,250 million which the Company may use for the issuance of performance and financial letters of credit as well as cash draws, subject to a limit of \$1,800 million applicable to financial letters of credit and cash draws but not to performance letters of credit. Amounts drawn under the Facility bear interest at variable rates plus an applicable margin. In 2015, the Company amended its Facility to extend its maturity from August 2017 to August 2018.

In 2015, the cash draws and the cash repayments under the Company’s Facility were as follows:

YEAR ENDED DECEMBER 31	2015
Balance as at January 1, 2015	\$ –
Amounts drawn	430,000
Amounts repaid	(430,000)
<b>Balance as at December 31, 2015</b>	<b>\$ –</b>

As at December 31, 2015, the cash draws and letter of credit outstanding under the Company’s Facility were as follows:

AT DECEMBER 31, 2015	COMMITTED	CASH DRAWS	LETTERS OF CREDIT OUTSTANDING	UNUSED
<b>Credit facility</b>	<b>\$ 4,250,000</b>	<b>\$ –</b>	<b>\$ 2,133,118 <sup>(1)</sup></b>	<b>\$ 2,116,882</b>

<sup>(1)</sup> Includes \$277.2 million of financial letters of credit.

In addition, the Facility contemplates the issuance of bilateral letters of credit on a non-committed basis for a maximum of \$2,000 million, which are subject to the covenants of the Facility. As at December 31, 2015, \$135.2 million was used for the issuance of bilateral letters of credit. Also, as at December 31, 2015, Kentz had \$123.3 million of issued bilateral letters of credit, that were outside of the Company’s Facility.

#### II) IN 2014

To finance the acquisition of Kentz Corporation Limited (see Note 6), SNC-Lavalin entered in June 2014 into a recourse non-revolving acquisition credit agreement (the “Acquisition Facility”) for an aggregate amount of \$2,750 million comprised of the following: i) an asset sale bridge facility of \$2,550 million, maturing at the latest in December 2015; and ii) a term facility of \$200 million, maturing at the latest in June 2016. Amounts drawn under the asset sale bridge facility and term facility bore interest at variable rates plus an applicable margin. Under the terms of the Acquisition Facility, SNC-Lavalin had to make a mandatory prepayment on the outstanding balance of borrowings under the Acquisition Facility upon the receipt by SNC-Lavalin of net proceeds from disposition of certain of its Capital investments, including AltaLink. The Acquisition Facility was to be used solely to fund the acquisition of Kentz and its related indebtedness, fees and expenses.

The Acquisition Facility was committed and subject to affirmative, negative and financial covenants, including a requirement to maintain at all times, on a rolling 12-month basis, a net recourse debt (excluding borrowings made under the asset sale bridge facility) to adjusted earnings before interest, taxes, depreciation and amortization ratio, as defined in the Acquisition Facility, not exceeding a certain limit. The financial covenants of the Company’s Facility were modified to exclude borrowings made under the asset sale bridge facility from the definition of net recourse debt.

In case of an event of default, the Acquisition Facility was subject to customary accelerated repayment terms.

In August 2014, in connection with the acquisition of Kentz, the Facility entered into by the Company in December 2013 was amended to: i) increase the committed amount from \$3,500 million to \$4,250 million which it may use for the issuance of performance and financial letters of credit as well as cash draws, subject to a limit of \$1,800 million applicable to financial letters of credit and cash draws but not to performance letters of credit; and ii) extend the maturity of the Facility from December 2016 to August 2017, with an annual extension option for a one-year period upon lenders’ approval.

In September 2014, the Company amended the Acquisition Facility entered in June 2014 by cancelling the term facility of \$200 million, while all other terms of the Acquisition Facility remained unchanged. In addition, the Company used a portion of its Facility to finance the acquisition of Kentz.

## 20. SHORT-TERM DEBT AND LONG-TERM DEBT (CONTINUED)

In December 2014, following the disposition of AltaLink, the Company repaid in full the outstanding balance of the Acquisition Facility, which was cancelled at the same time.

The following table details a reconciliation of the funds used for the acquisition of Kentz as follows:

	ACQUISITION FACILITY	FACILITY	TOTAL
Balance as at January 1, 2014	\$ –	\$ –	\$ –
Amounts drawn	2,550,000	80,000	2,630,000
Amounts repaid	(2,550,000)	(80,000)	(2,630,000)
<b>Balance as at December 31, 2014</b>	<b>\$ –</b>	<b>\$ –</b>	<b>\$ –</b>

As at December 31, 2014, the cash draws and letter of credit outstanding under the Company's Facility were as follows:

AT DECEMBER 31, 2014	COMMITTED	CASH DRAWS	LETTERS OF CREDIT OUTSTANDING	UNUSED
<b>Credit facility</b>	<b>\$ 4,250,000</b>	<b>\$ –</b>	<b>\$ 1,748,293 <sup>(1)</sup></b>	<b>\$ 2,501,707</b>

<sup>(1)</sup> Includes \$245.4 million of financial letters of credit.

In addition, the Facility contemplates the issuance of bilateral letters of credit on a non-committed basis for a maximum of \$2,000 million, which are subject to the covenants of the Facility. As at December 31, 2014, \$141.2 million was used for the issuance of bilateral letters of credit. Also, as at December 31, 2014, Kentz had \$214.7 million of issued bilateral letters of credit, that were outside of the Company's Facility.

### B) RECOURSE LONG-TERM DEBT

	DECEMBER 31 2015	DECEMBER 31 2014
<b>Recourse (to the general credit of the Company)</b>		
Debentures, 6.19%, due in July 2019 with a face value of \$350.0 million repayable in full at maturity	<b>\$ 349,144</b>	<b>\$ 348,932</b>
The 2019 debenture is unsecured and subject to negative pledge clauses.		
<b>Recourse long-term debt</b>	<b>\$ 349,144</b>	<b>\$ 348,932</b>

### C) NON-RECOURSE DEBT FROM CAPITAL INVESTMENTS (UNSECURED OR SECURED ONLY BY CAPITAL INVESTMENT'S SPECIFIC ASSETS)

	DECEMBER 31 2015	DECEMBER 31 2014
<b>Okanagan Lake Concession</b>		
5.415% credit facility, due in 2033, secured by all assets of Okanagan Lake Concession, including a pledge by SNC-Lavalin of its units in Okanagan Lake Concession as well as an assignment of the concession's future revenues.	<b>\$ 125,891</b>	<b>\$ 130,071</b>
<b>Société d'Exploitation de l'Aéroport de Mayotte</b>		
Loan in three tranches, maturing from 2014 to 2026, bearing interest at: i) variable rates varying between Euribor 1 month plus 1.25% and Euribor 3 months plus 1.90%; and ii) a fixed rate of 4.91%.	<b>38,222</b>	<b>36,627</b>
The loan is secured by assets of Société d'Exploitation de l'Aéroport Mayotte.		
<b>Rainbow Hospital Partnership</b>		
Long-term bonds, due in 2044 and bearing interest at a fixed rate of 4.994%	<b>68,166</b>	<b>69,817</b>
The long-term bonds are secured by all assets of Rainbow Hospital Partnership.		
<b>InPower BC General Limited Partnership</b>		
Senior bonds, due in 2033 and bearing interest at a fixed rate of 4.471%	<b>290,998</b>	<b>290,450</b>
The senior bonds are secured by all assets of InPower BC General Limited Partnership.		
<b>Other</b>	<b>10,723</b>	<b>11,469</b>
<b>Total non-recourse long-term debt from Capital investments</b>	<b>534,000</b>	<b>538,434</b>
<b>Less: current portion of long-term debt from Capital investments</b>	<b>8,200</b>	<b>7,750</b>
<b>Non-recourse long-term debt from Capital investments</b>	<b>\$ 525,800</b>	<b>\$ 530,684</b>

## 20. SHORT-TERM DEBT AND LONG-TERM DEBT (CONTINUED)

### D) REPAYMENT OF PRINCIPAL OF LONG-TERM DEBT

The future principal payments of SNC-Lavalin's recourse and non-recourse long-term debt are summarized below and reconciled to their net carrying amount:

AT DECEMBER 31, 2015	Recourse	Non-recourse from Capital investments	Total
2016	\$ —	\$ 9,030	\$ 9,030
2017	—	9,720	9,720
2018	—	10,082	10,082
2019	350,000	12,187	362,187
2020	—	27,614	27,614
Thereafter	—	479,905	479,905
<b>Total</b>	<b>\$ 350,000</b>	<b>\$ 548,538</b>	<b>\$ 898,538</b>
Net unamortized deferred financing costs and unamortized discounts	(856)	(14,538)	(15,394)
<b>Net carrying amount of long-term debt</b>	<b>\$ 349,144</b>	<b>\$ 534,000</b>	<b>\$ 883,144</b>

## 21. PROVISIONS

	Pension and other post-employment benefits	Forecasted losses on certain contracts	Restructuring	Other <sup>(1)</sup>	Total
Balance at January 1, 2015 <sup>(2)</sup>	\$ 105,772	\$ 227,190	\$ 65,587	\$ 292,203	\$ 690,752
Additional provisions recognized in the year	36,503	81,042	116,396	34,158	268,099
Amounts used during the year	(11,876)	(79,751)	(78,747)	(41,581)	(211,955)
Unused amounts reversed during the year	(4,336)	(26,008)	—	(26,020)	(56,364)
Remeasurement recognized in equity	341	—	—	—	341
Increase from the passage of time, effect of changes in discount rates and effect of foreign currency exchange differences	10,590	14,292	(10,179)	3,204	17,907
<b>Balance at December 31, 2015</b>	<b>\$ 136,994</b>	<b>\$ 216,765</b>	<b>\$ 93,057</b>	<b>\$ 261,964</b>	<b>\$ 708,780</b>

Presented on the statement of financial position  
as follows:

<b>Current portion of provisions</b>	<b>\$ 364,455</b>
<b>Non-current portion of provisions</b>	<b>\$ 344,325</b>

<sup>(1)</sup> Other provisions include mainly litigations, warranty provisions, environmental liabilities and other asset retirement obligations.

<sup>(2)</sup> See Note 6C for explanations relating to revised figures.

The expected timing of outflows of economic benefits relating to the Company's provisions are as follows: i) most of the litigation provisions are expected to be resolved within the next 5 years; ii) forecasted losses on certain contracts are expected to be incurred over the period of a contract duration, usually up to 3 years; iii) most of the accrued restructuring costs are expected to be disbursed within the next 12 months; iv) warranty expenditure is expected to take place within the next 5 years; and v) most of the other provisions are expected to be resolved over the next 20 years. The main assumptions used to determine the provision for pension and other post-employment benefits and other information, including the expected level of future funding payments in respect of those arrangements, are given in Note 31.

## 22. SHARE CAPITAL

### A) AUTHORIZED

The Company is authorized to issue an unlimited number of common shares, an unlimited number of first preferred shares and an unlimited number of second preferred shares.

The Board of Directors is authorized to issue such preferred shares in one or more series and to establish the number of shares in each series and the conditions attaching thereto, prior to their issue.

The share capital issued and outstanding of the Company consists only of fully paid common shares without nominal value. All common shares are equally eligible to receive dividends, subject to the prior rights of the holders of preferred shares. Each common share carries one vote at the shareholders' meeting of the Company.

Subject to the prior rights of the holders of preferred shares, upon the liquidation or dissolution of the Company or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs, all the Company's assets available for payment or distribution to the holders of the common shares shall be paid or distributed equally, share for share, to the holders of such common shares.

### B) STOCK OPTION PLANS

The main features of the stock option plans under which stock options were outstanding at December 31, 2015 are summarized below:

	2013 AND 2011 STOCK OPTION PLANS
Grant date	Sixth trading day following the approval by the Company's Board of Directors
Exercise price of stock options	The greater of: i) the average closing price for the five trading days preceding the grant date and ii) the closing price on the first trading day immediately preceding the grant date
Vesting of stock options	Graded vesting in three equal tranches: two years, three years and four years, respectively, after the grant date
Expiry of stock options	Six years after the grant date for the 2013 stock option plan and five years after the grant date for the 2011 stock option plan
Other provisions	In the event of cessation of employment, except in the event of death or if the optionee is eligible to retire, unvested options are cancelled immediately and vested options remain exercisable for a specified period not exceeding 30 days. In the event of death or if the optionee is eligible to retire, both vested and unvested options continue to run their normal course.

The table below presents the changes in the number of options outstanding in 2015 and 2014:

	2015		2014	
	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE (IN DOLLARS)	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE (IN DOLLARS)
Options outstanding at beginning of year	3,179,369	\$ 45.42	4,438,529	\$ 44.37
Exercised <sup>(1)</sup>	(110,873)	\$ 38.02	(657,869)	\$ 40.92
Expired	(603,750)	\$ 52.49	(170,911)	\$ 34.40
Forfeited	(529,461)	\$ 42.38	(430,380)	\$ 45.80
<b>Options outstanding at end of year</b>	<b>1,935,285</b>	<b>\$ 44.47</b>	<b>3,179,369</b>	<b>\$ 45.42</b>

(1) The weighted average market price of the Company's common shares upon the exercise of stock options was \$44.86 in 2015 (\$51.58 in 2014).

The table below summarizes information regarding the stock options outstanding and exercisable as at December 31, 2015.

OPTIONS OUTSTANDING						OPTIONS EXERCISABLE	
RANGE OF EXERCISE PRICES	STOCK OPTION PLAN	YEAR OF GRANT	NUMBER OUTSTANDING	WEIGHTED AVERAGE REMAINING OPTIONS' TERM (MONTHS)	WEIGHTED AVERAGE EXERCISE PRICE (IN DOLLARS)	NUMBER EXERCISABLE	WEIGHTED AVERAGE EXERCISE PRICE (IN DOLLARS)
\$51.55 to \$54.07	2011	2011	687,763	4	\$ 54.05	687,763	\$ 54.05
\$37.04	2011	2012	567,491	16	\$ 37.04	315,430	\$ 37.04
\$40.98	2013	2013	680,031	40	\$ 40.98	208,197	\$ 40.98
			1,935,285	21	\$ 44.47	1,211,390	\$ 47.38

As at December 31, 2015, 3,200,000 stock options remained available for future grants under the 2013 stock option plan (2014: 2,865,402 stock options), while no stock options remain available for future grants under the 2011 stock option plan.

The reversal of the stock option compensation cost recorded in the year ended December 31, 2015 was \$0.2 million (2014: stock option compensation cost of \$3.6 million).

## 22. SHARE CAPITAL (CONTINUED)

### C) SHARE UNIT PLANS

As at December 31, 2015 and 2014, the Company had four share unit compensation plans for executives, namely the 2014 PSU plan, the 2009 PSU plan, the 2009 DSU plan, and the RSU plan, and a share unit compensation plan, the DSU plan, for members of the Board of Directors of SNC-Lavalin Group Inc.

The terms and conditions of the executive plans are summarized below:

	2009 PSU PLAN	2009 DSU PLAN	RSU PLAN	2014 PSU PLAN
Grant date	Date of approval by the Company's Board of Directors	Date of approval by the Company's Board of Directors	Date of approval by the Company's Board of Directors	Date of approval by the Company's Board of Directors
Number of units	Subject to performance conditions, the number of units granted shall be adjusted depending on the three-year cumulative annualized growth of earnings per share	Determined at grant date, without any further changes	Determined at grant date, without any further changes	Subject to performance conditions, the number of units granted shall be adjusted depending on the total shareholder return compared to peers, as defined in the plan
Vesting of units	Units vest in full at the end of the third calendar year following the grant date	Units vest at a rate of 20% per year at the end of each calendar year following the grant date	Units vest in full three years following their grant date	Units vest in full at the end of the third calendar year following the grant date
Payment	Units are redeemable for cash by the Company no later than two and a half months after the end of the performance period of such award. Performance period means the period starting January 1 <sup>st</sup> of the calendar year during which the grant of such award was made and ending on the vesting date.	Units are redeemable for cash by the Company within thirty days following the first anniversary of a participant's cessation of employment	Units are redeemable for cash by the Company no later than March 15 <sup>th</sup> of the year following the end of the vesting period	Units are redeemable for cash by the Company no later than two and a half months after the end of the performance period of such award. Performance period means the period starting on January 1 <sup>st</sup> of the calendar year during which the grant of such award was made and ending on the vesting date.
Redemption price	Average closing price per share on the Toronto Stock Exchange on the five trading days preceding the vesting date	Average closing price per share on the Toronto Stock Exchange on the first anniversary of cessation of employment and the last trading day on the Toronto Stock Exchange of each of the 12 weeks preceding that date	Average closing price per share on the Toronto Stock Exchange on the five trading days preceding the vesting date	Average closing price per share on the Toronto Stock Exchange on the five trading days preceding the vesting date
Forfeiture	If a participant terminates his employment voluntarily for reasons other than death or retirement or if a participant is terminated for cause before the end of the vesting period, the units expire immediately on the date of termination with no payment being made	If a participant terminates his employment voluntarily for reasons other than death or retirement or if a participant is terminated for cause before the end of the vesting period, the units expire immediately on the date of termination with no payment being made	If a participant terminates his employment voluntarily for reasons other than death or retirement or if a participant is terminated for cause before the end of the vesting period, the units expire immediately on the date of termination with no payment being made	If a participant terminates his employment voluntarily for reasons other than death or retirement or if a participant is terminated for cause before the end of the vesting period, the units expire immediately on the date of termination with no payment being made
Other provisions	The units vest immediately in the event of death or if a participant is eligible to retire, with payment being made within ninety business days following the end of the third calendar year from the grant date	The units vest immediately in the event of death or if a participant is retiring, with payment being made on the date of the first anniversary following the participant's last day of employment	In the event of death or retirement of a participant before the end of the vesting period, the units vest on a <i>pro rata</i> basis, with payment being made no later than March 15 <sup>th</sup> of the year following the event	In the event of death or retirement of a participant before the end of the vesting period, the units vest on a <i>pro rata</i> basis, with payment being made no later than two and a half months following the event

The terms and conditions of the DSU plan are as follows: units are issued to Board Members of SNC-Lavalin Group Inc. at the end of each quarter. Each member is required to participate in the DSU plan by deferring at least 25% of their annual retainer. An additional number of units are also granted annually as determined by the Corporate Governance Committee of SNC-Lavalin Group Inc. All units issued vest immediately. When a member ceases to be a member of the Board of Directors, units are redeemed immediately in cash.

## 22. SHARE CAPITAL (CONTINUED)

The table below presents the number of granted share units and the weighted average fair value per granted share unit for the years ended December 31, 2015 and 2014:

	2015		2014	
	NUMBER OF GRANTED SHARE UNITS	WEIGHTED AVERAGE FAIR VALUE PER SHARE UNIT (IN DOLLARS)	NUMBER OF GRANTED SHARE UNITS	WEIGHTED AVERAGE FAIR VALUE PER SHARE UNIT (IN DOLLARS)
2014 PSU plan	515,727	\$ 40.87	237,965	\$ 47.04
2009 DSU plan	23,288	\$ 39.84	63,651	\$ 46.91
RSU plan	656,101	\$ 41.34	377,538	\$ 46.70
DSU plan	29,796	\$ 41.38	28,270	\$ 49.96

In 2014, the Company had a financial arrangement with an investment grade financial institution to limit its exposure to the variability of the units caused by fluctuations in its share price. This financial arrangement included a financial instrument, which fluctuated in accordance with the movement in the Company's share price, and was required to be classified as FVTPL. As such, it was measured at fair value on the consolidated statement of financial position under "Other current financial assets", while the share unit plans' liabilities were recorded in "Other current non-financial liabilities". Gains and losses from the remeasurement of the financial instrument offset most of the related losses and gains from the fair value remeasurement of the unit plans' liabilities. The financing arrangement was adjusted as needed to reflect new awards and/or settlements of units.

In 2015, the financial arrangement described above was terminated by the Company for total proceeds of \$49.3 million and replaced with derivative financial instruments with investment grade financial institutions. The derivative financial instruments, which fair value fluctuates in accordance with the movement in the Company's share price, are required to be classified as FVTPL. As such, they are measured at fair value on the consolidated statement of financial position under "Other non-current financial assets" (see Note 15) if the fair value of a derivative financial instrument is favourable or under "Other non-current financial liabilities" if the fair value of a derivative financial instrument is unfavourable.

The compensation expense related to the share unit plans was \$21.8 million for the year ended December 31, 2015 (2014: \$13.6 million).

The total intrinsic value of the share unit plan's liabilities for which the participant's right to cash vested was \$12.5 million as at December 31, 2015 (2014: \$19.4 million), while the share unit plans' liabilities amounted to \$44.0 million as at December 31, 2015 (2014: \$54.4 million).

### D) REDEMPTION OF SHARES

In 2015, the Board of Directors authorized the renewal of its normal course issuer bid to purchase for cancellation, on the open market, up to 13,287,774 (2014: 3,000,000) common shares within a one-year period. The renewal of the Company's normal course issuer bid requires annual approval by the Board of Directors and the Toronto Stock Exchange.

In 2015, the Company repurchased and cancelled 2,803,900 common shares under its current and previously authorized normal course issuer bid resulting in cash outflows of \$121.8 million. There were no redemptions of shares in 2014.

### E) WEIGHTED AVERAGE NUMBER OF OUTSTANDING SHARES – BASIC AND DILUTED

The weighted average number of outstanding shares in 2015 and 2014 used to calculate the basic and diluted earnings per share were as follows:

AT DECEMBER 31 (IN THOUSANDS)	2015	2014
Weighted average number of outstanding shares – basic	150,918	152,218
Dilutive effect of stock options	70	387
Weighted average number of outstanding shares – diluted	150,988	152,605

In 2015, 687,763 outstanding stock options (2014: 1,369,512 outstanding stock options) have not been included in the computation of diluted earnings per share because they were anti-dilutive.

### F) DIVIDENDS

During the year ended December 31, 2015, the Company recognized as distributions to its equity shareholders dividends of \$150.9 million or \$1.00 per share (2014: \$146.2 million or \$0.96 per share).

## 23. OTHER COMPONENTS OF EQUITY

The Company has the following elements, net of income taxes, within its other components of equity at December 31, 2015 and 2014:

	DECEMBER 31 2015	DECEMBER 31 2014 <sup>(1)</sup>
Exchange differences on translating foreign operations	\$ 472,355	\$ 28,024
Available-for-sale financial assets	1,768	645
Cash flow hedges	10,036	4,244
Share of other comprehensive loss of investments accounted for by the equity method	(44,146)	(35,634)
<b>Other components of equity</b>	<b>\$ 440,013</b>	<b>\$ (2,721)</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

- Exchange differences on translating foreign operations component represents exchange differences relating to the translation from the functional currencies of the Company's foreign operations into Canadian dollars. On disposal of a foreign operation, the cumulative translation differences are reclassified to net income as part of the gain or loss on disposal. Exchange differences also include gains and losses on the hedging instrument relating to the effective portion of hedges of net investments of foreign operations, which are reclassified to net income on the disposal of the foreign operation.
- Available-for-sale financial assets component arises upon the revaluation of available-for-sale financial assets. When a revalued financial asset is sold, the portion of the component that relates to that financial asset, and is effectively realized, is recognized in net income. When a revaluated financial asset is impaired, the portion of the component that relates to that financial asset is recognized in net income.
- Cash flow hedges component represents hedging gains and losses recognized on the effective portion of cash flow hedges. The cumulative deferred gain or loss on the hedge is recognized in net income when the hedged transaction impacts net income, or is included as a basis adjustment to the non-financial hedged item, consistent with the applicable accounting policy.
- Share of other comprehensive income (loss) of investments accounted for by the equity method component represents the Company's share of the other comprehensive income (loss) from its investments accounted for by the equity method.



## 23. OTHER COMPONENTS OF EQUITY (CONTINUED)

The following table provides a reconciliation of each element of other components of equity for the years ended December 31, 2015 and 2014:

YEAR ENDED DECEMBER 31	2015	2014 <sup>(1)</sup>
Exchange differences on translating foreign operations:		
Balance at beginning of year	\$ 28,024	\$ (47,063)
Current year gains <sup>(1)</sup>	452,243	74,039
Reclassification to net income	–	1,048
Net investment hedge – current year losses	(10,823)	–
Income taxes relating to current year losses	2,911	–
Balance at end of year	472,355	28,024
Available-for-sale financial assets:		
Balance at beginning of year	645	2,605
Current year gains (losses) <sup>(2)</sup>	6,830	(1,858)
Income taxes relating to current year gains (losses)	(61)	1,511
Reclassification to net income <sup>(2)</sup>	(6,000)	(1,864)
Income taxes relating to amounts reclassified to net income	354	251
Balance at end of year	1,768	645
Cash flow hedges:		
Balance at beginning of year	4,244	(2,375)
Current year losses	(31,580)	(21,331)
Income taxes relating to current year losses	6,663	5,354
Reclassification to net income	45,992	29,296
Income taxes relating to amounts reclassified to net income	(15,283)	(6,700)
Balance at end of year	10,036	4,244
Share of other comprehensive income (loss) of investments accounted for by the equity method:		
Balance at beginning of year	(35,634)	(24,142)
Current year share	(19,135)	(27,292)
Income taxes relating to current year share	5,201	7,299
Reclassification to net income	7,388	11,649
Income taxes relating to amounts reclassified to net income	(1,966)	(3,148)
Balance at end of year	(44,146)	(35,634)
<b>Other components of equity</b>	<b>\$ 440,013</b>	<b>\$ (2,721)</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

<sup>(2)</sup> In 2015, the loss arising on derivatives designated as hedging instruments in fair value hedges amounted to \$3.4 million and the gain arising on adjustment for hedged item attributable to hedged risk in a designated fair value hedge accounting relationship amounted to \$3.4 million.

## ACTUARIAL GAINS AND LOSSES RECOGNIZED IN OTHER COMPREHENSIVE INCOME

The following table provides a reconciliation of actuarial gains (losses) recognized in other comprehensive income relating to defined benefit pension plans and other post-employment benefits for the years ended December 31, 2015 and 2014:

YEAR ENDED DECEMBER 31	2015			2014		
	BEFORE TAX	INCOME TAX	NET OF TAX	BEFORE TAX	INCOME TAX	NET OF TAX
Cumulative amount at January 1	\$ (33,178)	\$ 6,403	\$ (26,775)	\$ (24,377)	\$ 6,354	\$ (18,023)
Gains (losses) recognized during the year:						
Defined benefit pension plans	6,201	(61)	6,140	(6,996)	(120)	(7,116)
Other post-employment benefits	(6,542)	(101)	(6,643)	(1,805)	169	(1,636)
	(341)	(162)	(503)	(8,801)	49	(8,752)
<b>Cumulative amount at December 31</b>	<b>\$ (33,519)</b>	<b>\$ 6,241</b>	<b>\$ (27,278)</b>	<b>\$ (33,178)</b>	<b>\$ 6,403</b>	<b>\$ (26,775)</b>



## 24. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

YEAR ENDED DECEMBER 31	2015	2014
Selling expenses	\$ 188,407	\$ 188,430
General and administrative expenses	667,226	652,985
<b>Selling, general and administrative expenses</b>	<b>\$ 855,633</b>	<b>\$ 841,415</b>

## 25. RESTRUCTURING COSTS AND IMPAIRMENT OF INVESTMENTS

YEAR ENDED DECEMBER 31	2015	2014
<b>Restructuring costs</b>	<b>\$ 116,396</b>	<b>\$ 109,859</b>
<b>Impairment of investments</b>	<b>\$ –</b>	<b>\$ 28,461</b>

### A) RESTRUCTURING COSTS

In 2014, the Company continued to restructure certain of its activities and, in November 2014, announced that it will take a number of steps to restructure and right-size certain areas of its business as it continues to execute its five-year strategic plan and to build a global Tier-1 engineering and construction firm. A total of \$109.9 million of restructuring costs were incurred in 2014.

In 2015, the Company extended its restructuring efforts by launching the “STEP Change” program. This program is designed to make the Company more agile customer-facing and allow the Company to further improve operational efficiency, including a realignment of its corporate and operating organization.

The Company incurred \$116.4 million of restructuring costs in 2015.

The restructuring costs recognized in 2015 and 2014 were mainly for severances, the disposal of certain activities and closure of certain offices.

### B) IMPAIRMENT OF INVESTMENTS

During the year ended December 31, 2014, SNC-Lavalin recognized impairment losses on two of its investments accounted for by the equity method, one included in the Capital segment and one included in the Oil & Gas segment, for a combined amount of \$28.5 million. The events and circumstances that led to the recognition of impairment losses are mainly the deterioration of the expected return on these investments, in part due to a deteriorating economic environment of their respective country. The combined recoverable amount of the Company’s investments was \$3.3 million as at December 31, 2014, while the combined remaining cumulative exchange losses on translating foreign operations amounted to \$17.5 million at the same date. The recoverable amounts were determined based on their value in use. The discount rates used in current estimates of value in use were 19.0% for the investment in the Capital segment and 16.4% for the investment in the Oil & Gas segment.

## 26. NET FINANCIAL EXPENSES

YEAR ENDED DECEMBER 31	2015			2014 <sup>(1)</sup>		
	FROM E&C	FROM CAPITAL INVESTMENTS	TOTAL	FROM E&C	FROM CAPITAL INVESTMENTS	TOTAL
Interest on debt:						
Recourse <sup>(2)</sup>	\$ 24,857	\$ —	\$ 24,857	\$ 59,222	\$ —	\$ 59,222
Non-recourse:						
AltaLink	—	—	—	—	178,173	178,173
Other	—	26,832	26,832	—	25,128	25,128
Other	22,742	720	23,462	15,044	2,913	17,957
<b>Financial expenses</b>	<b>47,599</b>	<b>27,552</b>	<b>75,151</b>	<b>74,266</b>	<b>206,214</b>	<b>280,480</b>
Financial income	(12,377)	(19,614)	(31,991)	(6,620)	(16,168)	(22,788)
Net foreign exchange losses (gains)	(42,915)	60	(42,855)	(28,710)	(9,174)	(37,884)
<b>Financial income and net foreign exchange losses (gains)</b>	<b>(55,292)</b>	<b>(19,554)</b>	<b>(74,846)</b>	<b>(35,330)</b>	<b>(25,342)</b>	<b>(60,672)</b>
<b>Net financial expenses (income)</b>	<b>\$ (7,693)</b>	<b>\$ 7,998</b>	<b>\$ 305</b>	<b>\$ 38,936</b>	<b>\$ 180,872</b>	<b>\$ 219,808</b>

<sup>(1)</sup> In 2015, the Company has made a retrospective change to the presentation of its net financial expenses note to the consolidated financial statements and comparative figures were reclassified for the net foreign exchange losses (gains), to provide details on this element.

<sup>(2)</sup> In the year ended December 31, 2014, financial expenses included \$37.4 million of financing costs related to the acquisition of Kentz by the Company.

## 27. STATEMENTS OF CASH FLOWS

### A) ADJUSTMENTS

The following table presents the adjustments to reconcile net income to cash flows from operating activities presented in the statements of cash flows, for the year ended December 31:

	2015	2014 <sup>(1)</sup>
Depreciation of property and equipment and amortization of other non-current non-financial assets from E&C	\$ 162,419	\$ 113,722
Depreciation of property and equipment and amortization of other non-current non-financial assets from Capital investments	—	53,513
Income taxes recognized in net income (Note 28)	83,718	323,042
Net financial expenses recognized in net income (Note 26)	305	219,808
Share-based expense (Note 22)	21,625	17,117
Income from Capital investments accounted for by the equity method	(157,082)	(171,446)
Dividends and distributions received from Capital investments accounted for by the equity method	157,070	158,675
Net change in provisions related to forecasted losses on certain contracts	(24,717)	(21,907)
Gain on disposals of Capital investments (Note 5A)	(174,350)	(1,615,358)
Remeasurement of a foreign exchange hedge (Note 6E)	—	34,697
Impairment of investments (Note 25B)	—	28,461
Restructuring costs recognized in net income (Note 25A)	116,396	109,859
Restructuring costs paid	(78,747)	(29,004)
Other	(39,549)	(34,633)
<b>Adjustments</b>	<b>\$ 67,088</b>	<b>\$ (813,454)</b>

<sup>(1)</sup> See Note 2B for explanations relating to revised comparative figures.

## 27. STATEMENTS OF CASH FLOWS (CONTINUED)

### B) NET CHANGE IN NON-CASH WORKING CAPITAL ITEMS

The following table presents the items included in the net change in non-cash working capital related to operating activities presented in the statements of cash flows, for the year ended December 31:

	2015	2014
Decrease in trade receivables	\$ 118,395	\$ 288,398
Decrease (increase) in contracts in progress	(86,120)	73,704
Decrease (increase) in inventories	(27,033)	6,136
Decrease (increase) in other current financial assets	(81,605)	151,482
Increase in other current non-financial assets	(18,435)	(11,370)
Decrease in trade payables	(112,098)	(480,769)
Increase (decrease) in downpayments on contracts	(86,575)	20,811
Increase (decrease) in deferred revenues	(191,954)	21,427
Increase (decrease) in other current financial liabilities	(80,049)	57,706
Decrease in other current non-financial liabilities	(78,710)	(29,564)
<b>Net change in non-cash working capital items</b>	<b>\$ (644,184)</b>	<b>\$ 97,961</b>

## 28. INCOME TAXES

### A) DEFERRED INCOME TAX ASSET AND DEFERRED INCOME TAX LIABILITY

Deferred income taxes arising from temporary differences and unused tax losses can be summarized as follows:

	JANUARY 1 2015 <sup>(1)</sup>	Recognized in other comprehensive income	Recognized in net income	Exchange differences and other charges	DECEMBER 31 2015
<b>Current:</b>					
Retentions on client contracts	\$ (145,969)	\$ —	\$ (25,951)	\$ —	\$ (171,920)
Contracts in progress	(10,953)	—	1,777	(293)	(9,469)
Retentions on supplier contracts	90,353	—	(21,612)	—	68,741
Accrued employee compensation	14,578	—	(5,292)	—	9,286
Current liabilities	85,860	—	31,026	1,167	118,053
Other	4,250	—	(4,276)	(392)	(418)
<b>Non-current:</b>					
Property and equipment, and goodwill	(67,540)	—	19,420	(8,819)	(56,939)
Other non-current financial assets	(12,560)	—	(7,653)	—	(20,213)
Provisions	(2,258)	—	(32,896)	4,433	(30,721)
Capital investments accounted for by the equity or cost methods	(119,092)	3,235	(30,008)	(1,549)	(147,414)
Pension plans and other post-employment benefits	13,454	(162)	(382)	1,093	14,003
Other	(2,512)	(5,416)	(3,022)	82	(10,868)
Unused tax losses	312,966	—	85,528	2,678	401,172
<b>Deferred income tax asset, net</b>	<b>\$ 160,577</b>	<b>\$ (2,343)</b>	<b>\$ 6,659</b>	<b>\$ (1,600)</b>	<b>\$ 163,293</b>

Presented on the statement of financial position as follows:

<b>Deferred income tax asset</b>	<b>\$ 419,639</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>\$ 436,817</b>
<b>Deferred income tax liability</b>	<b>\$ 259,062</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>\$ 273,524</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised figures.

## 28. INCOME TAXES (CONTINUED)

Deferred income taxes for the comparative period of 2014 can be summarized as follows:

	JANUARY 1 2014	Recognized in other comprehensive income	Recognized upon acquisition of Kentz <sup>(1)</sup>	Derecognized upon disposals of investments	Recognized in net income	Exchange differences and other charges	DECEMBER 31 2014 <sup>(1)</sup>
<b>Current:</b>							
Retentions on client							
contracts	\$ (77,798)	\$ —	\$ (658)	\$ —	\$ (67,496)	\$ (17)	\$ (145,969)
Contracts in progress	(12,967)	—	(178)	—	2,202	(10)	(10,953)
Retentions on supplier							
contracts	61,872	—	—	—	28,481	—	90,353
Accrued employee							
compensation	11,106	—	—	—	3,472	—	14,578
Current liabilities	103,171	—	15,267	(3)	(30,791)	(1,784)	85,860
Other	271	—	1,686	—	2,528	(235)	4,250
<b>Non-current:</b>							
Property and equipment, and goodwill	(134,173)	—	(63,680)	177,705	(43,677)	(3,715)	(67,540)
Other non-current							
financial assets	(10,869)	—	—	—	(1,691)	—	(12,560)
Provisions	(43,023)	—	29,944	(1,749)	10,790	1,780	(2,258)
Capital investments							
accounted for by the equity or cost methods	(101,450)	4,151	—	—	(21,034)	(759)	(119,092)
Pension plans and other							
post-employment benefits	18,101	49	—	—	(4,776)	80	13,454
Other	(157)	416	—	901	(4,162)	490	(2,512)
Unused tax losses	156,412	—	4,858	(5,004)	157,102	(402)	312,966
<b>Deferred income tax asset</b>							
<b>(liability), net</b>	\$ (29,504)	\$ 4,616	\$ (12,761)	\$ 171,850	\$ 30,948	\$ (4,572)	\$ 160,577
Presented on the statement of financial position as follows:							
<b>Deferred income tax asset</b>	\$ 254,421	—	—	—	—	—	\$ 419,639
<b>Deferred income tax</b>							
<b>liability</b>	\$ 283,925	—	—	—	—	—	\$ 259,062

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

As at December 31, 2015, the Company had \$2,110.4 million (2014: \$1,671.0 million) of non-capital tax losses carried-forward of which \$1,685.0 million will expire in varying amounts from 2016 to 2036 (2014: \$1,301.0 million expiring from 2015 to 2035). As at December 31, 2015, a deferred income tax asset of \$401.2 million (2014: \$313.0 million) has been recognized on \$1,533.6 million (2014: \$1,214.0 million) of these losses. The deferred income tax assets are recognized only to the extent that it is probable that taxable income will be available against which the unused tax losses can be utilized. As at December 31, 2015, the Company had \$233.5 million of the unrecognized non-capital tax losses that will expire in varying amounts from 2016 to 2036 (2014: \$116.5 million expiring in varying amounts from 2015 to 2035).

As at December 31, 2015, the Company had \$53.5 million (2014: \$50.1 million) of capital tax losses carried-forward on which no deferred income tax asset has been recognized of which \$26.6 million will expire in 2031 and 2032 (2014: \$26.6 million expiring in 2031 and 2032), while the remaining capital tax losses have no expiry date.

As at December 31, 2015, a deferred income tax liability has not been recognized on taxable temporary differences of \$1,191.9 million (2014: \$974.5 million) associated with investments in subsidiaries, associates and interests in joint arrangements, as the Company controls the timing of the reversal and it is probable that the temporary differences will not reverse in the foreseeable future.

## 28. INCOME TAXES (CONTINUED)

### B) INCOME TAXES

The relationship between the expected income taxes based on Canadian effective tax rate of SNC-Lavalin at 26.6% (2014: 26.5%) and the reported income taxes in net income can be reconciled as follows:

YEAR ENDED DECEMBER 31	2015		2014	
	AMOUNT	%	AMOUNT	%
Income before income taxes	\$ 521,253		\$ 1,657,629	
Canadian tax rate for SNC-Lavalin		26.6		26.5
Expected income taxes	\$ 138,685		\$ 439,935	
Increase (decrease) resulting from:				
Effect of differences of foreign tax rates compared to Canadian rates	(23,084)	(4.4)	(17,834)	(1.1)
Effect of Canadian provincial tax rate differences	(71)	—	(27,359)	(1.7)
Net loss not affected by tax	13,660	2.6	53,807	3.2
Effect of benefit from a previous unrecognized tax loss used to reduce current tax expense	(10,983)	(2.1)	—	—
Effect of differences between accounting gain and taxable capital gain realized on disposal of Ambatovy	(16,711)	(3.2)	—	—
Effect of differences between accounting gain and taxable capital gain realized on disposal of AltaLink	—	—	(152,676)	(9.2)
Effect of reversal of a previous write-down of deferred income tax asset	(10,808)	(2.1)	—	—
Effect of valuation allowances on previously recognized deferred income tax asset (liability)	1,315	0.3	32,103	1.9
Non-taxable income from certain Capital investments accounted for by the equity method	(38,562)	(7.4)	(39,219)	(2.4)
Other permanent differences for tax purposes	15,988	3.1	24,541	1.5
Other	14,289	2.7	9,744	0.6
<b>Income taxes at effective tax rate</b>	<b>\$ 83,718</b>	<b>16.1</b>	<b>\$ 323,042</b>	<b>19.3</b>

SNC-Lavalin's income taxes were comprised of the following:

YEAR ENDED DECEMBER 31	2015	2014
Current income taxes	\$ 90,377	\$ 353,990
Deferred income taxes	(6,659)	(30,948)
<b>Income taxes</b>	<b>\$ 83,718</b>	<b>\$ 323,042</b>

## 29. FINANCIAL INSTRUMENTS

### A) CLASSIFICATION AND FAIR VALUE OF FINANCIAL INSTRUMENTS

The following tables present the carrying value of financial assets held by SNC-Lavalin at December 31, 2015 and December 31, 2014 by category and classification, with the corresponding fair value, when available:

AT DECEMBER 31		2015				
		CARRYING VALUE OF FINANCIAL ASSETS BY CATEGORY				
	FVTPL	AVAILABLE- FOR-SALE	LOANS AND RECEIVABLES	DERIVATIVES USED FOR HEDGES	TOTAL	FAIR VALUE
Cash and cash equivalents	\$ 1,581,834	\$ —	\$ —	\$ —	\$ 1,581,834	\$ 1,581,834
Restricted cash	38,964	—	—	—	38,964	38,964
Trade receivables	—	—	1,200,890	—	1,200,890	1,200,890
Other current financial assets:						
Derivative financial instruments	—	—	—	9,742	9,742	9,742
Other current financial assets	—	—	899,128	—	899,128	901,262
Capital investments accounted for by the equity method:						
At amortized cost	—	—	109,306	—	109,306	109,306
Capital investments accounted for by the cost method:						
At cost or at fair value <sup>(1)</sup>	—	47,717	—	—	47,717	See <sup>(1)</sup>
At amortized cost	—	—	614	—	614	614
Non-current portion of receivables under service concession arrangements <sup>(2)</sup>	—	—	291,858	—	291,858	327,619
Other non-current financial assets:						
Restricted cash	6,769	—	—	—	6,769	6,769
Derivative financial instruments	56	—	—	—	56	56
Other:						
At cost/amortized cost <sup>(2)</sup>	—	—	67,239	—	67,239	67,239
<b>Total</b>	<b>\$ 1,627,623</b>	<b>\$ 47,717</b>	<b>\$ 2,569,035</b>	<b>\$ 9,742</b>	<b>\$ 4,254,117</b>	

AT DECEMBER 31		2014 <sup>(3)</sup>				
		CARRYING VALUE OF FINANCIAL ASSETS BY CATEGORY				
	FVTPL	AVAILABLE- FOR-SALE	LOANS AND RECEIVABLES	DERIVATIVES USED FOR HEDGES	TOTAL	FAIR VALUE
Cash and cash equivalents	\$ 1,702,205	\$ —	\$ —	\$ —	\$ 1,702,205	\$ 1,702,205
Restricted cash	27,503	—	—	—	27,503	27,503
Trade receivables	—	—	1,251,207	—	1,251,207	1,251,207
Other current financial assets:						
Share unit plans' asset	53,624	—	—	—	53,624	53,624
Derivative financial instruments	—	—	—	3,774	3,774	3,774
Other current financial assets	—	—	787,329	—	787,329	787,329
Capital investments accounted for by the equity method:						
At amortized cost	—	—	109,306	—	109,306	109,306
Capital investments accounted for by the cost method:						
At cost or at fair value <sup>(1)</sup>	—	347,494	—	—	347,494	See <sup>(1)</sup>
At amortized cost	—	—	93,315	—	93,315	93,315
Non-current portion of receivables under service concession arrangements <sup>(2)</sup>	—	—	250,769	—	250,769	275,720
Other non-current financial assets:						
Restricted cash	11,381	—	—	—	11,381	11,381
Other:						
At fair value	—	8,585	—	—	8,585	8,585
At cost/amortized cost <sup>(2)</sup>	—	—	137,497	—	137,497	137,497
<b>Total</b>	<b>\$ 1,794,713</b>	<b>\$ 356,079</b>	<b>\$ 2,629,423</b>	<b>\$ 3,774</b>	<b>\$ 4,783,989</b>	

<sup>(1)</sup> These available-for-sale financial assets represent mainly equity instruments that do not have a quoted market price in an active market.

<sup>(2)</sup> For non-current portion of receivables under service concession arrangements and most of the other non-current financial assets other than at fair value, the Company uses the present value technique to determine the fair value.

<sup>(3)</sup> Revised (see Note 6C).

## 29. FINANCIAL INSTRUMENTS (CONTINUED)

The following tables present the carrying value of SNC-Lavalin's financial liabilities at December 31, 2015 and December 31, 2014 by category and classification, with the corresponding fair value, when available:

AT DECEMBER 31		2015			
	CARRYING VALUE OF FINANCIAL LIABILITIES BY CATEGORY				
	DERIVATIVES USED FOR HEDGES	OTHER FINANCIAL LIABILITIES	TOTAL	FAIR VALUE	
Trade payables	\$ —	\$ 2,330,538	\$ 2,330,538	\$ 2,330,538	
Downpayments on contracts	—	185,813	185,813	185,813	
Other current financial liabilities:					
Derivative financial instruments	92,503	—	92,503	92,503	
Other current financial liabilities	—	301,845	301,845	301,845	
Advances under contract financing arrangements <sup>(1)</sup>	—	394,144	394,144	397,024	
Provisions	—	93,057	93,057	93,057	
Short-term debt and long-term debt <sup>(2)</sup> :					
Recourse	—	349,144	349,144	394,202	
Non-recourse from Capital investments	—	534,000	534,000	583,311	
Other non-current financial liabilities	2,857	4,040	6,897	6,897	
<b>Total</b>	<b>\$ 95,360</b>	<b>\$ 4,192,581</b>	<b>\$ 4,287,941</b>		

AT DECEMBER 31	2014 <sup>(3)</sup>			
	CARRYING VALUE OF FINANCIAL LIABILITIES BY CATEGORY			
	DERIVATIVES USED FOR HEDGES	OTHER FINANCIAL LIABILITIES	TOTAL	FAIR VALUE
Trade payables	\$ —	\$ 2,329,172	\$ 2,329,172	\$ 2,329,172
Downpayments on contracts	—	249,521	249,521	249,521
Other current financial liabilities:				
Derivative financial instruments	24,070	—	24,070	24,070
Other current financial liabilities	—	330,422	330,422	330,422
Advances under contract financing arrangements <sup>(1)</sup>	—	319,321	319,321	325,988
Provisions	—	65,587	65,587	65,587
Short-term debt and long-term debt <sup>(2)</sup> :				
Recourse	—	348,932	348,932	401,275
Non-recourse from Capital investments	—	538,434	538,434	598,650
Other non-current financial liabilities	3,187	6,270	9,457	9,457
<b>Total</b>	<b>\$ 27,257</b>	<b>\$ 4,187,659</b>	<b>\$ 4,214,916</b>	

<sup>(1)</sup> The fair value of the advances under contract financing arrangements was determined using the market approach, which uses prices and other relevant information generated by market transactions involving similar or comparable liabilities.

<sup>(2)</sup> The fair value of short-term debt and long-term debt classified in the "other financial liabilities" category was determined using public quotations or the discounted cash flows method in accordance with current financing arrangements. The discount rates used correspond to prevailing market rates offered to SNC-Lavalin or to the Capital investments, depending on which entity has issued the debt instrument, for debt with the similar terms and conditions.

<sup>(3)</sup> Revised (see Note 6C).

### FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE

The methodology used to measure the Company's financial instruments accounted for at fair value is determined based on the following hierarchy:

LEVEL	BASIS FOR DETERMINATION OF FAIR VALUE	FINANCIAL INSTRUMENTS
Level 1	Quoted prices in active markets for identical assets or liabilities	Available-for-sale equity investments accounted for at fair value
Level 2	Inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability	Cash and cash equivalents, restricted cash, derivatives and share unit plans' asset in 2014 (included in other current financial assets)
Level 3	Inputs for the asset or liability that are not based on observable market data	None

## 29. FINANCIAL INSTRUMENTS (CONTINUED)

### ASSETS AND LIABILITIES NOT MEASURED AT FAIR VALUE AND FOR WHICH THE FAIR VALUE IS DISCLOSED

The methodology used to determine the fair value of the following Company's assets and liabilities not measured at fair value is based on the following hierarchy:

LEVEL	BASIS FOR DETERMINATION OF FAIR VALUE	ASSETS AND LIABILITIES
Level 1	Quoted prices in active markets for identical assets or liabilities	None
Level 2	Inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability	Trade receivables, financial asset classified as "loans and receivables" (included in Capital investments accounted for by the equity or cost method), receivables under service concession arrangements, trade payables, downpayments on contracts, advances under contract financing arrangements, short-term debt and long-term debt, as well as the following assets and liabilities not measured at fair value: other current financial assets, other non-current financial assets, other current financial liabilities, provisions and other non-current financial liabilities
Level 3	Inputs for the asset or liability that are not based on observable market data	None

For the years ended December 31, 2015 and 2014, there were no changes in valuation techniques and in inputs used in the fair value measurements and there were no transfers between the levels of the fair value hierarchy.

### B) NATURE AND EXTENT OF RISKS ARISING FROM FINANCIAL INSTRUMENTS AND RELATED RISK MANAGEMENT

NATURE OF RISK	DESCRIPTION
Credit risk	Risk that SNC-Lavalin will incur a financial loss if the other party to a financial instrument fails to discharge an obligation. The maximum exposure to credit risk for SNC-Lavalin at the end of a given period usually corresponds to: i) the carrying amount of its financial assets exposed to such risk, as presented in Note 29A; and ii) the maximum amount payable by SNC-Lavalin if the financial guarantees granted on the Ambatovy project were called on, knowing that such guarantees expired in 2015.
Liquidity risk	Possibility that SNC-Lavalin will encounter difficulties in meeting the obligations associated with its financial liabilities
Market risk	Variability in the fair value or future cash flows of a financial instrument caused by a change in market prices in items such as currency rates, interest rates and equity prices

#### CREDIT RISK

For SNC-Lavalin, credit risk arises from:

- i) Cash and cash equivalents, and restricted cash, which are invested in liquid and high-grade financial instruments, based on SNC-Lavalin's investment policy.
- ii) Derivative financial instruments with a favourable fair value and, up until the end of 2015, the share unit plans' asset, which contain an inherent credit risk relating to default on obligations by the counterparty. This credit risk is reduced by entering into such contracts with high-grade financial institutions, which are expected to satisfy their obligations under the contracts.
- iii) Trade receivables, as detailed in Note 8. A given client may represent a material portion of SNC-Lavalin's consolidated revenues in any given year due to the size of a particular project and the progress accomplished on such project.

The Company's objective is to reduce credit risk by ensuring collection of its trade receivables on a timely basis. The amounts of trade receivables presented in the consolidated statements of financial position are net of an allowance for doubtful accounts, estimated by the Company and based, in part, on the age of specific receivable balance and the current and expected collection trends.

- iv) Other current financial assets, as detailed in Note 10, and other non-current financial assets, as detailed in Note 15. The current and non-current portions of receivables under service concession arrangements are within normal terms of payment and there are no significant amounts that are past due as at December 31, 2015 and 2014.
- v) The financial assets classified as "Loans and Receivables" included in "Capital investments accounted for by the cost method", which consisted mainly of a loan to the Ambatovy's Project Operator as at December 31, 2014. The loan was disposed of in 2015 (Note 5A).
- vi) The financial guarantees on the Ambatovy project, which are no longer outstanding as at December 31, 2015.



## 29. FINANCIAL INSTRUMENTS (CONTINUED)

### LIQUIDITY RISK

SNC-Lavalin monitors its liquidity risk arising from financial instruments on an ongoing basis by ensuring that it has access to sufficient resources to meet its obligations.

SNC-Lavalin's consolidated statement of financial position included \$542.0 million at December 31, 2015 (2014: \$573.0 million) of liabilities from Capital investments that are accounted for by the full consolidation method. These liabilities, which are non-recourse to the Company, are to be repaid by the Capital investments and are secured by the respective concession's assets, including \$488.6 million of financial assets at December 31, 2015 (2014: \$550.5 million), and by SNC-Lavalin's shares or units in such concession investments. As such, the actual book value at risk for SNC-Lavalin, assuming its Capital investments accounted for by the full consolidation method were unable to meet their obligations, corresponds to the carrying amount invested in these entities.

SNC-Lavalin's future principal payments on its short-term debt and long-term debt are presented in Note 20.

A draw on letters of credit or bank guarantees (Note 29C) by one or more third parties could, among other things, significantly reduce the Company's cash position and have a material adverse effect on its business and results of operations.

### MARKET RISK

#### 1) CURRENCY RISK

SNC-Lavalin's foreign currency risk arises from arrangements in currencies other than its reporting currency and from the net assets (liabilities) of its foreign operations.

Foreign currency risk is managed by the Company by matching, when possible, the cash receipts in a foreign currency and the cash disbursements in the same foreign currency, for each revenue-generating project in which foreign currencies are involved. Derivative financial instruments with banks, usually forward foreign exchange contracts, are also used to hedge the cash flows in foreign currencies.

The following table summarizes the major forward foreign exchange contracts that were outstanding, for which SNC-Lavalin has committed to buy or sell foreign currencies:

AT DECEMBER 31, 2015			AT DECEMBER 31, 2014		
BUY	SELL	MATURITY	BUY	SELL	MATURITY
CA\$ 819,038	US\$ 654,722	2016-2020	CA\$ 306,700	US\$ 278,435	2015-2019
CA\$ 89,749	€ 61,133	2016-2020	CA\$ 74,029	€ 51,735	2015-2019
US\$ 89,347	CA\$ 118,041	2016-2020	US\$ 103,408	CA\$ 119,281	2015-2017
US\$ –	€ –	–	US\$ 1,640	€ 1,316	2015
€ 5,096	US\$ 5,501	2016	€ 14,908	US\$ 19,176	2015
€ 72,103	CA\$ 105,433	2016-2020	€ 20,139	CA\$ 29,152	2015-2018

As at December 31, 2015, the forward foreign exchange contracts used for hedging purposes by the Company had a net unfavourable fair value of \$82.8 million (2014: \$20.3 million). The major forward foreign exchange contracts that were outstanding at that date were to either buy or sell foreign currencies against the Canadian dollar, or to either buy or sell the US dollar against the Euro.

### SENSITIVITY ANALYSIS

The following impact on equity for the year ended December 31, 2015 has been calculated from the Company's net assets (liabilities) denominated in US dollars and Euros, from derivative financial instruments used to hedge the exposure to US dollars and Euros and from investments made in foreign operations.

		IMPACT ON EQUITY	
		CA\$/US\$ <sup>(2), (3)</sup>	CA\$/€ <sup>(2)</sup>
Increase (decrease)	10% appreciation in the Canadian dollar <sup>(1)</sup>	\$ (324,645)	\$ (6,839)
Increase (decrease)	10% depreciation in the Canadian dollar <sup>(1)</sup>	\$ 324,645	\$ 6,839

<sup>(1)</sup> Assuming all other variables remain the same.

<sup>(2)</sup> The Company's exposure to other currencies is not significant.

<sup>(3)</sup> Includes mainly \$301.2 million of change in exchange differences on translating foreign operations.

As at December 31, 2015, the impact of 10% change in exchange rates between Canadian dollars and Euros would have no significant impact on the Company's net income, while the 10% appreciation in the Canadian dollar comparing to the US dollar would decrease the Company's net income by \$27.5 million (10% depreciation in the Canadian dollar comparing to the US dollar would increase the Company's net income by \$27.5 million).

## 29. FINANCIAL INSTRUMENTS (CONTINUED)

### II) INTEREST RATE RISK

Cash and cash equivalents, and restricted cash, usually involve limited interest rate risk due to their short-term nature.

#### NON-RECOURSE LONG-TERM DEBT FROM CAPITAL INVESTMENTS

Unlike E&C activities, Capital investments are often capital intensive due to the ownership of assets that are financed mainly with project-specific debt, which is usually non-recourse to the general credit of the Company. These investments usually reduce their exposure to interest rate risk by entering into fixed-rate financing arrangements or by hedging the variability of interest rates through derivative financial instruments. Fixing the interest rates gives the Capital investments stable and predictable financing cash outflows, which are usually structured to match the expected timing of their cash inflows.

#### RECOURSE SHORT-TERM DEBT EXCLUDING CAPITAL INVESTMENTS

SNC-Lavalin's recourse short-term debt bears interest at a variable rate which exposes the Company to interest rate risk.

#### RECOURSE LONG-TERM DEBT EXCLUDING CAPITAL INVESTMENTS

SNC-Lavalin's recourse long-term debt bears interest at a fixed rate and is measured at amortized cost, therefore, the Company's net income is not exposed to a change in interest rates on these financial liabilities.

#### ADVANCES UNDER CONTRACT FINANCING ARRANGEMENTS

SNC-Lavalin's advances under contract financing arrangements usually involve limited interest rate risk due to their short-term nature.

As a result, the changes in interest rates do not have a significant impact on SNC-Lavalin's consolidated net income.

### III) EQUITY PRICE RISK

SNC-Lavalin limits its exposure arising from the share unit plans caused by fluctuations in its share price, through financial arrangements with investment high-grade financial institutions described in Note 22C.

## C) LETTERS OF CREDIT

Under certain circumstances, SNC-Lavalin provides bank letters of credit as collateral for the fulfillment of contractual obligations, including guarantees for performance, advance payments, contractual retentions and bid bonds. Certain letters of credit decrease in relation to the percentage of completion of projects. As at December 31, 2015, SNC-Lavalin had outstanding letters of credit of \$2,391.6 million (2014: \$2,104.2 million).

### 30. CAPITAL MANAGEMENT

SNC-Lavalin's main objective when managing its capital is to maintain an adequate balance between: i) having sufficient capital for financing net asset positions, maintaining satisfactory bank lines of credit and capacity to absorb project net retained risks, while at the same time, ii) maximizing return on equity.

The Company defines its capital as its equity attributable to SNC-Lavalin shareholders excluding other components of equity plus its recourse debt. The Company excludes other components of equity from its definition of capital because this element of equity results in part from the accounting treatment of cash flow hedges, including share of comprehensive income of investments accounted for by the equity method, and is not representative of the way the Company evaluates the management of its foreign currency risk. Accordingly, the other components of equity are not representative of the Company's financial position.

The Company does not consider non-recourse debt when monitoring its capital because the lenders of such debt do not have recourse to the general credit of the Company, but rather to the specific assets of the Capital investments or the projects they finance. The Company's investment and underlying assets in its Capital investments or projects may, however, be at risk if such investments or projects were unable to repay their non-recourse debt.

The Company's objective remains to maintain a recourse debt-to-capital ratio that would not exceed a ratio of 30:70. The recourse debt-to-capital ratio, as calculated by the Company, was as follows:

	DECEMBER 31 2015	DECEMBER 31 2014 <sup>(1)</sup>
Recourse debt	\$ 349,144	\$ 348,932
Equity attributable to SNC-Lavalin shareholders	\$ 3,868,178	\$ 3,313,806
Less: Other components of equity	440,013	(2,721)
Plus: Recourse debt	349,144	348,932
Total amount of capital	\$ 3,777,309	\$ 3,665,459
<b>Recourse debt-to-capital ratio</b>	<b>9:91</b>	<b>10:90</b>

<sup>(1)</sup> See Note 6C for explanations relating to revised comparative figures.

The Company has paid quarterly dividends for 26 consecutive years and strives to increase its yearly dividend paid per share, which it has done over the past 15 years.

#### COVENANTS

The Company's unsecured recourse debentures (the "debentures") are committed and subject to affirmative and negative covenants, as defined in the debentures agreement.

The Company's unsecured recourse revolving credit facility (the "Facility") is committed and subject to affirmative, negative and financial covenants, including a requirement to maintain at all times, on a rolling 12-month basis, a net recourse debt to earnings before interest, taxes, depreciation and amortization ratio, as defined in the Facility agreement, not exceeding a certain limit.

The term "net recourse debt to earnings before interest, taxes, depreciation and amortization ratio" is defined in the Facility agreement and does not correspond to the Company's metrics as presented above and/or to the specific terms used in the Management's Discussion and Analysis for the year ended December 31, 2015.

In case of an event of default, the debentures and the Facility are subject to customary accelerated repayment terms.

In 2015, the Company complied with all of the covenants related to its debentures and its Facility.

## 31. PENSION PLANS AND OTHER POST-EMPLOYMENT BENEFITS

### A) PENSION PLANS

SNC-Lavalin has defined contribution and defined benefit pension plans. The total cash amount paid by SNC-Lavalin for its pension plans, consisting of contributions to its defined contribution and defined benefit pension plans, was \$64.9 million in 2015 (2014: \$69.9 million).

#### DEFINED CONTRIBUTION PENSION PLANS

SNC-Lavalin's contributions to its defined contribution plans are recorded as expenses in the year in which they are incurred and totalled \$58.5 million in 2015 (2014: \$56.8 million).

#### DEFINED BENEFIT PENSION PLANS

SNC-Lavalin has a number of defined benefit pension plans, which are all closed to new entrants and that provide pension benefits based on length of service and final pensionable earnings. An individual actuarial valuation is performed at least every three years for two plans and every year for the remaining two plans. The latest actuarial valuations were performed on December 31, 2014 for two plans, on December 31, 2013 for the third plan and on May 1, 2013 for the fourth plan. The measurement date used for the benefit obligation and plan assets is December 31 of each year. SNC-Lavalin's defined benefit pension plans are partly funded and one defined benefit pension plan is secured by a letter of credit.

The defined benefit plans are administrated by committees composed of a number of representatives from employer's representatives, active employees, inactive employees and independent members. Members of the committees are required by law and by their articles of association to act in the best interest of the pension plans and all their relevant stakeholders, i.e. active employees, inactive employees, retirees and employers. The pension plan committees are responsible for the investment policy with regard to the assets of the pension plans, which are held by a trustee legally separated from SNC-Lavalin.

SNC-Lavalin's defined benefit pension plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and compensation risk.

NATURE OF RISK	DESCRIPTION
Investment risk	The present value of the defined benefit pension plan obligation is calculated using a discount rate determined by reference to high quality corporate bond yields; if the return on plan assets is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plans liabilities; however, this will be partially offset by an increase in the return on the plans' debt securities.
Compensation risk	The present value of the defined benefit pension plan obligation is calculated by reference to the final pensionable earnings of plans participants.

### 31. PENSION PLANS AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

The following table sets forth the change in pension benefit obligation and pension plan assets, as well as the funded status of SNC-Lavalin's defined benefit pension plans:

AT DECEMBER 31	2015	2014
<b>Change in pension benefit obligation:</b>		
Pension benefit obligation at beginning of year	\$ 306,158	\$ 226,128
Current service cost	1,583	2,272
Interest cost	10,246	9,142
Benefits paid	(15,304)	(20,610)
Contributions by plan participants	958	989
Remeasurement:		
Actuarial losses arising from changes in demographic assumptions	2,308	7,002
Actuarial (gains) losses arising from changes in financial assumptions	(12,172)	8,599
Actuarial losses arising from experience adjustments	3,429	94
Effect of foreign currency exchange differences	21,430	400
Business acquisition	—	72,142
<b>Pension benefit obligation at end of year</b>	<b>\$ 318,636</b>	<b>\$ 306,158</b>
<b>Change in pension plan assets:</b>		
Fair value of pension plan assets at beginning of year	\$ 224,707	\$ 162,972
Interest income	7,669	6,720
Remeasurement:		
Return on plans assets (excluding interest income)	17	15,604
Administration costs	(677)	(658)
Effect of foreign currency exchange differences	14,710	616
Benefits paid	(15,304)	(20,610)
Contributions by the employer	6,332	13,104
Contributions by plan participants	958	989
Business acquisition	—	45,970
<b>Fair value of pension plans assets at end of year</b>	<b>\$ 238,412</b>	<b>\$ 224,707</b>

AT DECEMBER 31	2015	2014
<b>Funded status reflected in the statement of financial position:</b>		
Present value of the pension benefit obligation	\$ 318,636	\$ 306,158
Fair value of pension plan assets	238,412	224,707
Funded status	80,224	81,451
Effect of the asset ceiling from remeasurement <sup>(1)</sup>	3,854	6,210
Additional liability due to minimum funding requirements	3,562	695
<b>Net accrued pension benefit liability</b>	<b>\$ 87,640</b>	<b>\$ 88,356</b>

<sup>(1)</sup> The economic benefit available has been determined as a reduction in future contributions. It represents the present value of the future service cost for each period, excluding amounts borne by plan participants, over the expected remaining life of the plan. The assumptions used to determine the future service costs are consistent with those used to determine the defined benefit obligation.

SNC-Lavalin's net defined benefit pension costs recognized in net income were comprised of:

YEAR ENDED DECEMBER 31	2015	2014
Current service cost	\$ 1,583	\$ 2,272
Net interest expense	2,837	2,422
Administration costs	677	658
<b>Components of benefit pension costs recognized in net income</b>	<b>\$ 5,097</b>	<b>\$ 5,352</b>

### 31. PENSION PLANS AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

SNC-Lavalin's net defined benefit pension costs recognized in other comprehensive income were comprised of:

YEAR ENDED DECEMBER 31	2015	2014
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding interest income)	\$ (17)	\$ (15,604)
Actuarial losses arising from changes in demographic assumptions	2,308	7,002
Actuarial (gains) losses arising from changes in financial assumptions	(12,172)	8,599
Actuarial losses arising from experience adjustments	3,429	94
Effect of the asset ceiling from remeasurement	(2,589)	6,210
Variation in liability due to minimum funding requirements	2,840	695
<b>Components of benefit pension costs recognized in other comprehensive income</b>	<b>\$ (6,201)</b>	<b>\$ 6,996</b>

SNC-Lavalin expects to make contributions of \$6.7 million in 2016 to its defined benefit pension plans.

The following table presents the fair value of the major categories of assets of SNC-Lavalin's defined benefit pension plans:

	DECEMBER 31 2015	DECEMBER 31 2014
<b>Asset category</b>		
Equity securities	\$ 80,797	\$ 80,314
Debt securities	157,615	144,393
<b>Total</b>	<b>\$ 238,412</b>	<b>\$ 224,707</b>

The fair values of the above equity and debt instruments are determined based on quoted prices in active markets.

The following is a summary of significant weighted average assumptions used in measuring SNC-Lavalin's accrued pension benefit obligation:

	DECEMBER 31 2015	DECEMBER 31 2014
<b>Accrued pension benefit obligation</b>		
Discount rate	3.53%	3.30%
Rate of compensation increase <sup>(1)</sup>	2.36%	2.29%

<sup>(1)</sup> The weighted average rate of compensation increase excluding a pension plan for which benefits are not linked to future salary levels represented 3.11% as at December 31, 2015 (2014: 3.05%).

The sensitivity analysis below was determined based on reasonable possible changes of the respective assumptions occurring at December 31, 2015, while holding all other assumptions constant.

If the discount rate is 1% higher (lower), the defined benefit pension obligation would decrease by an estimated amount of \$44.0 million (increase by an estimated amount of \$56.9 million).

If the rate of compensation increase is 1% higher (lower), the defined benefit pension obligation would increase by an estimated amount of \$28.7 million (decrease by an estimated amount of \$22.1 million).

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit pension obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit pension obligation was calculated using the projected unit credit method at the end of the reporting period, which is the same method applied in calculating the defined benefit obligation liability recognized in the statement of financial position.

The weighted average duration of the pension benefit obligation as at December 31, 2015 was 16.4 years (2014: 17.7 years).

#### B) OTHER POST-EMPLOYMENT BENEFITS

SNC-Lavalin has a number of other post-employment benefit plans, which are all defined benefit plans and include mainly termination indemnities, medical and dental care benefits, and life insurance benefits. SNC-Lavalin's other post-employment benefit plans are unfunded plans.

As at December 31, 2015, the obligation for other post-employment benefits amounted to \$49.4 million (2014: \$17.4 million).

## 32. CONTINGENT LIABILITIES

### A) ONGOING INVESTIGATIONS

In February 2012, the Board of Directors initiated an independent investigation (the “Independent Review”), led by its Audit Committee, of the facts and circumstances surrounding certain payments that were documented (under certain agreements presumed to be agency agreements) to construction projects to which they did not relate, and certain other contracts. On March 26, 2012, the Company announced the results of the Independent Review and related findings and recommendations of the Audit Committee to the Board of Directors and provided information to the appropriate authorities. The Company understands that investigations by law enforcement and securities regulatory authorities remain ongoing in connection with this information, which are described in greater detail below. The Company also continues to review compliance matters (including matters beyond the scope of the Independent Review), including to assess whether amounts may, directly or indirectly, have been improperly paid to persons owing fiduciary duties to the Company, and as additional information, if any, arises as a result thereof, the Company will continue to investigate and review such information as it has in the past.

#### Charges and RCMP Investigations

On February 19, 2015, the Royal Canadian Mounted Police (the “RCMP”) and the Public Prosecution Service of Canada laid charges against the Company and its indirect subsidiaries SNC-Lavalin International Inc. and SNC-Lavalin Construction Inc. Each entity has been charged with one count of fraud under section 380 of the Criminal Code (Canada) (the “Criminal Code”) and one count of corruption under Section 3(1)(b) of the Corruption of Foreign Public Officials Act (Canada) (the “CFPOA”), (the “Charges”). These Charges follow the RCMP’s formal investigation (including in connection with the search warrant executed by the RCMP at the Company on April 13, 2012) into whether improper payments were made or offered, directly or indirectly, to be made, to a government official of Libya to influence the award of certain engineering and construction contracts between 2001 and 2011. This investigation, referred to as Project Assistance by the RCMP, also led to criminal charges being laid against two former employees of the Company. The Company understands that the charges laid against one or both of these former employees include bribery under the CFPOA, fraud, laundering the proceeds of crime and possession of property obtained by crime under the Criminal Code, and contravention of the *Regulations Implementing the United Nations Resolutions on Libya* in Canada. Due to the inherent uncertainties of these proceedings, it is not possible to predict the final outcome of the Charges, which could possibly result in a conviction on one or more of the Charges. The Company cannot predict what, if any, other actions may be taken by any other applicable government or authority or the Company’s customers or other third parties as a result of the Charges, or whether additional charges may be brought in connection with the RCMP investigation of these matters.

The RCMP is also conducting a formal investigation into whether improper payments were made or offered to government officials in Bangladesh to influence the award of a proposed construction supervision consulting contract to a subsidiary of the Company in violation of the CFPOA and its involvement in projects in certain North African countries (the “RCMP Investigation”). This investigation has led to criminal charges being laid against three former employees of a subsidiary of the Company pursuant to the anti-bribery provisions of the CFPOA. Although, to date, the Company has not been charged in connection with the subject matter of this RCMP Investigation, it may result in criminal charges being laid against the Company and/or certain of its subsidiaries under the CFPOA and could result in a conviction on one or more of such charges.

The Charges and the RCMP Investigation and potential outcomes thereof, and any negative publicity associated therewith, could adversely affect the Company’s business, results of operations and reputation and could subject the Company to sanctions, fines and other penalties, some of which may be significant. In addition, potential consequences of the Charges and/or the RCMP Investigation could include, in respect of the Company or one or more of its subsidiaries, mandatory or discretionary suspension, prohibition or debarment from participating in projects by certain governments (such as the Government of Canada and/or Canadian provincial governments) or by certain administrative organizations under applicable procurement laws, regulations, policies or practices. The Company derives a significant percentage of its annual global revenue (and an even larger percentage of its annual Canadian revenue) from government and government-related contracts. As a result, suspension, prohibition or debarment, whether discretionary or mandatory, from participating in certain government and government-related contracts (in Canada, Canadian provinces or elsewhere) would have a material adverse effect on the Company’s business, financial condition and liquidity and the market prices of the Company’s publicly traded securities.



## 32. CONTINGENT LIABILITIES (CONTINUED)

### AMF Investigation; AMF Certification under the Quebec Act Respecting Contracting by Public Bodies

The Company understands that there is an ongoing investigation being conducted in the context of applicable securities laws and regulations by the securities regulator in the Province of Quebec, the Autorité des marchés financiers (the “AMF”).

In addition, as announced on February 5, 2014, certain subsidiaries of the Company obtained the requisite certification from the AMF to contract with public bodies in the Province of Quebec, as required pursuant to the *Act Respecting Contracting by Public Bodies*. In the event an entity or any of its affiliates is convicted of certain specified offences under the Criminal Code or the CFPOA, AMF certification can be automatically revoked. In addition, the AMF has the discretionary power to refuse to grant an authorization or revoke an authorization if it determines that the enterprise concerned fails to meet the high standards of integrity that the public is entitled to expect from a party to a public contract or subcontract.

### World Bank Settlement

On April 17, 2013, the Company announced a settlement in connection with the previously announced investigations by the World Bank Group relating to the project in Bangladesh referred to above and a project in Cambodia, which includes a suspension of the right to bid on and to be awarded World Bank Group-financed projects by SNC-Lavalin Inc., a subsidiary of the Company, and its controlled affiliates for a period of 10 years (the “World Bank Settlement”). The suspension could be lifted after eight years, if the terms and conditions of the settlement agreement are complied with fully. According to the terms of the World Bank Settlement, the Company and certain of its other affiliates continue to be eligible to bid on and be awarded World Bank Group-financed projects as long as they comply with all of the terms and conditions imposed upon them under the terms of the World Bank Settlement, including an obligation not to evade the sanction imposed. The World Bank Settlement also requires that the Company cooperate with the World Bank on various compliance matters in the future. The World Bank Settlement does not include a financial penalty. The World Bank Settlement has led to certain other multilateral development banks following suit, debarring SNC-Lavalin Inc. and its controlled affiliates on the same terms.

### African Development Bank Settlement

On October 1, 2015, the Company announced a settlement with the African Development Bank relating to allegations of corruption in two African countries. The settlement included the payment by SNC-Lavalin Group Inc. of \$1.9 million to the African Development Bank (the “African Development Bank Settlement”). The African Development Bank Settlement also requires that the Company cooperate with the African Development Bank on various compliance matters in the future.

### Canada’s Integrity Regime

The Canadian government announced the Integrity Regime for procurement and real property transactions on July 3, 2015. The scope of offences which may cause a supplier to be deemed ineligible to carry on business with the federal government are broad and encompass offences under the Criminal Code, the Competition Act, and the Corruption of Foreign Public Officials Act, among others. Some of the offences qualifying for ineligibility include: bribery, fraud, money laundering, falsification of books and documents, extortion, and offences related to drug trafficking. A determination of ineligibility to participate in federal government procurement projects may apply for 10 years for listed offences. However, the Integrity Regime permits the ineligibility period to be reduced by up to five years if a supplier can establish that it has cooperated with law enforcement authorities or addressed the causes of misconduct.

If a supplier is charged with a listed offence (as is presently the case with the Company), it may under the Integrity Regime be ineligible to do business with the Canadian government while legal proceedings are ongoing.

If a supplier applies for a reduced ineligibility period, or if a supplier charged with a listed offence is notified that it could be ineligible to do business with the Canadian government, as a condition of granting the reduced ineligibility period or not suspending the supplier an administrative agreement may be imposed to monitor the supplier. Administrative agreements include conditions and compliance measures that the supplier must meet to remain eligible to contract with the federal government.

The Company announced on December 10, 2015 that it has signed an administrative agreement with Public Services and Procurement (PSP) of the Government of Canada under the Integrity Regime.



## 32. CONTINGENT LIABILITIES (CONTINUED)

Failure of the Company to abide by the terms of any of its certification from the AMF, the World Bank Settlement, the African Development Bank Settlement and/or the PSP Administrative Agreement could result in serious consequences for the Company, including new sanctions, legal actions and/or suspension from eligibility to carry on business with the government or agency involved or to work on projects funded by them. The Company is taking steps that are expected to mitigate this risk.

### Other Investigations

The Company understands that there are also investigations by various authorities ongoing in various jurisdictions with respect to the above and other matters. In addition, Pierre Duhaime and Riadh Ben Aïssa, former Company employees, have been charged by authorities in the Province of Quebec with various fraud offences allegedly in connection with a Company project in the Province of Quebec.

On October 1, 2014, Mr. Ben Aïssa entered guilty pleas to certain criminal charges in the Federal Criminal Court of Switzerland following a lengthy investigation by Swiss authorities and the detention of Mr. Ben Aïssa by Swiss authorities from April 2012 to October 2014. The Company was recognized as an injured party in the context of the Swiss proceedings and has been awarded for certain offences for which Mr. Ben Aïssa has plead guilty a sum equivalent to CA\$17.2 million (representing the equivalent of 12.9 million CHF and US\$2.0 million) plus interest, out of which a sum of CA\$11.9 million has been received as at December 31, 2015 with the balance expected to be received upon the forced execution of seized assets.

The Company is currently unable to determine when any of the above investigations will be completed, whether other investigations of the Company by these or other authorities will be initiated or the scope of current investigations broadened. While the Company continues to cooperate and communicate with authorities in connection with all ongoing investigations as noted above, if regulatory, enforcement or administrative authorities or third parties determine to take action against the Company or to sanction the Company in connection with possible violations of law, contracts or otherwise, the consequences of any such sanctions or other actions, whether actual or alleged, could require the Company to pay material fines or damages, consent to injunctions on future conduct or lead to other penalties including temporary or permanent, mandatory or discretionary suspension, prohibition or debarment from participating in projects by certain administrative organizations (such as those provided for in the World Bank Settlement) or by governments (such as the Government of Canada and/or the Government of Quebec) under applicable procurement laws, regulations, policies or practices, each of which could, materially adversely affect the Company's business, financial condition and liquidity and the market price of the Company's publicly traded securities.

The outcomes of the above investigations or the Charges could also result in, among other things, (i) covenant defaults under various project contracts, (ii) third party claims, which may include claims for special, indirect, derivative or consequential damages, or (iii) adverse consequences on the Company's ability to secure or continue its own financing, or to continue or secure financing for current or future projects, any of which could materially adversely affect the Company's business, financial condition and liquidity and the market prices of the Company's publicly traded securities. In addition, the Charges, these investigations and outcomes of these investigations or Charges (including the World Bank Settlement) and any negative publicity associated therewith, could damage SNC-Lavalin's reputation and ability to do business. Finally, the findings and outcomes of the Charges or these investigations (including the World Bank Settlement) may affect the course of the class action lawsuits (described below).

Due to the uncertainties related to the outcome of the Charges and each of the above investigations, the Company is currently unable to reliably estimate an amount of potential liabilities or a range of potential liabilities, if any, in connection with the Charges or any of these investigations.

The Company's senior management and Board of Directors have been required to devote significant time and resources to the investigations described above, the World Bank Settlement and ongoing related matters which have distracted and may continue to distract from the conduct of the Company's daily business, and significant expenses have been and may continue to be incurred in connection with these investigations including substantial fees of lawyers and other advisors. In addition, the Company and/or other employees or additional former employees of the Company could become the subject of these or other investigations by law enforcement and/or regulatory authorities in respect of the matters described above or other matters which, in turn, could require the devotion of additional time of senior management and the diversion or utilization of other resources.

## 32. CONTINGENT LIABILITIES (CONTINUED)

### B) CLASS ACTION LAWSUITS

On March 1, 2012, a “Motion to Authorize the Beginning of a Class Action and to Obtain the Status of Representative” (the “Quebec Motion”) was filed with the Quebec Superior Court, on behalf of persons who acquired SNC-Lavalin securities from and including March 13, 2009 through and including February 28, 2012, whether in a primary market offering or in the secondary market. The defendants in the Quebec Motion are SNC-Lavalin and certain of its current and former directors and former officers. The Quebec Motion raises both statutory and negligent misrepresentation claims.

On May 9, 2012, two proposed class actions were commenced in the Ontario Superior Court on behalf of all persons who acquired SNC-Lavalin securities during different time periods. These two actions were consolidated into a single action (the “Ontario Action”) on June 29, 2012. The defendants in the Ontario Action are SNC-Lavalin and certain of its current and former directors and former officers. The Ontario Action seeks damages on behalf of all persons who acquired securities of SNC-Lavalin between November 6, 2009 and February 27, 2012 (the “Class Period”). The Ontario Action raises, among other things, both statutory and common law misrepresentation claims.

The Quebec Motion and the Ontario Action (collectively, the “Actions”) allege that certain documents filed by SNC-Lavalin contained misrepresentations concerning, among other things, SNC-Lavalin’s corporate governance practices, adequacy of controls and procedures, reported net income for the year ended December 31, 2010, and adherence to SNC-Lavalin’s Code of Ethics.

The Actions each seek damages based on the decline in market value of the securities purchased by proposed class members when SNC-Lavalin issued a press release dated February 28, 2012, as well as other damages and costs. The Ontario Action seeks additional damages based on various further drops in share price.

On September 19, 2012, the Ontario judge agreed to the discontinuance of the plaintiffs’ claims other than the statutory misrepresentation claims under securities legislation in accordance with an agreement with the plaintiffs. The judge granted the plaintiffs leave to proceed with those statutory claims and has certified a class action covering shareholders who bought SNC-Lavalin shares during the Class Period except for Quebec residents. On January 24, 2013, a judge of the Quebec Superior Court rendered a similar judgment covering Quebec residents.

Due to the inherent uncertainties of litigation, it is not possible to predict the final outcome of these lawsuits or determine the amount of any potential losses, if any, and SNC-Lavalin may, in the future, be subject to further class action lawsuits or other litigation. While SNC-Lavalin has directors’ and officers’ liability insurance insuring individuals against liability for acts or omissions in their capacities as directors and officers, the Company does not maintain any other insurance in connection with the Actions. The amount of coverage under the directors’ and officers’ policy is limited and such coverage may be an insignificant portion of any amounts the Company is required or determines to pay in connection with the Actions. In the event the Company is required or determines to pay amounts in connection with these lawsuits or other litigation, such amounts could be significant and may have a material adverse impact on SNC-Lavalin’s liquidity and financial results.

### C) OTHER

On June 12, 2014, the Quebec Superior Court rendered a decision in the matter commonly referred to as the “Pyrrhotite Case” in Trois-Rivières, Quebec and in which SNC-Lavalin is one of numerous defendants. The Superior Court ruled in favour of the plaintiffs, awarding an aggregate amount of approximately \$168 million in damages apportioned amongst the defendants, on an *in solidum* basis. SNC-Lavalin, among other parties, filed a Notice to Appeal the Superior Court decision both on merit and apportionment of liability. Based on the current judgment, SNC-Lavalin’s share of the damages would be approximately 70%, a significant portion of which the Company would expect to recover from its external insurers. In addition to the Appeal of the decision, recourses in warranty have been filed against another party, which may result in reduction of SNC-Lavalin’s share of the damages.

#### Legal proceedings

SNC-Lavalin becomes involved in various legal proceedings as a part of its ordinary course of business and this section describes certain important ordinary course of business legal proceedings, including the general cautionary language relating to the risks inherent to all litigation and proceedings against SNC-Lavalin, which is equally applicable to the legal proceedings described below.

### 32. CONTINGENT LIABILITIES (CONTINUED)

While SNC-Lavalin cannot predict with certainty the final outcome or timing of the legal proceedings described below, based on the information currently available (which in some cases remains incomplete), SNC-Lavalin believes that it has strong defences to these claims and intends to vigorously defend its position.

SNC-Lavalin's subsidiary SNC-Lavalin Inc. and a joint arrangement partner are in arbitration with a client which has claimed damages in relation to the design and construction of a mining facility. The client is alleging, among other things, breach of contract and negligence, gross negligence and negligent misrepresentation. SNC-Lavalin Inc. and its joint arrangement partner have launched a separate arbitration to recover amounts due but unpaid under the agreement with the client. The dispute resolution process is subject to confidential and binding arbitration.

SNC-Lavalin Inc. has initiated court proceedings against a Canadian client stemming from engineering, procurement, and construction management services that SNC-Lavalin Inc. provided in relation to the client's expansion of an ore-processing facility. SNC-Lavalin claimed from the client certain amounts due under the project contract. The client has counterclaimed alleging that SNC-Lavalin defaulted under the project contracts and seeking damages.

A project-specific wholly-owned subsidiary of SNC-Lavalin ("SNC SUB") has received a notice of arbitration from a client for, amongst other things, breach of contract and gross negligence in relation to the design and construction of a facility. SNC SUB has counterclaimed for unpaid invoices and costs arising from termination, plus the return of funds improperly drawn under a bank guarantee.

Due to the inherent uncertainties of litigation, it is not possible to predict the final outcome of these and other related proceedings generally, determine if the amount included in the Company's provisions is sufficient or determine the amount of any potential losses, if any, that may be incurred in connection with any final judgment on these matters.

The Company is a party to other claims and litigation arising in the normal course of operations, including by clients, subcontractors, and vendors presenting claims for, amongst other things, recovery of costs related to certain projects. Due to the inherent uncertainties of litigation and-or the early stage of certain proceedings, it is not possible to predict the final outcome of all ongoing claims and litigation at any given time or to determine the amount of any potential losses, if any. With respect to claims or litigation arising in the normal course of operations which are at a more advanced stage and which permit a better assessment of potential outcome, the Company does not expect the resolution of these matters to have a materially adverse effect on its financial position or results of operations.

### 33. OPERATING LEASE ARRANGEMENTS

The following table presents the total of future minimum lease payments under SNC-Lavalin's non-cancellable operating leases at December 31, 2015 and December 31, 2014:

	DECEMBER 31 2015	DECEMBER 31 2014
Not later than 1 year	\$ 105,099	\$ 114,563
Later than 1 year and not later than 5 years	213,155	211,257
Later than 5 years	112,896	76,983
	<b>\$ 431,150</b>	<b>\$ 402,803</b>

SNC-Lavalin's payments under operating lease arrangements recognized as an expense in net income amounted to \$128.3 million for the year ended December 31, 2015 (2014: \$118.9 million).

As at December 31, 2015, future minimum sublease payments expected to be received under non-cancellable subleases totalled \$38.4 million and were as follows: \$6.2 million – not later than 1 year, \$22.4 million – later than 1 year and not later than 5 years, and \$9.8 million – later than 5 years. As at December 31, 2014, the total of future minimum sublease payments expected to be received under non-cancellable subleases was not significant.

## 34. REMUNERATION

### A) EMPLOYEE REMUNERATION

Expenses recognized for employee benefits, including expenses recognized for key management remuneration and directors' fees, are analyzed as follows:

YEAR ENDED DECEMBER 31	2015	2014
Short-term benefits <sup>(1)</sup>	\$ 3,784,939	\$ 2,981,745
Share-based payments	21,625	17,117
Defined contribution pension plans	58,536	56,791
Defined benefit pension plans and other post-employment benefits	13,592	8,359
	<b>\$ 3,878,692</b>	<b>\$ 3,064,012</b>

<sup>(1)</sup> Short-term benefits include mainly wages, salaries, social security contributions, sick leaves, profit-sharing and bonuses, non-monetary benefits and termination benefits that are expected to be settled within twelve months after the end of the annual reporting period.

### B) KEY MANAGEMENT REMUNERATION AND DIRECTORS' FEES

Expenses recognized for key management remuneration and directors' fees, representing 131 people (2014: 149 people) and comprising all members of the Company's Senior Management Committee and all directors of SNC-Lavalin Group Inc.'s Board of Directors, even if they provided services only for a portion of the year, are detailed as follows:

YEAR ENDED DECEMBER 31	2015	2014
Short-term benefits <sup>(2)</sup>	\$ 63,164	\$ 55,435
Share-based payments	13,137	6,515
Termination benefits	10,642	661
Defined benefit and defined contribution pension plans and other post-employment benefits	3,648	2,597
	<b>\$ 90,591</b>	<b>\$ 65,208</b>

<sup>(2)</sup> Short-term benefits include mainly wages, salaries, social security contributions, sick leaves, profit-sharing and bonuses and non-monetary benefits.

## 35. RELATED PARTY TRANSACTIONS

In the normal course of its operations, SNC-Lavalin enters into transactions with certain of its Capital investments. Investments in which SNC-Lavalin has significant influence or joint control, which are accounted for by the equity method, are considered related parties.

Consistent with IFRS, intragroup profits generated from revenues with Capital investments accounted for by the equity or full consolidation methods are eliminated in the period they occur, except when such profits are deemed to have been realized by the Capital investment. Profits generated from transactions with Capital investments accounted for by the cost method are not eliminated.

The accounting treatment of intragroup profits is summarized below:

CAPITAL INVESTMENT	ACCOUNTING METHOD	ACCOUNTING TREATMENT OF INTRAGROUP PROFITS
AltaLink <sup>(1)</sup>	Full consolidation method	Not eliminated upon consolidation in the period they occur, as they were considered realized by AltaLink via legislation applied by an independent governmental regulatory body.
Capital investments accounted for under IFRIC 12	Full consolidation method	Not eliminated upon consolidation in the period they occur, as they are considered realized by the Capital investment through the contractual agreement with its client.
	Equity method	Not eliminated upon consolidation in the period they occur, as they are considered realized by the Capital investment through the contractual agreement with its client.
Others	Equity method	Eliminated in the period they occur, as a reduction of the underlying asset and subsequently recognized over the depreciation period of the corresponding asset.
	Cost method	Not eliminated, in accordance with IFRS.

<sup>(1)</sup> Up until December 1, 2014, effective disposal date of AltaLink (see Note 5A), AltaLink was a subsidiary of the Company.

### 35. RELATED PARTY TRANSACTIONS (CONTINUED)

For the year ended December 31, 2015, SNC-Lavalin recognized revenues of \$733.9 million (2014: \$607.8 million) from contracts with Capital investments accounted for by the equity method. SNC-Lavalin also recognized its share of net income from these Capital investments accounted for by the equity method of \$157.1 million for the year ended December 31, 2015 (2014: \$171.4 million). Intragroup revenues generated from transactions with AltaLink, which amounted to \$1,290.7 million in the period from January 1, 2014 to December 1, 2014, were eliminated upon consolidation, while profits from those transactions were not eliminated. Following the disposal of AltaLink, revenues generated from transactions with AltaLink that were realized after December 1, 2014 are recognized by the Company in its consolidated income statement.

SNC-Lavalin's trade receivables from Capital investments accounted for by the equity method amounted to \$65.4 million as at December 31, 2015 (2014: \$60.7 million). SNC-Lavalin's other current financial assets receivable from these Capital investments accounted for by the equity method amounted to \$94.2 million as at December 31, 2015 (2014: \$96.4 million). SNC-Lavalin's remaining commitment to invest in these Capital investments accounted for by the equity method was \$113.9 million as at December 31, 2015 (2014: \$45.9 million).

All of these related party transactions are measured at fair value.

### 36. SUBSIDIARIES, JOINT ARRANGEMENTS AND ASSOCIATES

The main subsidiaries, joint ventures, joint operations and associates of the Company at December 31, 2015 and 2014, except where otherwise indicated, in addition to their jurisdiction of incorporation and the percentage of voting shares beneficially owned, or controlled, or directed, directly or indirectly by the Company or the percentage of joint arrangement interest are set out below:

SUBSIDIARIES	2015 %	2014 %	COUNTRY
Candu Energy Inc.	100.0	100.0	Canada
Evergreen Rapid Transit Holdings Inc.	100.0	100.0	Canada
Infrastructure Famille Santé Inc.	100.0	100.0	Canada
InPower BC General Partnership	100.0	100.0	Canada
Interfleet Technology Limited	100.0	100.0	United Kingdom
Itansuca Proyectos de Ingenieria S.A.	100.0	100.0	Colombia
Kentz Corporation Limited	100.0	100.0	Channel Islands
MDH Engineered Solutions Corp.	100.0	100.0	Canada
Okanagan Lake Concession Limited Partnership	100.0	100.0	Canada
P.T. SNC-Lavalin TPS	95.0	95.0	Indonesia
Rainbow Hospital Partnership	100.0	100.0	Canada
S.A. SNC-Lavalin N.V.	100.0	100.0	Belgium
SNC-Lavalin (GB) Limited	100.0	100.0	England
SNC-Lavalin (Malaysia) Sdn. Bhd.	100.0	100.0	Malaysia
SNC-Lavalin (Proprietary) Limited	100.0	100.0	South Africa
SNC-Lavalin Aéroports S.A.S.U.	100.0	100.0	France
SNC-Lavalin Algérie EURL	100.0	100.0	Algeria
SNC-Lavalin Arabia LLC	100.0	100.0	Saudi Arabia
SNC-Lavalin ATP Inc.	100.0	100.0	Canada
SNC-Lavalin Australia Pty. Ltd.	100.0	100.0	Australia
SNC-Lavalin Capital Inc.	100.0	100.0	Canada
SNC-Lavalin Chile S.A.	100.0	100.0	Chile
SNC-Lavalin Construction (Atlantic) Inc.	100.0	100.0	Canada
SNC-Lavalin Construction Inc.	100.0	100.0	Canada
SNC-Lavalin Construction (Ontario) Inc.	100.0	100.0	Canada
SNC-Lavalin Constructors Inc.	100.0	100.0	United States
SNC-Lavalin Constructors International Inc.	100.0	100.0	Canada
SNC-Lavalin Constructors (Pacific) Inc.	100.0	100.0	Canada
SNC-Lavalin Defence Programs Inc.	100.0	100.0	Canada
SNC-Lavalin Engineering India Private Limited	100.0	100.0	India
SNC-Lavalin Engineers & Constructors, Inc.	100.0	100.0	United States
SNC-Lavalin Europe B.V.	100.0	100.0	Netherlands
SNC-Lavalin Europe S.A.S.	100.0	100.0	France
SNC-Lavalin GEM Ontario Inc. (previously DBA Engineering Ltd.)	100.0	100.0	Canada
SNC-Lavalin GEM Québec Inc. (previously Groupe Qualitas inc.)	100.0	100.0	Canada
SNC-Lavalin Inc.	100.0	100.0	Canada
SNC-Lavalin International Inc.	100.0	100.0	Canada
SNC-Lavalin International S.A.S.	100.0	100.0	France
SNC-Lavalin Major Projects Inc.	100.0	100.0	Canada
SNC-Lavalin Nuclear Inc.	100.0	100.0	Canada
SNC-Lavalin O&M Solutions Inc.	100.0	100.0	Canada
SNC-Lavalin Operations & Maintenance Inc.	100.0	100.0	Canada
SNC-Lavalin Peru S.A.	100.0	100.0	Peru

### 36. SUBSIDIARIES, JOINT ARRANGEMENTS AND ASSOCIATES (CONTINUED)

	2015	2014	
SUBSIDIARIES	%	%	COUNTRY
SNC-Lavalin Polska Sp. Z o.o.	100.0	100.0	Poland
SNC-Lavalin Projetos Industriais Ltda.	100.0	100.0	Brazil
SNC-Lavalin Romania S.A.	100.0	100.0	Romania
SNC-Lavalin S.A.S.	100.0	100.0	France
SNC-Lavalin Stavibel Inc. (previously Groupe Stavibel Inc.)	100.0	100.0	Canada
SNC-Lavalin UK Limited	100.0	100.0	United Kingdom
Société d'Exploitation de l'Aéroport de Mayotte S.A.S.	100.0	100.0	France
The SNC-Lavalin Corporation	100.0	100.0	United States
Valerus Field Solutions Holdings LLC	100.0	100.0	United States

	2015	2014	
JOINT VENTURES	%	%	COUNTRY
<b>Capital investments</b>			
407 East Development Group General Partnership	50.0	50.0	Canada
407 International Inc. <sup>(1)</sup>	16.77	16.77	Canada
Chinook Roads Partnership	50.0	50.0	Canada
Crosslinx Transit Solutions General Partnership	25.0	—	Canada
Groupe infrastructure santé McGill, S.E.N.C. (previously Groupe immobilier santé McGill, S.E.N.C.) <sup>(2)</sup>	60.0	60.0	Canada
Rideau Transit Group Partnership	40.0	40.0	Canada
Signature on the Saint-Laurent Group General Partnership	50.0	—	Canada
TC Dôme S.A.S. <sup>(2)</sup>	51.0	51.0	France

#### Other

SNC-Lavalin International Inc. and Zuhair Fayez Engineering Consultancies Company	50.0	50.0	Saudi Arabia
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	2015	2014	
JOINT OPERATIONS	%	%	COUNTRY
407 East Construction General Partnership	50.0	50.0	Canada
Crosslinx Transit Solutions Constructors G.P.	25.0	—	Canada
JV Vault	50.0	50.0	Canada
Signature on the Saint Lawrence Construction General Partnership	50.0	—	Canada
SLN-Aecon JV	50.0	50.0	Canada
			United Arab
SNC-Lavalin Gulf Contractors LLC	49.0	49.0	Emirates
UGL Kentz Joint Venture	50.0	50.0	Australia

	2015	2014	
ASSOCIATES	%	%	COUNTRY
<b>Capital investments</b>			
InTransit BC Limited Partnership	33.3	33.3	Canada
Malta International Airport p.l.c. <sup>(3)</sup>	15.5	15.5	Malta
Myah Tipaza S.p.A.	25.5	25.5	Algeria
Rayalseema Expressway Private Limited	36.9	36.9	India
Shariket Kahraba Hadjret En Nouss S.p.A.	26.0	26.0	Algeria

<sup>(1)</sup> Although the Company holds less than 20% of the equity shares of 407 International Inc., the Company exercises joint control over this entity based on its contractual agreements.

<sup>(2)</sup> Although the Company's ownership interest in Groupe Infrastructure Santé McGill, S.E.N.C. and TC Dôme S.A.S. is more than 50%, the Company does not exercise control over these entities based on its contractual agreements.

<sup>(3)</sup> Although the Company's ownership interest in Malta International Airport p.l.c. is less than 20%, the Company exercises significant influence over this entity based on its contractual agreements.

### 37. EVENT AFTER THE REPORTING PERIOD

On February 1, 2016, SNC-Lavalin announced that it has reached an agreement to sell its indirect ownership interest in SNC-Lavalin (Malta) Limited (“SNCL Malta”) to an affiliate of Flughafen Wien AG for cash consideration of approximately €63 million (approximately CA\$96 million), pending the satisfaction of certain closing conditions by both parties and subject to working capital adjustments. SNCL Malta is the indirect owner of the Company’s 15.5% ownership interest in Malta International Airport p.l.c.



## Leadership Team

### Neil Bruce

President and  
Chief Executive Officer

### Ian Edwards

President, Infrastructure

### José J. Suárez

President, Mining & Metallurgy

### Christian Brown

President, Oil & Gas

### Alexander (Sandy) Taylor

President, Power

### Chantal Sorel

Managing Director, Capital

### Dale Clarke

Executive Vice-President,  
Integrated Management  
Systems

### Marie-Claude Dumas

Executive Vice-President,  
Global Human Resources

### Hartland J. A. Paterson

Executive Vice-President  
and General Counsel

### Alain-Pierre Raynaud

Executive Vice-President  
and Chief Financial Officer

### Erik J. Ryan

Executive Vice-President,  
Strategy, Marketing and  
External Relations

## Board of Directors

### Lawrence N. Stevenson

Chairman of the Board

### Neil Bruce

President and  
Chief Executive Officer

### Jacques Bougie, O.C.

Chair of the Governance  
and Ethics Committee;  
Member of the Human  
Resources Committee;  
Member of the Safety,  
Workplace and Project  
Risk Committee

### Patricia A. Hammick, Ph.D.

Chair of the Audit Committee;  
Member of the Governance  
and Ethics Committee;  
Member of the Human  
Resources Committee

### Lise Lachapelle

(until March 31, 2016)  
Member of the Governance and  
Ethics Committee; Member  
of the Safety, Workplace and  
Project Risk Committee

### Steven L. Newman

Member of the Human  
Resources Committee

### Michael D. Parker, CBE

Member of the Governance  
and Ethics Committee;  
Member of the Safety,  
Workplace and Project  
Risk Committee

### Jean Raby

Member of the Audit Committee

### Alain Rhéaume

Chair of the Human Resources  
Committee; Member of the  
Audit Committee

### Chakib Sbiti

Member of the Audit Committee;  
Member of the Safety,  
Workplace and Project Risk  
Committee

### Eric D. Siegel, ICD.D

Chair of the Safety, Workplace  
and Project Risk Committee;  
Member of the Audit Committee;  
Member of the Governance  
and Ethics Committee

## Glossary

**Adjusted diluted earnings (loss) per share from E&C** Non-IFRS financial measure defined by the Company as the adjusted net income from E&C, divided by the weighted average outstanding number of shares for the period.

**Adjusted EBITDA** Non-IFRS financial measure defined by the Company as income before net financial expenses, income taxes, depreciation and amortization, and excludes one-time net foreign exchange gains, charges related to restructuring and right-sizing, as well as the acquisition-related costs and integration costs incurred in connection with the acquisition of Kentz in 2014.

**Adjusted net income from E&C** Non-IFRS financial measure defined by the Company as net income attributable to SNC-Lavalin shareholders from E&C, excluding one-time net foreign exchange gains, charges related to restructuring and right-sizing, as well as amortization of intangible assets, and the financing, acquisition-related costs and integration costs incurred in connection with the acquisition of Kentz in 2014.

**Booking-to-revenue ratio** Ratio obtained by dividing the contract bookings by the revenues, for a given period.

## Glossary (continued)

**Capital** Refers to the investment and asset management arm of the Company. The Company makes capital investments in certain infrastructure for public services such as airports, bridges, cultural and public service buildings, highways, mass transit systems, power and water treatment facilities.

**Cash Net of Recourse Debt** Cash and cash equivalents less cash and cash equivalents from Capital investments accounted for by the full consolidation method and recourse debt.

**EBIT** Income before net financial expenses and income taxes.

**EBITDA** Income before net financial expenses, income taxes, depreciation and amortization.

**Engineering & Construction ("E&C")** Refers to the activities in which the Company provides engineering services, feasibility studies, planning, detailed design, contractor evaluation and selection, project and construction management, and commissioning. Certain contracts also include materials and/or multi-disciplinary construction services, namely provision of structural mechanical, electrical, instrumentation and piping services. The Company might also be responsible for not only rendering professional and technical services, but also to undertake the responsibility for supplying materials and providing or fabricating equipment, and could also include construction activities. In addition, the Company offers O&M services for many infrastructures, such as highways, buildings, light rail transit systems and power plants, and logistics solutions for construction camps and the military.

**EPC** Type of agreement whereby the Company provides Engineering, Procurement and Construction.

**EPCM** Type of agreement whereby the Company provides services related to Engineering, Procurement, and Construction Management activities.

**Fixed-Price Contract** Type of contract for which the Company completes the work required for the project at a lump-sum price.

**IFRS** International financial reporting standards.

**Infrastructure & Construction** Part of E&C activities, Infrastructure & Construction includes projects and professional services in a broad range of sectors, including hospitals, mass transit, heavy rail, roads, bridges, airports, ports and harbours, facilities architecture and engineering (structural, mechanical, electrical), industrial (pharmaceutical, agrifood, life sciences, automation, industrial processes), geotechnical engineering and materials testing as well as water infrastructure and treatment facilities. In addition, Infrastructure & Construction includes engineering activities in the areas of acoustics, air quality and climate change, impact assessments and community engagement, geo-environmental services, site assessments and remediation, risk assessments and water resource management.

**Mining & Metallurgy** Part of E&C activities, Mining & Metallurgy combines global-caliber expertise with deep local capabilities to provide tailored solutions for projects of any size, scope or complexity in the aluminium, gold, copper, iron ore, nickel, fertilizers and sulphur

product sectors, among others. It includes a full range of activities and services in studies, sustaining capital and consulting, and major projects.

**Oil & Gas** Part of E&C activities, Oil & Gas includes projects in the upstream, midstream, downstream (and supporting infrastructure) sectors for major oil and gas and resources companies, supporting these clients operating across the asset lifecycle from front end evaluation through decommissioning (capital expenditures and operational expenditures). Consistent with the way the Company's performance is evaluated, the Oil & Gas segment includes all projects executed by Kentz at the time of its acquisition by the Company in August 2014.

**Operations and Maintenance ("O&M")** Part of E&C activities, O&M includes contracts under which the Company provides Operations and Maintenance in the following lines of businesses: i) Integrated Real Estate Solutions, ii) Industrial, iii) Transportation, and iv) Defence and logistics.

**Power** Part of E&C activities, Power includes projects and services in hydro, nuclear and thermal power generation, renewable power generation, energy from waste, and electrical transmission and distribution systems.

**Recourse debt-to-capital ratio** This ratio compares the recourse debt balance to the sum of recourse debt and equity attributable to SNC-Lavalin shareholders, excluding other components of equity.

**Reimbursable contract** Type of contract for which the Company charges the customer for the actual cost incurred plus a mark-up that could take various forms such as a fixed-fee per unit, a percentage of costs incurred or an incentive fee based on achieving certain targets, performance factors or contractual milestones. Reimbursable contracts also include unit-rate contracts for which a fixed amount per quantity is charged to the customer, and reimbursable contracts with a cap.

**Revenue Backlog** Forward-looking indicator of anticipated revenues to be recognized by the Company, determined based on contract awards that are considered firm. O&M activities are provided under contracts that can cover a period of up to 40 years. In order to provide information that is comparable to the revenue backlog of other categories of activity, the Company limits the revenue backlog to the earlier of: i) the contract term awarded; and ii) the next five years.

**ROASE** Return on Average Shareholders' Equity, corresponding to the trailing 12-month net income attributable to SNC-Lavalin shareholders, divided by a trailing 13-month average equity attributable to SNC-Lavalin shareholders, excluding "other components of equity".

**Segment or Sub-segment EBIT** Consists of gross margin less i) directly related selling, general and administrative expenses, ii) corporate selling, general and administrative expenses that are directly related to projects or segments; and iii) noncontrolling interests before taxes. Corporate selling, general and administrative expenses that are not directly related to projects or segments, restructuring costs, goodwill impairment, acquisition-related costs and integration costs and amortization of intangible assets related to Kentz acquisition are not allocated to the Company's segments.

# Ten-Year Statistical Summary

YEAR ENDED DECEMBER 31 (IN MILLIONS CA\$, UNLESS OTHERWISE INDICATED)	IFRS						CANADIAN GAAP			
	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006
Revenues										
From E&C	9,363.5	7,334.7	7,149.3	7,525.9	6,708.5	5,521.6	5,721.5	6,759.9	6,420.2	4,937.0
From Capital	223.4	904.1	763.8	565.1	501.4	442.7	380.2	347.0	309.4	218.0
	9,587.0	8,238.8	7,913.2	8,091.0	7,209.9	5,964.3	6,101.7	7,106.9	6,729.6	5,155.0
Gross margin	1,432.8	1,340.8	1,115.8	1,355.0	1,252.1	1,271.4	1,151.1	1,012.9	565.3	542.6
Selling, general and administrative expenses	855.6	841.4	836.6	855.5	656.6	583.2	545.6	515.2	392.8	285.2
Restructuring costs and goodwill impairment	116.4	109.9	123.5	—	—	—	—	—	—	—
Impairment of investments	—	28.5	—	—	—	—	—	—	—	—
Acquisition-related costs and integration costs	19.6	62.5	—	—	—	—	—	—	—	—
Amortization of intangible assets related to Kentz acquisition	94.0	36.5	—	—	—	—	—	—	—	—
(Gain) loss from disposal of Capital investments	(174.4)	(1,615.4)	(73.0)	—	—	(29.6)	—	—	—	5.8
EBIT <sup>(1)</sup>	521.6	1,877.4	228.8	499.5	595.6	717.8	605.5	497.7	172.5	251.6
Net financial expenses										
From E&C	(7.7)	38.9	19.5	13.7	15.5	26.0	16.0	(13.7)	(32.1)	(21.0)
From Capital	8.0	180.9	131.2	112.5	99.7	85.1	112.2	108.2	104.6	74.3
Earnings before income taxes	521.3	1,657.6	78.1	373.4	480.3	606.7	477.3	403.2	100.0	198.3
Income taxes	83.7	323.0	41.7	67.0	94.4	120.4	108.2	85.1	23.5	55.0
Non-controlling interests	—	—	—	—	—	—	9.7	5.6	9.2	7.3
Net income from continuing operations	437.5	1,334.6	36.4	306.3	385.9	486.3	359.4	312.5	67.3	136.0
Net income from discontinued operations	—	—	—	—	—	—	—	—	84.1	21.8
Net income	437.5	1,334.6	36.4	306.3	385.9	486.3	359.4	312.5	151.4	157.8
Net income attributable to										
SNC-Lavalin Shareholders	404.3	1,333.3	35.8	305.9	377.4	475.5	359.4	312.5	151.4	157.8
Non-controlling interests	33.2	1.2	0.6	0.4	8.5	10.7	—	—	—	—
Net income	437.5	1,334.6	36.4	306.3	385.9	486.3	359.4	312.5	151.4	157.8
Return on average shareholders' equity <sup>(2)</sup>	12.0%	58.7%	1.6%	14.6%	19.1%	28.2%	27.3%	29.1%	16.4%	19.0%
Acquisition of property and equipment										
From E&C	116.0	70.2	55.5	96.2	67.2	46.0	32.4	46.3	41.2	37.7
From Capital	—	1,522.4	1,545.9	849.2	545.8	402.0	274.1	193.5	308.6	182.5
	116.0	1,592.5	1,601.5	945.4	613.0	448.0	306.5	239.8	349.8	220.2
Depreciation of property and equipment and amortization of other non-current assets										
From E&C	162.4	113.7	67.9	61.6	45.4	39.6	43.5	41.9	35.2	28.2
From Capital	—	53.5	133.1	99.2	93.1	86.9	86.6	88.1	76.9	52.4
	162.4	167.2	201.0	160.8	138.5	126.5	130.1	130.0	112.1	80.6
EBITDA <sup>(1)</sup>										
From E&C	333.7	(160.0)	(131.6)	273.1	389.9	513.7	482.7	388.9	70.1	185.8
From Capital	350.3	2,233.1	617.8	387.2	344.1	330.6	252.9	238.8	214.5	146.4
	684.0	2,073.1	486.2	660.3	734.0	844.3	735.6	627.7	284.6	332.2

<sup>(1)</sup> EBIT, a non-IFRS financial measure, is defined as income before net financial expenses and income taxes. EBITDA, a non-IFRS financial measure, is defined as income before net financial expenses, income taxes, depreciation and amortization. Under Canadian GAAP, net income was adjusted to add back non-controlling interests.

<sup>(2)</sup> Excluding other components of equity.

Note: The figures for 2009 and prior periods have been prepared in accordance with Canadian GAAP, and have not been restated as they relate to periods prior to the Date of Transition to International Financial Reporting Standards ("IFRS"). The net income for periods prior to the Date of Transition does not include non-controlling interests, as they were presented outside shareholders' equity under Canadian GAAP. Certain totals, subtotals and percentages may not reconcile due to rounding.

# Ten-Year Statistical Summary (continued)

YEAR ENDED DECEMBER 31 (IN MILLIONS CAD, UNLESS OTHERWISE INDICATED)	IFRS						CANADIAN GAAP			
	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006
Supplementary Information:										
Net income (loss) attributable to SNC-Lavalin shareholders from E&C	95.8	(300.5)	(245.8)	149.0	246.2	340.6	322.5	275.3	128.1	142.9
Net income (loss) attributable to SNC-Lavalin shareholders from Capital investments										
From Highway 407	125.8	122.5	114.1	100.6	77.2	50.3	9.8	20.0	10.1	8.1
From AltaLink	–	175.6	91.8	54.4	33.8	22.9	20.7	11.4	11.2	7.8
From other ICI	182.7	1,335.9	75.7	1.8	20.2	61.7	6.4	5.8	2.1	(1.0)
Net income attributable to SNC-Lavalin shareholders	404.3	1,333.3	35.8	305.9	377.4	475.5	359.4	312.5	151.4	157.8
Earnings per share (\$)										
Basic	2.68	8.76	0.24	2.03	2.50	3.15	2.38	2.07	1.00	1.05
Diluted	2.68	8.74	0.24	2.02	2.48	3.12	2.36	2.05	0.99	1.03
Weighted average number of outstanding shares (in thousands)										
Basic	150,918	152,218	151,497	151,058	150,897	151,020	151,042	150,925	151,172	151,034
Diluted	150,988	152,605	151,814	151,304	151,940	152,277	151,992	152,265	152,697	152,685
Annual dividends declared per share (\$)	1.01	0.97	0.93	0.89	0.85	0.72	0.62	0.51	0.39	0.30

AT DECEMBER 31 (IN MILLIONS CAD, UNLESS OTHERWISE INDICATED)	IFRS						CANADIAN GAAP			
	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006
Number of employees	36,754	42,003	29,714	33,909	28,100	23,923	21,948	21,260	18,691	13,297
Revenue backlog	11,991.9	12,325.5	8,287.8	10,133.4	10,088.0	9,715.9	8,258.5	7,249.5	8,527.4	8,472.6
Cash and cash equivalents	1,581.8	1,702.2	1,108.7	1,174.9	1,231.0	1,235.1	1,218.2	988.2	1,088.6	1,106.3
Working capital	108.1	(365.4) <sup>(3)</sup>	(527.0)	(267.9)	32.0	679.9	544.1	276.4	270.2	300.3
Property and equipment										
From E&C	265.1	246.1	180.4	193.1	159.9	115.2	114.0	123.4	112.0	94.3
From Capital	–	–	5,132.0	3,470.0	2,637.7	2,072.8	2,217.0	1,750.7	1,640.7	1,439.3
	265.1	246.1	5,312.4	3,663.1	2,797.6	2,188.0	2,331.0	1,874.1	1,752.7	1,533.6
Recourse long-term debt	349.1	348.9	348.7	348.5	348.4	348.2	452.9	104.7	104.6	104.5
Non-recourse long-term debt										
From E&C	–	–	–	–	–	–	–	–	–	26.2
From Capital	525.8	530.7	3,536.9	2,000.7	1,561.4	1,529.0	2,005.5	2,003.3	1,971.0	1,650.5
	525.8	530.7	3,536.9	2,000.7	1,561.4	1,529.0	2,005.5	2,003.3	1,971.0	1,676.7
Equity attributable to SNC-Lavalin shareholders	3,868.2	3,313.8 <sup>(3)</sup>	2,036.7	2,075.4	1,883.1	1,816.8	1,434.7	1,089.2	922.4	901.9
Book value per share (\$)	25.83	21.73 <sup>(3)</sup>	13.42	13.74	12.47	12.03	9.50	7.21	6.11	5.97
Number of outstanding common shares (in thousands)	149,772	152,465	151,807	151,069	151,034	151,034	151,033	151,033	151,038	151,032
Closing market price per share (\$)	41.12	44.31	47.79	40.32	51.08	59.77	53.99	39.69	48.14	31.47
Market capitalization	6,158.6	6,755.7	7,254.8	6,091.1	7,714.8	9,027.3	8,154.3	5,994.5	7,271.0	4,753.0

<sup>(3)</sup> In 2015, the Company finalized the preliminary allocation of purchase price of Kentz and has retrospectively revised the impact of changes to the preliminary allocation of purchase price.

# Information for Shareholders

## Common Share Information

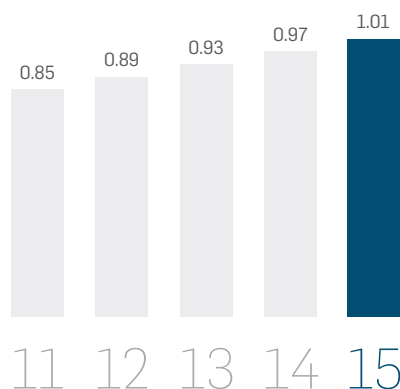
LISTED: **Toronto Stock Exchange**  
 SYMBOL: **SNC**  
 SHARES OUTSTANDING: **149.8 million (December 31, 2015)**  
 MARKET CAPITALIZATION: **\$6,159 million (December 31, 2015)**

## Trading Activity and Market Capitalization

	VOLUME (M)	HIGH (\$)	LOW (\$)	CLOSE (\$)	MARKET CAPITALIZATION AT DECEMBER 31 (M\$)
2015	178.1	47.40	35.89	41.12	6,159
2014	166.3	59.63	38.70	44.31	6,756
2013	168.0	49.85	39.47	47.79	7,255
2012	222.7	55.95	34.36	40.32	6,091
2011	122.8	63.23	38.51	51.08	7,715

## Dividends

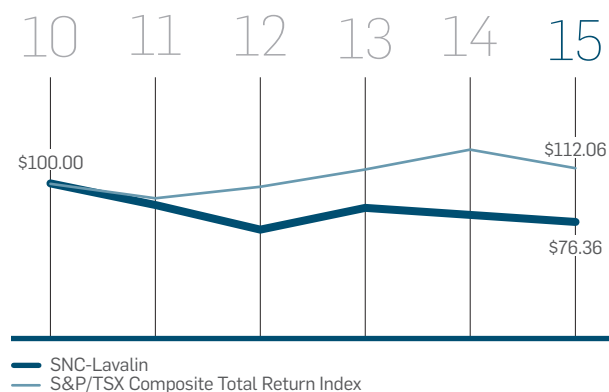
### Dividends Declared for the Last Five Years (IN C\$)



## Performance Graph

The following performance graph illustrates the five-year cumulative total return assuming \$100 was invested on December 31, 2010, in common shares of SNC-Lavalin and in the S&P/TSX Composite Total Return Index.

### Five-Year Cumulative Total Return on \$100 Invested (ASSUMES DIVIDENDS ARE REINVESTED)



## Debt Instrument

\$350 million principal amount of debentures, 6.19%, due July 2019.

## Credit Ratings

RATING AGENCY	RATING AND OUTLOOK
Standard & Poor's Ratings Services	BBB / negative
DBRS	BBB / stable

## Annual Meeting

The Annual Shareholders' Meeting will be held at 11:00 a.m. Eastern Daylight Time on Thursday, May 5, 2016, at Palais des congrès, 1001 Place Jean-Paul-Riopelle.

## Key Dates for 2016

EARNINGS ANNOUNCEMENT	DIVIDEND RECORD	DIVIDEND PAYMENT
Q1 May 5	May 19	June 2
Q2 August 4	August 18	September 1
Q3 November 3	November 17	December 1

Note: Dividends are subject to approval by the Board of Directors. These dates may change without prior notice.

## Normal Course Issuer Bid

The Company has a Normal Course Issuer Bid on the Toronto Stock Exchange.

## Registrar and Transfer Agent

If you would like to modify your address, eliminate multiple mailings, transfer SNC-Lavalin shares, or for other information on your shareholder account such as dividends and registration, please contact:

Computershare Investor Services Inc.  
 100 University Ave., 8th Floor, North Tower  
 Toronto ON, M5J 2Y1  
 Telephone: 1-800-564-6253  
 Website: [www.investorcentre.com](http://www.investorcentre.com)

## Independent Auditor

Deloitte LLP  
 Montreal QC

## Investor Relations

Denis Jasmin, Vice-President, Investor Relations  
[denis.jasmin@snclavalin.com](mailto:denis.jasmin@snclavalin.com)  
 514-393-1000

## Corporate Governance

Our website provides information on our corporate governance practices, including our Code of Ethics and Business Conduct, and the mandates for the Board of Directors and the Board committees as well as various position descriptions. To learn more, go to [www.snclavalin.com](http://www.snclavalin.com) and click on About Us.

## Code of Ethics and Business Conduct

Our Code of Ethics and Business Conduct seeks to promote integrity and transparency in the conduct of our business and in our relations with our colleagues, directors, shareholders and business partners, including customers, associates and suppliers. To learn more on our Code of Ethics and Business Conduct, go to [www.snclavalin.com/en/code-of-ethics](http://www.snclavalin.com/en/code-of-ethics).

## Proxy Circular

The proxy circular contains information about our directors, Board committee reports and further details of our corporate governance practices. This document is available online at [www.snclavalin.com](http://www.snclavalin.com).

## Have Your Say

If you would like to ask a question at our annual meeting of shareholders, you can submit it in person. You can also send your question in by writing to the Vice-President and Corporate Secretary at:

Vice-President and Corporate Secretary  
455 René-Lévesque Blvd. West  
Montreal QC, H2Z 1Z3, Canada

## Head Office

SNC-Lavalin Group Inc.  
455 René-Lévesque Blvd West  
Montreal QC, H2Z 1Z3, Canada

## [www.snclavalin.com](http://www.snclavalin.com)

We invite you to visit our website at [www.snclavalin.com](http://www.snclavalin.com) to learn more about SNC-Lavalin, our governance practices, our continuous disclosure materials and to obtain electronic copies of this and other reports.

## Exemplaires en français

Pour télécharger la version française de ce rapport ou en demander un exemplaire, veuillez consulter la section Investisseurs au [www.snclavalin.com](http://www.snclavalin.com).

## References to “Company” or “SNC-Lavalin”

Reference in this Financial Report to the “Company” or to “SNC-Lavalin” means, as the context may require, SNC-Lavalin Group Inc. and all or some of its subsidiaries or joint arrangements, or SNC-Lavalin Group Inc. or one or more of its subsidiaries or joint arrangements.

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## TREES SAVED

(enough to cover the area  
of 4 tennis courts)

# 2,806 kg

## REDUCTION IN SOLID WASTE

(or 57 waste containers)

# 228,914 L

## OF WATER

(or 654 days of  
water consumption)



# 12 kg NOx

## REDUCTION IN ATMOSPHERIC EMISSIONS

(or emissions of one truck  
for 37 days)

# 9,205 kg CO<sub>2</sub>

## REDUCTION IN ATMOSPHERIC EMISSIONS

(or emissions of 3 cars per year)

# 55 GJ

## NET ENERGY SAVED

(or 254,393 60W light bulbs  
for one hour)

## About the Production of Our Financial Report

SNC-Lavalin recognizes the importance of contributing to the protection of our environment by using paper that comes from well-managed forests or other controlled sources, certified in accordance with the international standards of the Forest Stewardship Council.

This financial report is printed on paper certified by Environmental Choice (EcoLogo) with 100% post-consumption recycled fibres, de-inked without chlorine and made using biogas energy.

Using recycled paper for our financial report rather than virgin fibre paper helps protect the environment in a number of ways.

We invite you to visit our website at [www.sncclavalin.com](http://www.sncclavalin.com) for a list of our offices and to learn more about SNC-Lavalin.

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[www.papercalculator.org](http://www.papercalculator.org)



**SNC • LAVALIN**

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