SNC-LAVALIN

PEOPLE. DRIVE. RESULTS.

2022
FINANCIAL REPORT

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Management's Responsibility for Financial Reporting

The accompanying audited consolidated financial statements ("financial statements") of SNC-Lavalin Group Inc. (the "Company") 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 judgements. 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 (the "CEO") and Chief Financial Officer (the "CFO") are responsible for having established and maintaining disclosure controls and procedures and internal controls 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, 2022, 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, 2022, 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 International Financial Reporting Standards.

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 and Risk Committee (the "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. The independent auditor has full and free access to the Audit Committee and may meet with or without the presence of management.

IAN L. EDWARDS *(signed)*
PRESIDENT AND
CHIEF EXECUTIVE OFFICER

JEFF BELL *(signed)*
EXECUTIVE VICE-PRESIDENT AND
CHIEF FINANCIAL OFFICER

MARCH 2, 2023
MONTREAL, CANADA

Independent Auditor's Report

To the Shareholders of SNC-Lavalin Group Inc.

Opinion

We have audited the consolidated financial statements of SNC-Lavalin Group Inc. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, 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 notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

A key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Revenue – Lump-sum turnkey construction ("LSTK") contracts – Refer to Notes 2I, 3 and 9 to the financial statements

<u>Key Audit Matter Description</u>

The Company recognizes revenue on LSTK contracts over time using an input method, based on costs incurred to date relative to total anticipated costs at completion. The accounting for LSTK contracts that are not complete at the reporting date ("uncompleted contracts") involves judgment, particularly as it relates to determining the transaction price and estimating total anticipated costs at completion. The transaction price corresponds to the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer. This amount could include an amount of variable consideration from estimated volume of work, claims and unpriced change orders, and incentives or penalties, to the extent that it is highly probable that a significant reversal of revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Total anticipated costs at completion include both incurred costs to date as well as anticipated costs to complete which could include contingencies and reserves. These costs are impacted 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. Given the duration of LSTK contracts, these assumptions change over time, as the contract is being completed.

Given the significant judgments necessary to account for the Company's LSTK uncompleted contracts such as the determination of the variable consideration to be included in the transaction price and the costs to complete each contract, auditing such estimates required extensive audit effort due to the complexity of these estimates and a high degree of auditor attention was required when performing audit procedures and evaluating the results of those procedures.

<u>How the Key Audit Matter Was Addressed in the Audit</u>

Our audit procedures related to the variable consideration and cost to complete of LSTK uncompleted contracts included the following, among others:

- For a sample of LSTK uncompleted contracts we:
    - Obtained and inspected the executed contracts, amendments, pending change orders or claims confirming key terms with project management.

  - Conducted inquiries with management and project personnel to gain an understanding of the status of project activities.
  - Performed site visits to certain project locations, directly observing project status, and making inquiries of site personnel regarding the status of project activities.
  - Examined the documentation from management's experts, including legal interpretation of relevant contractual clauses and assessments of the contractual entitlement, and management's assessment of the value of the variable consideration.
  - Based on historical experience with the same customer or other similar contracts, third-party assessments, legal interpretations, and probabilistic methodologies, evaluated that management's assessment that the variable consideration is limited to the amount that it is highly probable that a significant reversal of revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.
  - Evaluated cost to complete by testing key components of the cost to complete estimates, including materials, labour, and subcontractor costs and evaluating support for estimates of project contingencies.
- Performed certain retrospective review procedures to assess management's historical ability to accurately estimate the transaction price (including variable consideration) and cost to complete as well as to identify any significant or unusual changes in project revenue and cost forecasts during the period in LSTK contracts.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis;
- The information, other than the financial statements and our auditor's report thereon, in the Annual Report.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

The Annual Report is expected to be made available to us after the date of the auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is François Sauvageau.

/s/ Deloitte LLP [(1)]

MARCH 2, 2023
MONTREAL, QUEBEC

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(1) CPA auditor, public accountancy permit No. A118581

SNC-LAVALIN GROUP INC.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(IN THOUSANDS OF CANADIAN DOLLARS)	Note	DECEMBER 31 2022	DECEMBER 31 2021
ASSETS			
Current assets			
Cash and cash equivalents	7	**$ 570,279**	$ 608,446
Restricted cash	7	**22,170**	13,398
Trade receivables	8A, 9B	**1,177,388**	1,145,932
Contract assets	8B, 9B	**1,170,961**	1,119,045
Inventories	10	**17,411**	17,037
Other current financial assets	11	**180,616**	138,371
Other current non-financial assets	12	**222,731**	246,158
Assets of disposal group classified as held for sale	39	**—**	343,913
Total current assets		**3,361,556**	3,632,300
Property and equipment	13	**334,554**	333,493
Right-of-use assets	34	**287,795**	355,637
Capital investments accounted for by the equity method	5	**406,925**	380,736
Capital investments at fair value through other comprehensive income	5	**—**	41,327
Goodwill	14	**3,370,706**	3,382,943
Intangible assets related to business combinations	15	**345,545**	445,716
Deferred income tax asset	29A	**794,900**	658,061
Non-current portion of receivables under service concession arrangements		**320,343**	304,189
Other non-current financial assets	16	**32,064**	25,409
Other non-current non-financial assets	17	**205,598**	316,153
Total assets		**$ 9,459,986**	$ 9,875,964
LIABILITIES AND EQUITY			
Current liabilities			
Trade payables and accrued liabilities		**$ 1,704,352**	$ 1,652,514
Contract liabilities	9B	**846,810**	838,209
Other current financial liabilities	18	**213,856**	205,770
Other current non-financial liabilities	19	**294,639**	328,119
Current portion of provisions	22	**240,108**	425,613
Current portion of lease liabilities	34	**87,625**	91,317
Short-term debt and current portion of long-term debt:			
Recourse	20	**376,302**	96,853
Non-recourse	20	**170,984**	14,021
Liabilities of disposal group classified as held for sale	39	**—**	298,888
Total current liabilities		**3,934,676**	3,951,304
Long-term debt:			
Recourse	20	**1,094,258**	997,249
Limited recourse	20	**400,000**	400,000
Non-recourse	20	**14,853**	156,048
Other non-current financial liabilities	21	**100,084**	137,519
Non-current portion of provisions	22	**347,355**	470,410
Non-current portion of lease liabilities	34	**348,660**	405,741
Other non-current non-financial liabilities		**28,529**	37
Deferred income tax liability	29A	**312,486**	364,197
Total liabilities		**6,580,901**	6,882,505
Equity			
Share capital	23	**1,805,080**	1,805,080
Retained earnings		**1,404,589**	1,501,556
Other components of equity	24	**(340,155)**	(333,269)
Equity attributable to SNC-Lavalin shareholders		**2,869,514**	2,973,367
Non-controlling interests		**9,571**	20,092
Total equity		**2,879,085**	2,993,459
Total liabilities and equity		**$ 9,459,986**	$ 9,875,964

See accompanying notes to consolidated financial statements

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

IAN L. EDWARDS *(signed)*
DIRECTOR

BENITA M. WARMBOLD *(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)

2022

	EQUITY ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS						
	SHARE CAPITAL						
	COMMON SHARES (IN THOUSANDS)	AMOUNT	RETAINED EARNINGS	OTHER COMPONENTS OF EQUITY (NOTE 24)	TOTAL	NON-CONTROLLING INTERESTS	TOTAL EQUITY
Balance at beginning of year	**175,554**	**$ 1,805,080**	**$ 1,501,556**	**$ (333,269)**	**$ 2,973,367**	**$ 20,092**	**$ 2,993,459**
Net income (loss)	**—**	**—**	**9,750**	**—**	**9,750**	**(9,621)**	**129**
Other comprehensive income (loss)	**—**	**—**	**(94,091)**	**(6,886)**	**(100,977)**	**372**	**(100,605)**
Total comprehensive loss	**—**	**—**	**(84,341)**	**(6,886)**	**(91,227)**	**(9,249)**	**(100,476)**
Dividends declared (Note 23E)	**—**	**—**	**(14,044)**	**—**	**(14,044)**	**—**	**(14,044)**
Dividends declared by subsidiaries to non-controlling interests	**—**	**—**	**—**	**—**	**—**	**(1,272)**	**(1,272)**
Stock option compensation (Note 23B)	**—**	**—**	**1,418**	**—**	**1,418**	**—**	**1,418**
Balance at end of year	**175,554**	**$ 1,805,080**	**$ 1,404,589**	**$ (340,155)**	**$ 2,869,514**	**$ 9,571**	**$ 2,879,085**

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

2021

	EQUITY ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS						
	SHARE CAPITAL						
	COMMON SHARES (IN THOUSANDS)	AMOUNT	RETAINED EARNINGS	OTHER COMPONENTS OF EQUITY (NOTE 24)	TOTAL	NON-CONTROLLING INTERESTS	TOTAL EQUITY
Balance at beginning of year	175,554	$ 1,805,080	$ 478,351	$ 274,074	$ 2,557,505	$ 11,188	$ 2,568,693
Net income	—	—	666,563	—	666,563	5,493	672,056
Other comprehensive income (loss)	—	—	376,676	(607,343)	(230,667)	91	(230,576)
Total comprehensive income (loss)	—	—	1,043,239	(607,343)	435,896	5,584	441,480
Dividends declared (Note 23E)	—	—	(14,044)	—	(14,044)	—	(14,044)
Dividends declared by subsidiaries to non-controlling interests	—	—	—	—	—	(2,670)	(2,670)
Other transaction with non-controlling interests	—	—	(5,990)	—	(5,990)	5,990	—
Balance at end of year	175,554	$ 1,805,080	$ 1,501,556	$ (333,269)	$ 2,973,367	$ 20,092	$ 2,993,459

See accompanying notes to consolidated financial statements

SNC-LAVALIN GROUP INC.

CONSOLIDATED INCOME STATEMENTS

YEARS ENDED DECEMBER 31 (IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT EARNINGS PER SHARE FROM CONTINUING OPERATIONS AND NUMBER OF SHARES)	Note		2022		2021 [1]
Continuing operations					
Revenues from:					
PS&PM	9	**$**	**7,439,871**	$	7,237,134
Capital investments accounted for by the consolidation method or at fair value through other comprehensive income	9		**33,631**		49,116
Capital investments accounted for by the equity method	9		**75,529**		85,002
			7,549,031		7,371,252
Direct costs of activities			**7,135,919**		6,881,947
Corporate selling, general and administrative expenses	25		**127,269**		141,348
Restructuring and transformation costs	26		**82,875**		70,117
Amortization of intangible assets related to business combinations	15		**84,267**		89,477
Gain on disposals of Capital investments	5A		**(3,747)**		(5,000)
Loss on disposal of a PS&PM business	6B		**—**		613
Reversal of impairment loss on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell	6B		**—**		(1,348)
DPCP Remediation Agreement expense	33		**27,437**		—
EBIT [2]			**95,011**		194,098
Financial expenses	27		**128,397**		113,856
Financial income and net foreign exchange losses (gains)	27		**(12,648)**		(3,406)
Earnings (loss) before income taxes from continuing operations			**(20,738)**		83,648
Income tax recovery	29B		**(27,757)**		(22,031)
Net income from continuing operations			**7,019**		105,679
Net income (loss) from discontinued operations	6A		**(6,890)**		566,377
Net income		**$**	**129**	$	672,056
Net income (loss) from continuing operations attributable to:					
SNC-Lavalin shareholders		**$**	**16,640**	$	100,186
Non-controlling interests			**(9,621)**		5,493
Net income from continuing operations		**$**	**7,019**	$	105,679
Net income (loss) attributable to:					
SNC-Lavalin shareholders		**$**	**9,750**	$	666,563
Non-controlling interests			**(9,621)**		5,493
Net income		**$**	**129**	$	672,056
Earnings per share from continuing operations (in $)					
Basic		**$**	**0.09**	$	0.57
Diluted		**$**	**0.09**	$	0.57
Weighted average number of outstanding shares (in thousands)	23D				
Basic			**175,554**		175,554
Diluted			**175,554**		175,554

(1) Comparative figures have been restated (see Note 2D).

(2) 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)	2022		
	ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS	NON-CONTROLLING INTERESTS	TOTAL
Net income (loss) from continuing operations	$ **16,640**	$ **(9,621)**	$ **7,019**
Other comprehensive income (loss):			
Exchange differences on translating foreign operations (Note 24)	**(8,721)**	**322**	**(8,399)**
Cash flow hedges (Note 24)	**(1,472)**	**50**	**(1,422)**
Income taxes (Note 24)	**3,307**	**—**	**3,307**
Total of items that will be reclassified subsequently to net income	**(6,886)**	**372**	**(6,514)**
Equity instruments designated at fair value through other comprehensive income (Note 24)	**2,060**	**—**	**2,060**
Income taxes (Note 24)	**(255)**	**—**	**(255)**
Remeasurement of defined benefit plans (Note 24)	**(124,157)**	**—**	**(124,157)**
Income taxes (Note 24)	**28,261**	**—**	**28,261**
Total of items that will not be reclassified subsequently to net income	**(94,091)**	**—**	**(94,091)**
Total other comprehensive income (loss) from continuing operations	**(100,977)**	**372**	**(100,605)**
Net loss from discontinued operations	**(6,890)**	**—**	**(6,890)**
Total other comprehensive loss from discontinued operations	**(6,890)**	**—**	**(6,890)**
Total comprehensive loss	$ **(91,227)**	$ **(9,249)**	$ **(100,476)**

YEAR ENDED DECEMBER 31 (IN THOUSANDS OF CANADIAN DOLLARS)	2021		
	ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS	NON-CONTROLLING INTERESTS	TOTAL
Net income from continuing operations	$ 100,186	$ 5,493	$ 105,679
Other comprehensive income (loss):			
Exchange differences on translating foreign operations	(595,569)	(11)	(595,580)
Cash flow hedges (Note 24)	14,339	102	14,441
Share of other comprehensive income of investments accounted for by the equity method (Note 24)	1,419	—	1,419
Income taxes (Note 24)	(1,412)	—	(1,412)
Total of items that will be reclassified subsequently to net income	(581,223)	91	(581,132)
Equity instruments designated at fair value through other comprehensive income (Note 24)	5,749	—	5,749
Remeasurement of defined benefit plans (Note 24)	464,878	—	464,878
Income taxes (Note 24)	(94,662)	—	(94,662)
Total of items that will not be reclassified subsequently to net income	375,965	—	375,965
Total other comprehensive income (loss) from continuing operations	(205,258)	91	(205,167)
Net income from discontinued operations	566,377	—	566,377
Other comprehensive loss from discontinued operations	(25,409)	—	(25,409)
Total other comprehensive income from discontinued operations	540,968	—	540,968
Total comprehensive income	$ 435,896	$ 5,584	$ 441,480

See accompanying notes to consolidated financial statements

SNC-LAVALIN GROUP INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS [1]

YEARS ENDED DECEMBER 31 (IN THOUSANDS OF CANADIAN DOLLARS)	Note	2022	2021
Operating activities			
Net income		**$ 129**	$ 672,056
Income taxes paid		**(77,451)**	(71,390)
Interest paid		**(120,579)**	(97,011)
Depreciation and amortization [2]	28A	**251,459**	271,314
Other reconciling items [2]	28B	**(38,348)**	(543,552)
		15,210	231,417
Net change in non-cash working capital items	28C	**(260,570)**	(97,219)
Net cash generated from (used for) operating activities		**(245,360)**	134,198
Investing activities			
Acquisition of property and equipment		**(109,827)**	(106,291)
Payments for Capital investments	5C	**(39,633)**	(29,731)
Refunds for Capital investments		**11,846**	2,529
Change in restricted cash position		**—**	(6,551)
Increase in receivables under service concession arrangements		**(205,608)**	(386,157)
Recovery of receivables under service concession arrangements		**182,729**	255,622
Cash outflow on disposals of PS&PM businesses	6C	**(713)**	(21,076)
Net cash inflow on disposal of a Capital investment accounted for by the consolidation method	5A	**40,482**	—
Cash inflow on disposal of a Capital investment accounted for by the equity method	5A	**—**	5,000
Cash inflow on disposal of a Capital investment at fair value through other comprehensive income	5A	**29,491**	—
Other		**8,763**	22,948
Net cash used for investing activities		**(82,470)**	(263,707)
Financing activities			
Increase in debt	28D	**794,436**	121,039
Repayment of debt and payment for debt issue costs	28D	**(408,811)**	(201,466)
Payment of lease liabilities	28D	**(85,462)**	(99,775)
Dividends paid to SNC-Lavalin shareholders	23E, 28D	**(14,044)**	(14,044)
Other	28D	**(3,001)**	1,711
Net cash generated from (used for) financing activities		**283,118**	(192,535)
Increase (decrease) from exchange differences on translating cash and cash equivalents		**4,381**	(248)
Net decrease in cash and cash equivalents		**(40,331)**	(322,292)
Cash and cash equivalents at beginning of year		**610,610**	932,902
Cash and cash equivalents at end of year		**$ 570,279**	$ 610,610
Presented on the statement of financial position as follows:			
Cash and cash equivalents		**$ 570,279**	$ 608,446
Assets of disposal group classified as held for sale	39	**—**	2,164
		$ 570,279	$ 610,610

(1) SNC-Lavalin has elected to present a consolidated statement of cash flows that includes an analysis of all cash flows in total – i.e. including both continuing and discontinued operations; amounts related to discontinued operations by operating, investing and financing activities are disclosed in Note 6A.

(2) Effective January 1, 2022, the Company decided to present “Depreciation and amortization” separately from “Other reconciling items”, both presented in operating activities in the consolidated statements of cash flows. The Company has restated the comparative figures accordingly.

See accompanying notes to consolidated financial statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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, Québec, H2Z 1Z3, Canada. SNC-Lavalin Group Inc. is a public company whose common shares are 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 associates, or SNC-Lavalin Group Inc. or one or more of its subsidiaries or joint arrangements or associates.

Founded in 1911, SNC-Lavalin is a fully integrated professional services and project management company with offices around the world. SNC-Lavalin connects people, technology and data to help shape and deliver world-leading concepts and projects, while offering comprehensive innovative solutions across the asset lifecycle.

The Company reports its revenues as follows:

- **Professional Services & Project Management** ("**PS&PM**") includes contracts generating revenues related mainly to consulting and advisory, intelligent networks and cybersecurity, design and engineering, procurement, project and construction management, operations and maintenance, decommissioning and sustaining capital. It also includes revenues from lump-sum turnkey construction ("LSTK") contracts, on which the Company ceased bidding in July 2019, except for certain repetitive engineering, procurement and construction ("EPC") offerings that are lower-risk, standardized solutions.
- **Capital investments** include SNC-Lavalin's investments in infrastructure concessions for public services such as bridges, highways, mass transit systems, power facilities, energy infrastructure, water treatment plants and social infrastructure (e.g. hospitals).

In these consolidated financial statements ("financial statements"), activities related to Professional Services & Project Management are collectively referred to as "from PS&PM" to distinguish them from activities related to the Company's 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 for the year ended December 31, 2022, and are presented in **Canadian dollars**. All values in the tables included in these notes are rounded to the nearest thousand dollars, except where otherwise indicated.

The 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 judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement 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; ii) defined benefit assets (liabilities), which are measured as the net total of the fair value of plan assets minus the present value of the defined benefit obligation; iii) investments measured at fair value held by SNC-Lavalin Infrastructure Partners LP, which is an investment entity accounted for by the equity method and for which SNC-Lavalin elected to retain the fair value measurement applied by that investment entity; and iv) certain assets held for sale, which are measured at fair value less cost to sell. 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 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 realizable 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 of the Company on March 2, 2023.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

B) NEW AMENDMENTS ADOPTED IN THE YEAR ENDED DECEMBER 31, 2022

The following amendments to existing standards were adopted by the Company on January 1, 2022:

- Amendments to IFRS 3, *Business Combinations*, are designed to: i) update its reference to the 2018 *Conceptual Framework* instead of the 1989 *Framework*; ii) add a requirement that, for obligations within the scope of IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, ("IAS 37"), an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of IFRIC Interpretation 21, *Levies*, ("IFRIC 21"), the acquirer applies IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date; and iii) add an explicit statement that an acquirer does not recognize contingent assets acquired in a business combination.
- Amendments to IAS 16, *Property, Plant and Equipment*, prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced before that asset is available for use, i.e. proceeds while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the cost of producing those items, in profit or loss.
- Amendments to IAS 37 specify that the "cost of fulfilling" a contract comprises the "costs that relate directly to the contract" in assessing whether a contract is onerous. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (examples would be direct labour or materials) and an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).
- Amendments to IFRS 1, *First-time Adoption of International Financial Reporting Standards*, extend the relief, which allows subsidiaries that become a first-time adopter later than its parent to measure its assets and liabilities at the carrying amounts that would be included in the parent's consolidated financial statements, to the cumulative translation differences for all foreign operations.
- Amendments to IFRS 9, *Financial Instruments*, clarify which fees an entity includes when it applies the "10 per cent" test in assessing whether to derecognize a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.
- Amendments to IFRS 16, *Leases* ("IFRS 16"), remove the illustration of the reimbursement of leasehold improvements included in the Illustrative Example 13 of IFRS 16 since it does not explain clearly enough the conclusion as to whether the reimbursement would meet the definition of a lease incentive in IFRS 16.

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

C) CHANGE IN PRESENTATION – SEGMENT DISCLOSURES AND GOODWILL ALLOCATION TO CASH-GENERATING UNITS

Effective January 1, 2022, the Company implemented an operational realignment of the business to support the next phase of its transformation journey to growth. The new global market-facing structure is designed to best serve the evolving needs of the Company's clients, as well as support win-work efforts across its three core geographical markets (Canada, the United Kingdom and the United States), as a result of which the Company's internal reporting structure and review of operating results were modified, leading to the following reportable segments: i) Engineering Services, bringing together EDPM, Mining and Metallurgy (previously with Resources), as well as Infrastructure Services (but excluding Operations & Maintenance ("O&M") and Linxon); ii) Nuclear; iii) O&M; iv) Linxon; v) LSTK Projects; and vi) Capital. See Note 4 for a description of each of the segments.

Following this operational realignment, effective January 1, 2022, the Company's goodwill is allocated to the following cash-generating units: i) Engineering Services – United Kingdom, Europe, Middle East, India and Canada; ii) Engineering Services – United States, Asia Pacific and Mining & Metallurgy; iii) Nuclear; iv) O&M; and v) Linxon (see Note 14).

These changes were made in accordance with IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, resulting in the restatement of prior year figures.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

D) CHANGE IN PRESENTATION – INCOME STATEMENT

Effective January 1, 2022, the Company modified the presentation of its income statement by combining the line items "Corporate selling, general and administrative expenses" and "Loss (gain) arising on financial instruments at fair value through profit or loss" into the line item "Corporate selling, general and administrative expenses" (see Note 25).

This change was made in accordance with IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, resulting in the restatement of prior year figures.

E) PROGRESS IN THE TRANSITION TO ALTERNATIVE BENCHMARK INTEREST RATES

On May 16, 2022, Refinitiv Benchmark Services (UK) Limited, the administrator of the Canadian Dollar Offered Rate ("CDOR"), following the authorization granted by the Ontario Securities Commission and the *Autorité des marchés financiers*, announced that the calculation and publication of all tenors of CDOR will permanently cease immediately following a final publication on June 28, 2024. As at December 31, 2022, the Company determined that, based on analysis made until that date, its material contracts making reference to CDOR and having outstanding balances as at December 31, 2022 were not expected to be significantly impacted by the change, either because of their expected maturity date, because they already incorporate fallback provisions to establish an alternate reference rate to CDOR or because they are expected to be novated to a new interest benchmark rate prior to the final publication date of CDOR. The Company will continue monitoring the situation on its existing and upcoming contracts until the last publication of the CDOR rate expected in June 2024.

F) AMENDMENTS ISSUED TO BE ADOPTED AT A LATER DATE

The following amendments to existing standards have been issued and are applicable to the Company for its annual periods beginning on January 1, 2023 and thereafter, with an earlier application permitted:

- Amendments to IAS 1 change the requirements in IAS 1 with regard to disclosure of accounting policies. Applying the amendments, an entity discloses its material accounting policies instead of its significant accounting policies. Further amendments to IAS 1 are made to explain how an entity can identify a material accounting policy.
- Amendments to IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".
- Amendments to IAS 12, *Income Taxes*, specify how entities should account for deferred income taxes on transactions such as leases and decommissioning obligations. In specified circumstances, entities are exempt from recognizing deferred income taxes when they recognize assets or liabilities for the first time. The amendments clarify that the exemption does not apply to transactions such as leases and decommissioning obligations and that entities are required to recognize deferred income taxes on such transactions.

The following amendments to existing standards have been issued and are applicable to the Company for its annual periods beginning on January 1, 2024 and thereafter, with an earlier application permitted:

- Amendments to IFRS 16 require a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognize any amount of the gain or loss that relates to the right of use it retains. The new requirements do not prevent a seller-lessee from recognizing in profit or loss any gain or loss relating to the partial or full termination of a lease.
- Amendments to IAS 1, *Presentation of Financial Statements* ("IAS 1"), clarify how to classify debt and other liabilities as current or non-current. The amendments help to determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments also include clarifying the classification requirements for debt an entity might settle by converting it into equity.
- Amendments to IAS 1 specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require an entity to disclose information about these covenants in the notes to financial statements.

The Company is currently evaluating the impacts of adopting these amendments on its financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

G) 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	Consolidation method
Joint venture	Joint control	Equity method
Joint operation	Joint control	SNC-Lavalin's share of assets, liabilities, revenues and expenses
Associate	Significant influence	Equity method
Investment	Non-significant influence	Measured at fair value; dividend income is recognized in the income statement.

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 other 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 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 measured, with limited exceptions, at fair value.

Acquisition-related 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 is obtained.

H) FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

The individual financial statements of each entity within the Company are prepared in its functional currency, being the currency of the primary economic environment in which the entity operates. 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 appropriate 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 procedures described above, Canadian and foreign operations produce financial statements presented in their functional currency.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 are translated at the appropriate 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.

I) REVENUE RECOGNITION

Revenue from contracts with customers is recognized, for each performance obligation, either over a period of time or at a point in time, depending on which method reflects the transfer of control of the goods or services underlying the particular performance obligation to the customer.

In most cases, for performance obligations satisfied over time, the Company recognizes revenue over time using an input method, based on costs incurred to date relative to total estimated costs at completion, to measure progress toward satisfying such performance obligations. Under this method, costs that do not contribute to the performance of the Company in transferring control of goods or services to the customer are excluded from the measurement of progress toward satisfying the performance obligation. For certain contracts, notably certain cost-plus contracts or unit-rate contracts, the Company recognizes revenue based on its right to consideration when such amount corresponds directly with the value to the customer of the entity's performance completed to date. In certain other situations, the Company might recognize revenue at a point in time, when the criteria to recognize revenue over time are not met. In any event, when 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.

The amount of revenue recognized by the Company is based on the transaction price allocated to each performance obligation. Such transaction price corresponds to the amount of consideration which the Company expects to be entitled to receive in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The transaction price includes, among other things and when applicable, an estimate of variable consideration only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Variable consideration is usually derived from incentives, performance bonuses, and penalties, and could include claims and unpriced change orders. When a contract includes a significant financing component, the value of such component is excluded from the transaction price and is recognized separately as finance income or expense, as applicable.

SNC-Lavalin may enter into contractual arrangements with a client to deliver services on one project with respect to more than one performance obligation, such as EPC or Engineering, Procurement, and Construction and Management ("EPCM"), O&M and/or Capital investments. When entering into such arrangements, the Company allocates the transaction price by reference to the stand-alone selling price of each performance obligation. Accordingly, when such arrangements exist on the same project, the value of each performance obligation is based on its stand-alone selling price and recognized according to the respective revenue recognition methods described above.

The Company accounts for a contract modification, which consists of a change in the scope or price (or both) of a contract, as a separate contract when the remaining goods or services to be delivered after the modification are distinct from those delivered prior to the modification and the price of the contract increases by an amount of consideration that reflects the stand-alone selling price of the additional promised goods or services. When the contract modification is not accounted for as a separate contract, the Company recognizes an adjustment to revenue on a cumulative catch-up basis at the date of contract modification.

The Company recognizes assurance-type warranty costs as a provision in accordance with IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, based on the advancement of the projects, and the provision recognized is then either used when costs are incurred or reversed if it is no longer needed.

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.

The Company may apply its revenue recognition policy to a portfolio of contracts or performance obligations with similar characteristics if the effect on its financial statements of applying such policy to the portfolio is not reasonably expected to differ materially from applying its policy to the individual contracts or performance obligations within that portfolio.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Company presents its contract balances, on a contract-by-contract basis, in a net contract asset or liability position, separately from its trade receivables. Contract assets and trade receivables are both rights to receive consideration in exchange for goods or services that the Company has transferred to a customer, however the classification depends on whether such right is only conditional on the passage of time (trade receivables) or if it is also conditional on something else (contract assets), such as the satisfaction of further performance obligations under the contract. A contract liability is the cumulative amount received and contractually receivable by the Company that exceeds the right to consideration resulting from the Company's performance under a given contract.

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

ACCOUNTING METHODS FOR THE COMPANY'S CAPITAL INVESTMENTS	REVENUES INCLUDED IN THE COMPANY'S CONSOLIDATED INCOME STATEMENT
Consolidation	**Revenues** that are recognized and reported by the Capital investments
Equity method	SNC-Lavalin's **share of net results** of the Capital investments or **dividends** from its Capital investments for which the carrying amount is nil but would otherwise be negative based on historical financial results and dividends if SNC-Lavalin had an obligation to fund the investment. Dividends are recognized when the Company's right to receive payment has been established
At fair value through other comprehensive income	**Dividends and distributions** from the Capital investments

J) FINANCIAL INSTRUMENTS

FINANCIAL ASSETS AND LIABILITIES

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 – SUBSEQUENTLY MEASURED AT	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
Fair value through other comprehensive income ("FVTOCI")	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.	Investment income, which includes interest, dividends and distributions, is recognized in net income. For equity instruments, gains (losses) from revaluation are recognized in other comprehensive income with no reclassification to net income on disposal of such assets.
Amortized cost	Financial assets and financial liabilities	Fair value including transaction costs	Amortized cost using the effective interest method	All recognized in net income

Impairment of assets subsequently measured at amortized cost

For "Trade receivables", "Contract assets" and "Finance lease receivables", the amount of the loss allowance recognized is the amount equal to lifetime expected credit losses that result from all possible events of default over the expected life of a financial instrument.

For "Non-current portion of receivables under service concession arrangements", if the credit risk has not increased significantly since initial recognition, the amount of the loss allowance recognized is the amount equal to 12-month expected credit losses that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Write-off

The gross carrying amount of a financial asset is reduced when there are no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

HEDGING (APPLYING IAS 39)

In the normal course of its business, SNC-Lavalin enters into derivative financial instruments, mainly 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.

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 are recognized in net income immediately, together with any changes in the fair value of the hedged item 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 in 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 "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 "Exchange differences on translating foreign operations" are reclassified to net income on the disposal of the foreign operation.

K) 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).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 such activities under a service concession arrangement are recognized based on the Company's accounting policy on recognizing revenue (see Note 2I).	The Company classifies these revenues as "from PS&PM" 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)		The Company classifies these revenues as "from PS&PM" 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)		The Company classifies these revenues as "from PS&PM" 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.

<u>Financial asset model</u>

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 stand-alone selling price of the activity delivered.

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.

<u>Intangible asset model</u>

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.

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.

L) 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 at FVTPL and accounted for at fair value.

M) 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". Restricted cash is designated as at FVTPL and accounted for at fair value.

N) INVENTORIES

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

O) 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.

Property and equipment are primarily:

CATEGORY	DEPRECIATION METHOD	DEPRECIATION PERIOD
Buildings	Straight-line, by component	10 to 50 years
Computer equipment	Straight-line	2 to 5 years
Office furniture	Diminishing balance or straight-line	20% or from 2 to 10 years
Machinery	Straight-line	1 to 15 years
Leasehold improvements	Straight-line	Over the shorter of: i) the term of the lease; and ii) the useful life of the asset

P) 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 lives related to business combinations are primarily:

CATEGORY	AMORTIZATION METHOD	AMORTIZATION PERIOD
Revenue backlog	Straight-line	0.5 to 3.5 years
Customer relationships	Straight-line	7 and 10 years
Trademarks	Straight-line	4 to 8 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.

Q) IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS OTHER THAN GOODWILL

At the end of each reporting period, the Company reviews the carrying amounts of its property and equipment, right-of-use assets, Capital and PS&PM investments accounted for by the equity method, 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

R) 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 its annual impairment test.

S) 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 five years.

T) 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 the reversal of these temporary differences can be controlled by the Company and it is probable that the 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 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.

U) DEFINED BENEFIT PENSION PLANS, OTHER LONG-TERM BENEFITS AND OTHER POST-EMPLOYMENT BENEFITS

The liability (included in "Provisions") or asset (included in "Other non-current non-financial assets") recognized in the consolidated statement of financial position in respect of defined benefit pension plans results, on an individual plan basis, from the shortfall or excess of the fair value of plan assets over the net present value of the defined benefit obligation at the end of the reporting period. Defined benefit pension plans, other long-term benefits and other post-employment benefits obligations are 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, assumptions are based on management's best estimates, except for the discount rate where the Company uses market yields 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 income), 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 defined benefit liability or asset.

V) EARNINGS PER SHARE

Basic and diluted earnings per share are determined by dividing 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.

W) 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 Company's 2019 Performance Share Unit plan ("2019 PSU plan"), 2019 Restricted Share Unit plan ("2019 RSU plan"), 2009 Deferred Share Unit plan ("2009 DSU plan"), and Deferred Share Unit plan ("DSU plan") are collectively referred as "share unit plans". For share units granted to employees and members of the Company's Board of Directors 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. The fair value of the grants of share units is expensed in the income statement on a straight-line basis over the vesting period, based on the Company's estimate of share units that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of share units expected to vest and the impact of such revision, if any, is recognized in net income.

X) 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 Company.

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 when 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.

Y) NON-CURRENT ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

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 a 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 control over the joint venture.

After the disposal takes place, the Company accounts for any retained interest in the associate or joint venture in accordance with IFRS 9, *Financial Instruments*, 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.

Discontinued operations

A disposal group qualifies as a discontinued operation if it is a component of an entity for which operations and cash flows can be clearly distinguished from the rest of the Company, that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal and when the operation meets the criteria to be classified as held for sale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount in "Net income (loss) from discontinued operations" in the consolidated income statement.

When an operation is classified as a discontinued operation, the comparative consolidated income statement and consolidated statement of other comprehensive income are re-presented as if the operation had been discontinued from the beginning of the comparative year.

Z) LEASING

Accounting for leases as a lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, and represents a period of up to 30 years for office real estate leases and a period ranging from 1 to 8 years for other leased assets. In addition, the right-of-use asset is reduced by impairment losses resulting from impairment tests conducted in accordance with IAS 36, *Impairment of Assets*, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Lease payments used for the calculations comprise mainly fixed payments, including in-substance fixed payments, variable lease payments that depend on an index or a rate, the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently measured at amortized cost using the effective interest method and is remeasured to reflect changes in the lease payments, such as upon a lease modification that is not accounted for as a separate lease.

A lease modification is considered a separate lease if the modification increases the scope of the lease by adding the right to use one or more underlying assets and the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract. Any other modification is not accounted for as a separate lease.

For a lease modification that is not accounted for as a separate lease, the Company accounts for the modification, at its effective date, as follows:

a. for a lease modification resulting in a decrease in the scope of the lease, such as a reduction in the term of a lease or in the space being leased, the lease liability is remeasured to reflect the revised lease payments and the carrying amount of the right-of-use asset is reduced to reflect the partial or full termination of the lease. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, a lessee shall recognize any remaining amount of the remeasurement in profit or loss. Furthermore, the difference between the reduction in the lease liability and the reduction in the corresponding right-of-use asset’s carrying value is recognized in profit or loss.

b. for all other lease modifications, the lease liability is remeasured to reflect the revised lease payments, with a corresponding adjustment to the right-of-use asset.

The remeasurement of a lease liability upon a lease modification, or upon any change to the lease payments resulting from a change in the lease term or in the assessment of an option to purchase the underlying asset, is based on a revised discount rate reflecting the remainder of the lease term. The remeasurement of a lease liability to reflect revised lease payments due to a change in the amounts expected to be payable to the lessor under a residual value guarantee or to a change in an index or a rate used to determine those payments, other than a change in floating interest rates, is based on an unchanged discount rate.

Accounting for leases as a lessor

When acting as a lessor, the Company determines at lease commencement whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers to the lessee substantially all of the risks and rewards of ownership incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset. When the Company subleases one of its leases and concludes that it is a finance lease, it derecognizes the right-of-use asset relating to the head lease being sublet, recognizes a receivable equal to the net investment in the sublease and retains the previously recognized lease liability in its capacity as lessee. The Company then recognizes interest expense on its lease liability and interest income on the receivable in its capacity as finance lessor.

Accounting for sale and lease back transactions

In a sale and lease back transaction, the transfer of an asset is recognized as a sale when the customer has obtained control of such asset based on the Company's revenue recognition policy, otherwise the Company continues to recognize the transferred asset on its statement of financial position and recognizes a financial liability equal to the proceeds transferred. When the transfer of an asset satisfies the Company's revenue recognition policy to be accounted for as a sale, a partial recognition of the gain on disposal is recognized immediately after the sale, based on the proportion of the asset not retained by the Company through the lease. The proportion of the asset retained by the Company through the lease is recognized as a right-of-use asset and the lease liability is measured as the present value of future lease payments.

AA) GOVERNMENT GRANTS

SNC-Lavalin recognizes grants from the government where there is a reasonable assurance that the grant will be received and SNC-Lavalin will comply with all attached conditions.

Government grants are recognized in the income statement on a systematic basis over the periods in which SNC-Lavalin recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets (including property and equipment) are recognized by deducting the grants from the carrying amount of the related assets in the statement of financial position and transferred to the income statement on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognized in the income statement in the period in which they become receivable.

3. CRITICAL ACCOUNTING JUDGEMENTS 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 judgements, 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 judgements 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 recognition

The identification of revenue-generating contracts with customers, the identification of performance obligations, the determination of the transaction price and its allocation between identified performance obligations, the use of the appropriate revenue recognition method (over time or at a point in time) for each performance obligation and the measure of progress for each performance obligation satisfied over time are the main aspects of the revenue recognition process, all of which require the exercise of judgement and the use of assumptions.

The transaction price corresponds to the amount of consideration which the Company expects to be entitled to receive in exchange for transferring promised goods or services to a customer. Such amount may require the Company to estimate an amount of variable consideration, notably from estimated volume of work, claims and unpriced change orders, incentives or penalties, among others. Furthermore, the Company needs to constrain the transaction price by including only the amount for which it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. The amount of variable consideration to be included in the transaction price of a given contract is determined by using various estimates and assumptions, which could be based on historical experience with the same customer or other similar contracts, third-party assessments, legal interpretation of relevant contractual clauses, and probabilistic methodologies, among others. Due to the uncertain nature of the estimations, the amount of variable consideration may vary significantly over time. Such estimated amount of variable consideration then needs to be updated at the end of each reporting period.

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

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.

More specifically, since 2020, the Company has reviewed numerous variables having an impact on revenue recognition that are, or could be, affected by the COVID-19 pandemic, such as limitations or suspensions of certain business operations throughout the world, significant travel, particularly air travel, restrictions and associated quarantine and self-isolation requirements, the inability to execute work on certain sites for, in certain cases, indeterminate periods of time and the potential increased costs and delays resulting therefrom, unavailability of labour and supply chain disruptions. Where available, force majeure relief (or similar) clauses contained in the contracts that underpin certain of the Company's major revenue generating projects were invoked and relied upon by the Company in response to the impacts of the COVID-19 pandemic and, consequently, the Company continues to monitor these contracts in light of the evolving situation and address all the claims that have arisen in connection with this process. The amount of anticipated incremental revenues (and decline thereof) and costs have been included in the forecast of performance obligations satisfied over time using the input method where such figures could be estimated with reasonable assurance based on facts and circumstances that existed at the time of such estimate. Where such figures could not be estimated with reasonable assurance, they were excluded from the forecast of performance obligations satisfied over time using the input method.

Service concession arrangements

The accounting for certain Capital investment activities requires the application of judgement in determining if they fall within the scope of IFRIC 12. Additional judgements 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 the exercise of judgement. As such, the classification of the entity as a subsidiary, a joint arrangement, an associate or an investment might require the application of judgement 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 recoverable amount of the CGU or group of CGU. Such recoverable amount corresponds, for the purpose of impairment assessment, to the higher of the value in use or the fair value less costs of disposal 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 growth rate of future cash flows and the discount rate.

When using the value in use approach, cash flows for each CGU or group of CGU are derived from the budget for the upcoming year, which is approved on an annual basis by members of the Company's Board of Directors, and a long-term forecast prepared by management, which covers an additional period of up to 4 years. Cash flows beyond the long-term forecast are extrapolated using a growth rate estimated by management. 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.

When the fair value less costs of disposal approach is used, the fair value is derived from a market multiple approach. Under this approach, transaction multiples are applied to such CGU's future results, mainly EBIT and earnings before interest, income taxes, depreciation and amortization. The key assumptions required for the fair value less costs of disposal are the future results of the CGU or group of CGU, the multiples being used and the costs of disposal.

Future results for each CGU or group of CGU are derived from the budget for the upcoming year. Transaction multiples are derived from observable market value of comparable publicly traded companies or fair value observed from recent acquisitions or disposals of businesses that are comparable to the CGU or group of CGU. Costs of disposal, which usually corresponds to a percentage of the fair value of the CGU or group of CGU, are estimated based on historical transactions of the Company or on input from recent transactions.

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

For both the value in use and the fair value less costs of disposal approaches, the values assigned to key assumptions reflect past experience and external sources of information that are deemed accurate and reliable. The value in use and the fair value are categorized as Level 3 in the fair value hierarchy described under IFRS 13, *Fair Value Measurement*, as one or more key assumption used is based on unobservable data requiring the use of judgement.

When there is any indication that any tangible and intangible assets other than goodwill have suffered an impairment loss, the determination of the recoverable amount of such 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, such as COVID-19 and others, 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 judgement, which might result in significant variances in the carrying amount of these assets if found to be impaired.

The main assumptions used for the goodwill impairment testing are disclosed in Note 14.

Measurement of retirement benefit obligations, other long-term benefits and other post-employment benefit obligations

SNC-Lavalin's obligations and expenses relating to defined benefit pension plans, other long-term benefits 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 the 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 into account future events, such as changes in the law, where there is sufficient objective evidence that they will occur when measuring a provision. The longer duration of the period covered by certain provisions can also increase the uncertainties of the estimates.

Contingent liabilities

As described in more detail in Note 33, the Company is subject to certain ongoing investigations, and various class action and other lawsuits and proceedings have been filed against the Company. The outcome of these investigations, actions, lawsuits and proceedings, 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 2019 PSU plan to selected individuals within the organization. Depending on the attainment of performance criteria and 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 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 judgement in determining whether or not it is probable that the Company's deferred income tax assets would 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.

Measurement of financial instruments at fair value

The Company measures some of its financial instruments at fair value. The determination of such fair value is based on the most readily available market data. When data is not readily 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.

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

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.

Identification of functional currency

The functional currency for each subsidiary, joint operation, joint venture and associate is the currency of the primary economic environment in which it operates. Determination of functional currency involves significant judgement and other entities may make different judgements based on similar facts. SNC-Lavalin reconsiders the functional currency of its businesses if there is a change in the underlying transactions, events or conditions which determine their primary economic environment.

The determination of functional currency affects the carrying value of non-current assets included in the statement of financial position and, as a consequence, the amortization of those assets included in the income statement. It also impacts exchange gains and losses included in the income statement and in equity.

Leases

Estimate of the lease term

When the Company recognizes a lease as a lessee, it assesses the lease term based on the conditions of the lease and determines whether it is reasonably certain that it will exercise its extension or termination option, if any. It then uses the expected modified term under such option if it is reasonably certain that it will be exercised. As such, a change in the assumption used could result in a significant impact in the amount recognized as right-of-use asset and lease liability, as well as in the amount of depreciation of right-of-use asset and interest expense on lease liability.

Assessment of whether a right-of-use asset is impaired

The Company assesses whether a right-of-use asset is impaired in accordance with IAS 36, *Impairment of assets,* when indications that an impairment loss may have occurred are present. For example, such assessment occurs when it vacates an office space and it must determine the recoverability of the asset, to the extent that the Company can sublease the assets or surrender the lease and recover its costs. The Company examines its lease conditions as well as local market conditions and estimates its recoverability potential for each vacated premise. The determination of the lease cost recovery rate involves significant management estimates based on market availability of similar office space and local market conditions. This significant estimate could affect its future results if the Company succeeds in subleasing their vacated offices at a higher or lower rate or at different dates than initially anticipated.

Determining the discount rate for leases

IFRS 16 requires the Company to discount the lease payments using the rate implicit in the lease if that rate is readily available. If that rate cannot be readily determined, the lessee is required to use its incremental borrowing rate (“IBR”). The Company generally uses its IBR when recording leases initially, since the implicit rates are not readily available due to information not being available from the lessor regarding the fair value of underlying assets and directs costs incurred by the lessor related to the leased assets. The determination of the IBR requires the use of various assumptions which, if different than those being used, could result in a significant impact in the amount recognized as right-of-use asset and lease liability, as well as in the amount of depreciation of right-of-use asset and interest expense on lease liability.

Determining if a contract modification increasing the scope of a lease is a separate lease or not

When a lease modification increasing the scope of a lease occurs, the Company needs to determine whether or not such modification should be accounted for as a separate lease or not. Such determination requires the use of judgement on the stand-alone selling price and any appropriate adjustments to the stand-alone selling price reflecting the circumstance of the particular contract.

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

Classification and measurement of non-current assets or disposal groups classified as held for sale

The classification of non-current assets or disposal groups as held for sale is based on certain criteria, including the fact that the sale of such assets or disposal groups is highly probable. Such probability of a sale transaction to be completed within one year from the date of classification at a reasonable price in relation to the fair value of the assets or disposal groups is, by nature, subject to uncertainties.

Furthermore, the measurement of non-current assets or disposal groups classified as held for sale at the lower of their carrying amount and fair value less costs to sell requires the exercise of judgement. While fair value of certain assets or disposal groups can be determined based on valuation techniques using various inputs, themselves requiring the use of estimates, it might also require the valuation (and associated estimates) of anticipated contractual clauses related to the transfer, or not, of certain risks and uncertainties associated to these assets or disposal groups. In addition, events occurring subsequently to the classification of non-current assets or disposal groups as held for sale, or additional information received on past events unknown at the time of such classification, could change the estimate of fair value less costs to sell related to such assets or disposal groups.

4. SEGMENT DISCLOSURES

The Company has six reportable segments consisting of i) **Engineering Services**; ii) **Nuclear**; iii) **O&M**; iv) **Linxon**; v) **LSTK Projects**; and vi) **Capital**.

The description of each of the segments is as follows:

Engineering Services incorporates consultancy, engineering, design and project management services around the world, primarily for the transportation, building & places, defence, water, industrial & mining and power & renewables markets. A significant portion of Engineering Services revenues are derived from the public sector, including national, provincial, state and local and municipal authorities.

Nuclear supports clients across the entire nuclear lifecycle with the full spectrum of services from consultancy, EPCM services, field services, technology services, spare parts, reactor support and decommissioning and waste management. As stewards of the CANDU® technology, it also provides new-build and full refurbishment services of CANDU® reactors.

O&M consists of providing operations, maintenance and asset management solutions for bridges, transit systems, highways, buildings and industrial plants including power plants, water supply and treatment systems and desalination plants, as well as postal services and ships.

Linxon offers engineering, procurement, management and construction services for execution of large, complex alternative current power substations including expansions and electrification, notably through repetitive EPC offerings in the following markets: Utilities, Renewable, Conventional Generation, Transportation and Data centers.

LSTK Projects is comprised of the remaining LSTK construction contracts of the Company, notably mass transit projects in Canada and one Mining & Metallurgy project in the Middle East. This segment also includes the financial results of legacy warranty costs and claims from completed LSTK projects. In July 2019, the Company decided to cease bidding on new LSTK construction contracts.

Capital is SNC-Lavalin's investment, financing and asset management arm, responsible for developing projects, arranging financing, investing equity, undertaking complex financial modeling and managing its infrastructure investments for optimal returns. Its activities are principally concentrated in infrastructure such as bridges, highways, mass transit systems, power facilities, energy infrastructure, water treatment plants and social infrastructure (e.g. hospitals). The Capital segment includes SNC-Lavalin's 20% ownership interest in and management of SNC-Lavalin Infrastructure Partners LP.

As disclosed in Note 2C, the Company implemented an operational realignment of the business to support the next phase of its transformation journey to growth. The new global market-facing structure is designed to best serve the evolving needs of the Company's clients, as well as support win-work efforts across its three core geographical markets (Canada, the United Kingdom and the United States), as a result of which, effective January 1, 2022, the Company's internal reporting structure and review of operating results were modified, leading to the following reportable segments: i) Engineering Services, bringing together EDPM, Mining and Metallurgy (previously with Resources), as well as Infrastructure Services (but excluding Operations & Maintenance ("O&M") and Linxon); ii) Nuclear; iii) O&M; iv) Linxon; v) LSTK Projects; and vi) Capital.

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4. SEGMENT DISCLOSURES (CONTINUED)

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 Adjusted EBIT**, which consists of revenues less i) direct cost of activities; ii) directly related selling, general and administrative expenses; and iii) corporate selling, general and administrative expenses that are directly and indirectly related to projects or segments. Corporate selling, general and administrative expenses that are not directly or indirectly related to projects or segments, restructuring and transformation costs, amortization of intangible assets related to business combinations, gains (losses) on disposal(s) or adjustment on disposal(s) of PS&PM businesses, gains (losses) on disposal(s) or adjustment on disposal(s) of Capital investments, impairment loss (reversal of impairment loss) on remeasurement of assets of disposal group classified as held for sale and DPCP Remediation Agreement expense are not allocated to the Company's segments.

The following table presents revenues and Segment Adjusted EBIT for each of the Company's segments for the years ended December 31, 2022 and 2021:

YEARS ENDED DECEMBER 31	**2022**		2021 [1]	
	REVENUES	SEGMENT ADJUSTED EBIT	REVENUES	SEGMENT ADJUSTED EBIT
Engineering Services	**$ 4,686,198**	**$ 397,734**	$ 4,366,447	$ 463,956
Nuclear	**895,954**	**144,023**	904,678	135,854
O&M	**497,238**	**49,134**	470,381	54,628
Linxon	**561,225**	**(9,842)**	588,417	18,172
SNCL Services	**6,640,615**	**581,049**	6,329,923	672,610
LSTK Projects	**799,256**	**(261,281)**	907,211	(302,606)
Capital	**109,160**	**93,344**	134,118	119,301
	$ 7,549,031		$ 7,371,252	
Segment Adjusted EBIT — Total		**413,112**		489,305
Corporate selling, general and administrative expenses not allocated to the segments — PS&PM (Note 25)		**(99,075)**		(113,154)
Corporate selling, general and administrative expenses not allocated to the segments — Capital (Note 25)		**(28,194)**		(28,194)
Restructuring and transformation costs (Note 26)		**(82,875)**		(70,117)
Amortization of intangible assets related to business combinations (Note 15)		**(84,267)**		(89,477)
Gain on disposals of Capital investments (Note 5A)		**3,747**		5,000
Loss on disposal of a PS&PM business (Note 6B)		**—**		(613)
Reversal of impairment loss on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell (Note 6B)		**—**		1,348
DPCP Remediation Agreement expense (Note 33)		**(27,437)**		—
EBIT		**95,011**		194,098
Net financial expenses (Note 27)		**115,749**		110,450
Earnings (loss) before income taxes from continuing operations		**(20,738)**		83,648
Income tax recovery (Note 29B)		**(27,757)**		(22,031)
Net income from continuing operations		**7,019**		105,679
Net income (loss) from discontinued operations (Note 6A)		**(6,890)**		566,377
Net income		**$ 129**		$ 672,056

(1) Comparative figures have been restated (see Note 2C).

4. SEGMENT DISCLOSURES (CONTINUED)

GEOGRAPHIC INFORMATION

The following table presents property and equipment and right-of-use assets inside Canada, the United Kingdom, the United States and other countries reflected on the Company's consolidated statements of financial position:

	DECEMBER 31 2022	DECEMBER 31 2021 [1]
Property and equipment and right-of-use assets		
United Kingdom	**$ 235,310**	$ 256,194
Canada	**207,811**	235,671
United States	**110,184**	126,065
Other countries	**69,044**	71,200
	$ 622,349	$ 689,130

(1) Effective January 1, 2022, the Company's property and equipment and right-of-use assets allocated to the United Kingdom and the United States are presented separately from "Other countries". Also, the table above now excludes goodwill of $3.4 billion (December 31, 2021: $3.4 billion) and intangible assets related to business combinations of $345.5 million (December 31, 2021: $445.7 million) as at December 31, 2022, as these assets are allocated to the Company's CGUs instead of being allocated to specific geographic regions. The Company has restated the comparative figures accordingly.

5. CAPITAL INVESTMENTS

SNC-Lavalin makes investments in infrastructure concessions for public services such as bridges, highways, mass transit systems, power facilities, energy infrastructure, water treatment plants and social infrastructure (e.g. hospitals).

The main concessions and public-private partnerships contracts reported under IFRIC 12 are all accounted for under the financial asset 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) VARIATIONS IN OWNERSHIP INTERESTS IN INVESTMENTS

I) IN 2022

CARLYLE GLOBAL INFRASTRUCTURE OPPORTUNITY FUND, L.P. ("CARLYLE")

In 2022, SNC-Lavalin completed the sale of its ownership interest in Carlyle, which was no longer core to the Company's strategy following the disposal of its Oil & Gas business in 2021, for a total consideration of US$52.1 million (approximately CA$71.2 million), which approximated its fair value at the date of such disposal. Consideration received of US$21.5 million (approximately CA$29.5 million), net of withholding taxes, was included in "Cash inflow on disposal of a Capital investment at fair value through other comprehensive income" in the Company's consolidated statement of cash flows for the year ended December 31, 2022, while the remaining balance of the consideration receivable was included in "Other current financial assets" in the Company's consolidated statement of financial position as at December 31, 2022 (see Note 11). The Company's investment in Carlyle was accounted for at fair value through other comprehensive income. Transaction costs incurred on the disposal of Carlyle amounted to $0.6 million and were included in "Gain on disposals of Capital investments" in the Company's consolidated income statement for the year ended December 31, 2022.

INPOWER BC GENERAL PARTNERSHIP AND ITS RELATED HOLDING COMPANIES

On February 7, 2022, SNC-Lavalin announced that the Company completed the sale and transfer of its ownership interest in InPower BC General Partnership and its related holding companies to SNC-Lavalin Infrastructure Partners LP ("SNCL IP Partnership") in which the Company has a 20% ownership interest. As at December 31, 2021, all assets and liabilities of InPower BC General Partnership and its related holding companies were classified as held for sale (see Note 39).

5. CAPITAL INVESTMENTS (CONTINUED)

Net gain on disposal

YEAR ENDED DECEMBER 31		2022
Consideration received in cash	$	40,760
Consideration received in equity instruments of the SNCL IP Partnership		10,190
Total consideration received		50,950
Net assets disposed of		(44,676)
Disposition-related costs and other		(1,947)
Gain on disposal		4,327
Income tax recovery		102
Net gain on disposal	$	4,429

Net assets disposed of

On the disposal date, the major classes of assets and liabilities disposed of were as follows:

Cash and cash equivalents	$	278
Restricted cash		22,454
Other current assets		23,240
Non-current assets		296,057
Assets disposed of		342,029
Current liabilities		21,417
Non-current liabilities		275,936
Liabilities disposed of		297,353
Net assets disposed of	$	44,676

Net cash inflow on disposal

YEAR ENDED DECEMBER 31		2022
Consideration received in cash	$	40,760
Less: cash and cash equivalents balances disposed of		278
Net cash inflow on disposal	$	40,482

PRESENTATION OF DISPOSALS OF CAPITAL INVESTMENTS IN THE INCOME STATEMENT

In 2022, the gain on disposal of InPower BC General Partnership and its related holding companies and transaction costs related to the disposal of Carlyle included in the Company’s consolidated income statement were as follows:

YEAR ENDED DECEMBER 31		2022
Gain on disposal of InPower BC General Partnership and its related holding companies	$	4,327
Transaction costs related to disposal of Carlyle		(580)
Net gain on disposals of Capital investments [(1)]	$	3,747

(1) Included in “Gain on disposals of Capital investments” in the consolidated income statement

II) IN 2021

HIGHWAY CONCESSIONS ONE PRIVATE LIMITED

In 2021, SNC-Lavalin completed the sale of its ownership interest in Highway Concessions One Private Limited, which was measured at fair value through other comprehensive income, for total cash consideration of US$1.0 million (approximately CA$1.3 million), with no impact in the consolidated income statement.

ADJUSTMENT ON GAIN ON DISPOSAL OF A CAPITAL INVESTMENT ACCOUNTED FOR BY THE EQUITY METHOD

In 2021, the Company received a contingent consideration related to the previous disposal of a Capital investment accounted for by the equity method in the amount of $5.0 million, which is included in “Gain on disposals of Capital investments” in the consolidated income statement for the year ended December 31, 2021. This adjustment on gain on disposal amounted to $3.7 million after income taxes.

5. CAPITAL INVESTMENTS (CONTINUED)

B) FINANCIAL INFORMATION

Statements of financial position

The Company's consolidated statements of financial position include the following net assets (liabilities) from its consolidated Capital investments and net book value from its Capital investments accounted for by the equity method and at fair value through other comprehensive income.

	DECEMBER 31 2022	DECEMBER 31 2021
Net assets from Capital investments accounted for by the consolidation method [(1)]	**$ 184,896**	$ 197,918
Net book value of Capital investments accounted for by the equity method [(2)]	**406,925**	380,736
Net book value of Capital investments at fair value through other comprehensive income	**—**	41,327
	$ 591,821	$ 619,981

(1) The net assets as at December 31, 2021 included InPower BC General Partnership, which was classified as held for sale. Such investment was disposed of in 2022.

(2) Includes the Company's investment in Highway 407 ETR, for which the net book value was nil as at December 31, 2022 and 2021.

Income statements

The Company's consolidated income statements include the following revenues and expenses from its Capital investments.

YEARS ENDED DECEMBER 31	2022	2021
Revenues from Capital	**$ 109,160**	$ 134,118
Direct cost of activities	**15,816**	14,817
	93,344	119,301
Corporate selling, general and administrative expenses not allocated to the segments — Capital	**28,194**	28,194
Gain on disposals of Capital investments	**(3,747)**	(5,000)
EBIT	**68,897**	96,107
Net financial expenses	**3,968**	16,552
Earnings before income taxes	**64,929**	79,555
Income taxes	**3,285**	6,388
Net income	**$ 61,644**	$ 73,167

5. CAPITAL INVESTMENTS (CONTINUED)

I) CAPITAL INVESTMENTS ACCOUNTED FOR BY THE CONSOLIDATION METHOD

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

					OWNERSHIP INTEREST	
NAME OF CAPITAL INVESTMENT	PRINCIPAL ACTIVITY	SUBJECT TO IFRIC 12	MATURITY OF CONCESSION AGREEMENT	LOCATION	**DECEMBER 31 2022**	DECEMBER 31 2021
InPower BC General Partnership (1)	John Hart Generating Replacement Facility	Yes	2033	Canada	**—%**	100.0%
TransitNEXT General Partnership	New Trillium Line extension (under construction)	Yes	2049	Canada	**100.0 %**	100.0%

II) CAPITAL INVESTMENTS ACCOUNTED FOR BY THE EQUITY METHOD

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

					OWNERSHIP INTEREST	
NAME OF CAPITAL INVESTMENT	PRINCIPAL ACTIVITY	SUBJECT TO IFRIC 12	MATURITY OF CONCESSION AGREEMENT	LOCATION	**DECEMBER 31 2022**	DECEMBER 31 2021
Joint ventures:						
407 East Development Group General Partnership ("407 EDGGP")	32-km toll Highway 407 East	Yes	2045	Canada	**50.0%**	50.0%
407 International Inc.(2) ("Highway 407 ETR")	108-km toll highway under a 99-year concession agreement	No	2098	Canada	**6.76%**	6.76%
Crosslinx Transit Solutions General Partnership ("Eglinton Crosstown")	Eglinton Crosstown Light Rail Transit project (under construction)	Yes	2051	Canada	**25.0%**	25.0%
Rideau Transit Group Partnership ("Rideau")	The Confederation Line, City of Ottawa's light rail transit system	Yes	2048	Canada	**40.0%**	40.0%
Signature on the Saint-Laurent Group General Partnership ("SSL")	New Champlain Bridge Corridor	Yes	2049	Canada	**50.0%**	50.0%
Associates:						
Myah Tipaza S.p.A.	Seawater desalination plant to supply treated water under a 25-year take-or-pay agreement ending in 2036	No	N/A	Algeria	**25.5%**	25.5%
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 ending in 2029	No	N/A	Algeria	**26.0%**	26.0%
SNC-Lavalin Infrastructure Partners LP	Holding interests in mature Capital investments	No	N/A	Canada	**20.0%**	20.0%

(1) InPower BC General Partnership was classified as held for sale as at December 31, 2021 (see Note 39).

(2) Although the Company holds less than 20% of the equity shares of Highway 407 ETR, the Company exercises joint control 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, 2022	HIGHWAY 407 ETR	OTHER CAPITAL INVESTMENTS	TOTAL
Income statements			
Revenues (at 100%)	**$ 1,327,215**	**$ 520,362**	**$ 1,847,577**
Interest income (at 100%)	**$ 22,463**	**$ 3,056**	**$ 25,519**
Interest expense (at 100%)	**$ 470,345**	**$ 76,753**	**$ 547,098**
Depreciation and amortization (at 100%)	**$ 99,986**	**$ —**	**$ 99,986**
Income tax expense (at 100%)	**$ 156,468**	**$ —**	**$ 156,468**

YEAR ENDED DECEMBER 31, 2021	HIGHWAY 407 ETR	OTHER CAPITAL INVESTMENTS	TOTAL
Income statements			
Revenues (at 100%)	$ 1,023,082	$ 1,048,394	$ 2,071,476
Interest income (at 100%)	$ 7,928	$ 699	$ 8,627
Interest expense (at 100%)	$ 470,211	$ 90,025	$ 560,236
Depreciation and amortization (at 100%)	$ 102,163	$ —	$ 102,163
Income tax expense (at 100%)	$ 78,960	$ 2	$ 78,962

YEAR ENDED DECEMBER 31, 2022	HIGHWAY 407 ETR	OTHER CAPITAL INVESTMENTS	TOTAL
Statements of comprehensive income			
Net income (at 100%)	**$ 435,312**	**$ 58,499**	**$ 493,811**
Other comprehensive loss (at 100%)	**(805)**	**—**	**(805)**
Total comprehensive income (at 100%)	**$ 434,507**	**$ 58,499**	**$ 493,006**

YEAR ENDED DECEMBER 31, 2021	HIGHWAY 407 ETR	OTHER CAPITAL INVESTMENTS	TOTAL
Statements of comprehensive income			
Net income (at 100%)	$ 212,365	$ 49,844	$ 262,209
Other comprehensive income (loss) (at 100%)	(686)	5,656	4,970
Total comprehensive income (at 100%)	$ 211,679	$ 55,500	$ 267,179

YEARS ENDED DECEMBER 31	**2022**	2021
Company's share of net income of Capital investments based on its ownership interest [1]	**$ 49,075**	$ 31,518
Company's net income from Capital investments included in its income statement [1]	**$ 70,660**	$ 58,014

(1) See Note 1 on the following page

5. CAPITAL INVESTMENTS (CONTINUED)

DECEMBER 31, 2022	HIGHWAY 407 ETR	OTHER CAPITAL INVESTMENTS	TOTAL
Statements of financial position			
Cash and cash equivalents (at 100%)	**$ 369,542**	**$ 51,852**	**$ 421,394**
Other current assets (at 100%)	**513,536**	**221,761**	**735,297**
Non-current assets (at 100%)	**4,565,066**	**2,926,032**	**7,491,098**
Total assets (at 100%)	**5,448,144**	**3,199,645**	**8,647,789**
Trade payables (at 100%)	**62,137**	**435,232**	**497,369**
Other current financial liabilities (at 100%)	**138,637**	**524,573**	**663,210**
Current non-financial liabilities (at 100%)	**14,908**	**55,783**	**70,691**
Non-current financial liabilities (at 100%)	**10,059,994**	**1,644,640**	**11,704,634**
Non-current non-financial liabilities (at 100%)	**579,508**	**—**	**579,508**
Total liabilities (at 100%)	**10,855,184**	**2,660,228**	**13,515,412**
Net assets (liabilities) (at 100%)	**$ (5,407,040)**	**$ 539,417**	**$ (4,867,623)**
Company's carrying value of Capital investments included in its statement of financial position (1)	**$ —**	**$ 229,605**	**$ 229,605**

DECEMBER 31, 2021	HIGHWAY 407 ETR	OTHER CAPITAL INVESTMENTS	TOTAL
Statements of financial position			
Cash and cash equivalents (at 100%)	$ 306,972	$ 121,742	$ 428,714
Other current assets (at 100%)	459,646	192,997	652,643
Non-current assets (at 100%)	4,574,051	2,911,364	7,485,415
Total assets (at 100%)	5,340,669	3,226,103	8,566,772
Trade payables (at 100%)	68,988	89,206	158,194
Other current financial liabilities (at 100%)	426,597	540,355	966,952
Current non-financial liabilities (at 100%)	18,410	70,674	89,084
Non-current financial liabilities (at 100%)	9,354,406	2,021,208	11,375,614
Non-current non-financial liabilities (at 100%)	563,815	—	563,815
Total liabilities (at 100%)	10,432,216	2,721,443	13,153,659
Net assets (liabilities) (at 100%)	$ (5,091,547)	$ 504,660	$ (4,586,887)
Company's carrying value of Capital investments included in its statement of financial position (1)	$ —	$ 221,546	$ 221,546

(1) 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 (loss) of a Capital investment based on its ownership, but rather recognizes in its net income the amount of dividends declared by a joint venture that would otherwise result in a negative carrying value of such investment.

As a result, the Company recognized in its income statement dividends from Highway 407 ETR of $50.7 million in 2022 (2021: $40.6 million) and did not recognize its share of Highway 407 ETR's net income of $29.4 million (2021: $14.3 million) in the same period, as the carrying amount of its investment in Highway 407 ETR was nil at December 31, 2022 and 2021. The negative carrying value of the Company's investment in Highway 407 ETR, which is not recognized on the Company's statement of financial position, amounted to $366.6 million as at December 31, 2022 (2021: negative carrying value of $345.3 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:

YEARS ENDED DECEMBER 31		**2022**		2021
Statements of comprehensive income				
Revenues (at 100%)	**$**	**216,733**	$	306,791
Expenses (at 100%)		**182,680**		185,506
Net income (at 100%)		**34,053**		121,285
Other comprehensive income (loss) (at 100%)		**—**		—
Total comprehensive income (at 100%)	**$**	**34,053**	$	121,285
Company's share of net income of Capital investments based on its ownership interest	**$**	**4,869**	$	26,988
Company's share of net income from Capital investments included in its income statement	**$**	**4,869**	$	26,988

		DECEMBER 31 2022		DECEMBER 31 2021
Statements of financial position				
Current assets (at 100%)	**$**	**320,212**	$	355,973
Non-current assets (at 100%)		**612,470**		549,052
Total assets (at 100%)		**932,682**		905,025
Current liabilities (at 100%)		**65,945**		125,987
Non-current liabilities (at 100%)		**103,772**		132,419
Total liabilities (at 100%)		**169,717**		258,406
Net assets (at 100%)	**$**	**762,965**	$	646,619
Company's carrying value of Capital investments included in its statement of financial position	**$**	**177,320**	$	159,190

III) CAPITAL INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

The Capital investment at fair value through other comprehensive income is listed below:

			OWNERSHIP INTEREST	
NAME OF CAPITAL INVESTMENT	PRINCIPAL ACTIVITY	LOCATION	**DECEMBER 31 2022**	DECEMBER 31 2021
Carlyle Global Infrastructure Opportunity Fund, L.P.	Holding investments in infrastructure projects related to energy, power and other natural resources	U.S.A.	**—%**	4.5%

The investment in Carlyle was designated to be measured at fair value through other comprehensive income until its disposal in 2022 (see Note 5A) to avoid the variability of the Company's net income in future periods.

For the years ended December 31, 2022 and 2021, the Company's consolidated income included dividends of $2.8 million and $1.4 million, respectively, from Carlyle.

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 method and at fair value through other comprehensive income as at December 31, 2022 and 2021:

YEARS ENDED DECEMBER 31		**2022**		2021
Commitments to invest in Capital investments – January 1	**$**	**24,921**	$	24,921
Increase in commitments to invest in Capital investments		**39,633**		29,731
Payments for Capital investments during the year		**(39,633)**		(29,731)
Commitments to invest in Capital investments – December 31	**$**	**24,921**	$	24,921

At December 31, 2022, the commitments to invest in Capital investments were related to contributions for Eglinton Crosstown (2021: Eglinton Crosstown) and were presented in "Other current financial liabilities" (see Note 18) since they are either expected to be paid in the following year or are callable on demand.

In 2016, SNC-Lavalin signed an agreement to support a commitment of US$100 million to a fund focused on global infrastructure investments sponsored by The Carlyle Group, subject to certain conditions. The intent of this agreement was for SNC-Lavalin and The Carlyle Group to cooperate with respect to investments in, and work on, infrastructure projects. Such commitment to invest amounted to US$60.5 million (approximately CA$77.4 million) as at December 31, 2021 and was not recognized as a liability since the accounting conditions were not met. Subsequent to the disposal of Carlyle in 2022, the related commitment to invest was nil as at December 31, 2022.

6. DISPOSALS OF PS&PM BUSINESSES

A) DISPOSAL OF DISCONTINUED OPERATIONS — OIL & GAS BUSINESS

On February 9, 2021, the Company announced that it had entered into a binding agreement to sell its Oil & Gas business, which was previously included in the Resources segment. A substantial portion of the sale of the Oil & Gas business was completed on July 29, 2021 and the sale of the remaining Saudi Arabian portion of the business was completed on August 15, 2021. Financial information relating to the discontinued operations, up to the date of disposal, is disclosed below for the year ended December 31, 2021, as well as the financial information relating to the adjustment on gain on disposal of the Oil & Gas business recognized in the year ended December 31, 2022.

In the years ended December 31, 2022 and 2021, the Company's Oil & Gas business, which was previously included in the Resources segment, was classified as a discontinued operation.

6. DISPOSALS OF PS&PM BUSINESSES (CONTINUED)

Financial performance

The results of the Oil & Gas business for the years ended December 31, 2022 and 2021 were as follows:

YEARS ENDED DECEMBER 31		2022		2021
Revenues	$	—	$	512,204
Other expenses		—		(570,748)
Reversal of impairment loss on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell		—		4,884
EBIT from discontinued operations		—		(53,660)
Net financial expenses		—		(164)
Loss before income taxes from discontinued operations and gain or adjustment on gain on disposal of Oil & Gas business		—		(53,824)
Income taxes related to pre-tax loss from the ordinary activities of discontinued operations		—		61,633
Income taxes related to remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell		—		(7,335)
Net income from discontinued operations before gain or adjustment on gain on disposal of Oil & Gas business		—		474
Gain or adjustment on gain on disposal of Oil & Gas business after income taxes (see below)		**(6,890)**		565,903
Net income (loss) from discontinued operations	**$**	**(6,890)**	$	566,377

Earnings (loss) per share from discontinued operations

The earnings (loss) per share from discontinued operations for the years ended December 31, 2022 and 2021 were as follows:

YEARS ENDED DECEMBER 31		2022		2021
Earnings (loss) per share from discontinued operations – Basic (in $)	**$**	**(0.04)**	$	3.23
Earnings (loss) per share from discontinued operations – Diluted (in $)	**$**	**(0.04)**	$	3.23

Cash flows from discontinued operations

The net cash flows related to the Oil & Gas business for the years ended December 31, 2022 and 2021 were as follows:

YEARS ENDED DECEMBER 31		2022		2021
Operating activities	**$**	—	$	37,776
Investing activities		**(713)**		(180)
Financing activities		—		(6,379)
Net cash generated from (used for) discontinued operations	**$**	**(713)**	$	31,217

6. DISPOSALS OF PS&PM BUSINESSES (CONTINUED)

Details of the sale of the Oil & Gas business

I) IN 2021

Net gain on disposal of Oil & Gas business

Consideration paid in cash	$	(1,802)
Consideration receivable [1]		11,920
Total consideration		10,118
Net assets disposed of [2]		(4,388)
Cumulative exchange gain on translating foreign operations reclassified from equity on disposal		573,042
Disposition-related costs and other		(5,730)
Gain on disposal of Oil & Gas business		573,042
Income taxes		7,139
Net gain on disposal of Oil & Gas business	$	565,903

(1) The consideration receivable in cash from the purchaser was subject to potential purchase price adjustments with the purchaser.

(2) The amount of "Net assets disposed of" includes all assets and liabilities that were disposed of as part of the transaction and incorporates an estimate for the value related to agreed representations and warranties, and indemnities related to certain projects which were complete or nearing-completion at the time the transaction closed. Any differences in value between the original estimates and revised estimates or actual outcomes is recognized in the income statement.

Net assets disposed of

As part of the transaction, the major classes of assets and liabilities of the Oil & Gas business disposed of were as follows:

Cash and cash equivalents	$	17,876
Other current financial assets		96,196
Current non-financial assets		186,500
Deferred income tax asset		12,314
Assets disposed of		312,886
Current financial liabilities		210,161
Current non-financial liabilities		61,920
Deferred income tax liability		1,861
Non-current financial liabilities		4,918
Other non-current non-financial liabilities		29,638
Liabilities disposed of		308,498
Net assets disposed of	$	4,388

Cash outflow on disposal of Oil & Gas business

Consideration paid in cash	$	(1,802)
Less: cash and cash equivalents balances disposed of		17,876
Cash outflow on disposal of Oil & Gas business	$	(19,678)

6. DISPOSALS OF PS&PM BUSINESSES (CONTINUED)

II) IN 2022

Adjustment on net gain on disposal of Oil & Gas business

In 2022, SNC-Lavalin settled with the purchaser on purchase price adjustments related to the consideration receivable, which resulted in a reduction of the gain on disposal of the Oil & Gas business of $7.5 million before income taxes ($6.9 million after income taxes) included in "Net income (loss) from discontinued operations" in the consolidated income statement. In the same year, there was a cash outflow of $0.7 million related to the settlement of the consideration receivable, which is included in "Cash outflow on disposals of PS&PM businesses" in the consolidated statement of cash flows.

B) DISPOSAL OF A SUBSIDIARY IN KENYA

On July 16, 2021, SNC-Lavalin completed the sale of its ownership of 100% in Atkins Consulting Engineers Limited in Kenya. The loss on disposal of SNC-Lavalin's ownership interest in this subsidiary amounted to $0.6 million before and after income taxes and is included in "Loss on disposal of a PS&PM business" in the Company's consolidated income statement. The classification of the assets, liabilities and other components of equity of Atkins Consulting Engineers Limited as held for sale resulted in an initial impairment loss on remeasurement of assets to their fair value less cost to sell as at December 31, 2020, which was subsequently partially reversed in the year ended December 31, 2021 for an amount of $1.3 million, which is included in "Reversal of impairment loss on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell" in the Company's consolidated income statement.

C) PRESENTATION OF DISPOSALS OF PS&PM BUSINESSES IN THE STATEMENTS OF CASH FLOWS

Statements of cash flows

In 2022 and 2021, cash outflows on disposals of the Oil & Gas business and a subsidiary in Kenya included in the Company's consolidated statements of cash flows were as follows:

YEARS ENDED DECEMBER 31		**2022**		2021
Cash outflow on disposal of Oil & Gas business	**$**	**(713)**	$	(19,678)
Consideration paid in cash on disposal of Atkins Consulting Engineers Limited		**—**		(1,398)
Cash outflow on disposals of PS&PM businesses	**$**	**(713)**	$	(21,076)

Note 28 — Statements of cash flows

The following table presents the amount of gain (loss) on disposals of PS&PM businesses before income taxes included in Note 28B — Statements of cash flows — Other reconciling items for 2022 and 2021:

YEARS ENDED DECEMBER 31		**2022**		2021
Gain (adjustment on gain) on disposal of Oil & Gas business before income taxes (Note 6A)	**$**	**(7,481)**	$	573,042
Loss on disposal of Atkins Consulting Engineers Limited before income taxes (Note 6B)		**—**		(613)
Gain (loss) on disposals of PS&PM businesses before income taxes	**$**	**(7,481)**	$	572,429

7. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

A) CASH AND CASH EQUIVALENTS

		DECEMBER 31 2022		DECEMBER 31 2021
Bank balances, bank term deposits and bankers' acceptances	**$**	**570,279**	$	608,446
Cash and cash equivalents	**$**	**570,279**	$	608,446

B) RESTRICTED CASH

		DECEMBER 31 2022		DECEMBER 31 2021
Bank balances, bank term deposits and bankers' acceptances	**$**	**22,170**	$	13,398
Restricted cash	**$**	**22,170**	$	13,398

8. TRADE RECEIVABLES AND CONTRACT ASSETS

A) 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 a reconciliation to the net carrying amount:

	DECEMBER 31 2022	DECEMBER 31 2021
Trade receivables:		
Within normal terms of payment	**$ 835,324**	$ 830,231
Past due	**478,011**	482,880
Total trade receivables	**1,313,335**	1,313,111
Allowance for expected credit losses	**(135,947)**	(167,179)
Trade receivables, net of allowance for expected credit losses	**$ 1,177,388**	$ 1,145,932

The change in the allowance for expected credit losses is detailed below:

YEARS ENDED DECEMBER 31	2022	2021
Balance at beginning of year	**$ 167,179**	$ 172,150
Change in allowance, other than write-offs and recoveries	**(12,325)**	25,403
Write-offs of trade receivables	**(11,433)**	(12,132)
Recoveries	**(7,474)**	(18,242)
Balance at end of year	**$ 135,947**	$ 167,179

B) CONTRACT ASSETS

As at December 31, 2022, the Company has contract assets of $1,171.0 million (2021: $1,119.0 million), which is net of an allowance for expected credit losses of $5.3 million (2021: $25.4 million). The change in the allowance for expected credit losses is detailed below:

YEARS ENDED DECEMBER 31	2022	2021
Balance at beginning of year	**$ 25,407**	$ 23,259
Change in allowance, other than write-offs	**(18,137)**	2,583
Write-offs of contract assets	**(1,921)**	(435)
Balance at end of year	**$ 5,349**	$ 25,407

The significant changes in the balance of contract assets are disclosed in Note 9B, while information about the credit exposures is disclosed in Note 30B.

9. REVENUE

A) DISAGGREGATION OF REVENUE

Revenues by geographic area

The following tables present revenues by geographic area according to project location for the years ended December 31, 2022 and 2021:

YEAR ENDED DECEMBER 31						**2022**
		REVENUE FROM CONTRACTS WITH CUSTOMERS		OTHER REVENUE		TOTAL
Americas:						
Canada	**$**	**2,251,585**	**$**	**100,415**	**$**	**2,352,000**
United States		**1,435,115**		**35,228**		**1,470,343**
Latin America		**103,328**		**—**		**103,328**
Europe:						
United Kingdom		**2,175,682**		**13,863**		**2,189,545**
Other		**338,885**		**2,113**		**340,998**
Middle East and Africa:						
Middle East		**634,764**		**175**		**634,939**
Africa		**143,759**		**(1,846)**		**141,913**
Asia Pacific		**315,965**		**—**		**315,965**
	$	**7,399,083**	**$**	**149,948**	**$**	**7,549,031**

YEAR ENDED DECEMBER 31						2021
		REVENUE FROM CONTRACTS WITH CUSTOMERS		OTHER REVENUE		TOTAL
Americas:						
Canada	$	2,251,335	$	96,273	$	2,347,608
United States		1,266,222		33,101		1,299,323
Latin America		85,362		—		85,362
Europe:						
United Kingdom		2,120,073		16,740		2,136,813
Other		462,137		—		462,137
Middle East and Africa:						
Middle East		518,080		4,347		522,427
Africa		138,250		16,546		154,796
Asia Pacific		362,786		—		362,786
	$	7,204,245	$	167,007	$	7,371,252

In the years ended December 31, 2022 and 2021, Canada, the United Kingdom and the United States were the only countries where the Company derived more than 10% of its revenues.

Revenues by type of contracts

The types of contracts presented are defined as follow:

Reimbursable and engineering services contracts: Reimbursable and engineering services contracts include all revenue-generating contracts of the Company, except standardized EPC contracts and LSTK construction contracts described below. 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 or a target price accompanied by incentives and/or disincentives. Engineering services contracts include time and material agreements based on hourly rates and fixed-price lump-sum contracts with limited procurement or construction risks. Reimbursable and engineering services contracts also include all O&M contracts, most of which are fixed-price agreements subject to price-adjustment clauses such as inflation-driven indexation.

9. REVENUE (CONTINUED)

Standardized EPC contracts: Under standardized EPC contracts, the Company provides repetitive EPC offerings that are lower-risk, standardized solutions for: i) district cooling plants; and ii) power substations executed through its Linxon subsidiary.

LSTK construction contracts: Under LSTK construction 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 above or below the initial estimated costs. Although these projects are at a lump-sum price, the amount of associated revenue could nevertheless vary based on change orders, claims or other contract modifications, negotiated or otherwise awarded, which might take various forms. Projects in this category were all initiated as lump-sum contracts, and while in some cases have been modified to change their lump-sum risk exposure, continue to be presented in this category.

The following tables present revenues by type of contracts for the years ended December 31, 2022 and 2021:

YEAR ENDED DECEMBER 31				2022
	REIMBURSABLE AND ENGINEERING SERVICE CONTRACTS	STANDARDIZED EPC CONTRACTS	LUMP-SUM TURNKEY CONSTRUCTION CONTRACTS	TOTAL
Engineering Services	**$ 4,616,007**	**$ 55,660**	**$ —**	**$ 4,671,667**
Nuclear	**833,129**	**—**	**25,989**	**859,118**
O&M	**497,238**	**—**	**—**	**497,238**
Linxon	**15,593**	**545,632**	**—**	**561,225**
Revenue from contracts with customers – SNCL Services	**5,961,967**	**601,292**	**25,989**	**6,589,248**
Revenue from contracts with customers – LSTK Projects	**—**	**—**	**798,974**	**798,974**
	$ 5,961,967	**$ 601,292**	**$ 824,963**	**$ 7,388,222**
Revenue from PS&PM investments accounted for by the equity method (Note 17)				**51,649**
Revenue from contracts with customers – Capital segment				**10,861**
Other revenue – Capital segment				**98,299**
				$ 7,549,031

YEAR ENDED DECEMBER 31				2021 (1)
	REIMBURSABLE AND ENGINEERING SERVICE CONTRACTS	STANDARDIZED EPC CONTRACTS	LUMP-SUM TURNKEY CONSTRUCTION CONTRACTS	TOTAL
Engineering Services	$ 4,314,753	$ 46,717	$ —	$ 4,361,470
Nuclear	844,400	—	25,412	869,812
O&M	470,381	—	—	470,381
Linxon	30,045	558,372	—	588,417
Revenue from contracts with customers – SNCL Services	5,659,579	605,089	25,412	6,290,080
Revenue from contracts with customers – LSTK Projects	—	—	892,867	892,867
	$ 5,659,579	$ 605,089	$ 918,279	$ 7,182,947
Revenue from PS&PM investments accounted for by the equity method (Note 17)				54,187
Revenue from contracts with customers – Capital segment				21,298
Other revenue – Capital segment				112,820
				$ 7,371,252

(1) Comparative figures have been restated (see Note 2C).

9. REVENUE (CONTINUED)

B) CONTRACT BALANCES

	DECEMBER 31 2022	DECEMBER 31 2021
Trade receivables (Note 8A)	**$ 1,177,388**	$ 1,145,932
Contract assets (Note 8B)	**1,170,961**	1,119,045
Contract liabilities	**$ 846,810**	$ 838,209

Trade receivables are rights to consideration in exchange for goods or services that the Company has transferred to a customer when such rights are only conditional on the passage of time. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Contract assets are rights to consideration in exchange for goods or services that the Company has transferred to a customer when such rights are not only conditional on the passage of time, but also on some other factor, such as the satisfaction of further performance obligations under the contract. Contract assets are initially recognized for revenue earned from PS&PM activities and are usually derecognized when they become trade receivables.

Contract liabilities arise from PS&PM activities and represent the cumulative amounts received and contractually receivable from customers by the Company that exceed the right to consideration resulting from the Company's performance under a given contract.

The following table presents the amount of revenue recognized from:

YEARS ENDED DECEMBER 31	2022	2021
Amounts included in contract liabilities at the beginning of the year	**$ 605,372**	$ 493,597
Performance obligations satisfied or partially satisfied in previous years (reversal)	**$ (78,202)**	$ (116,002)

As a significant portion of the Company's revenues are recognized over time, the contractual terms which determine when consideration becomes receivable from the customer, such as upon the achievement of certain milestones, the attainment by the Company of such milestones earlier or later than anticipated and the ability to obtain deposits on contracts, will influence, among other factors, the balance of trade receivables, contract assets and contract liabilities on a given contract. Due to i) the large number of contracts entered into by the Company; ii) the variety of contractual terms of such contracts; and iii) the different level of progress of the underlying projects, the variance of the contract assets and contract liabilities balances is not usually attributable to a single factor, except for significant business combinations or divestitures. At the end of 2022, the amount of contract assets and contract liabilities remained at a level comparable to that of the end of 2021.

C) REMAINING PERFORMANCE OBLIGATIONS

The aggregate amount of transaction price allocated to performance obligations that are unsatisfied (or partially satisfied) at December 31, 2022, on all contracts with customers, is expected to be recognized in revenues as follows: 2023 – $4.8 billion, 2024 – $2.1 billion, 2025 – $0.9 billion, and thereafter – $4.8 billion (2021: 2022 – $4.3 billion, 2023 – $2.0 billion, 2024 – $1.1 billion, and thereafter – $5.2 billion). It should be noted that these amounts exclude any estimated amounts of variable consideration that are excluded from the transaction price.

10. INVENTORIES

	DECEMBER 31 2022	DECEMBER 31 2021
Work in progress	**$ —**	$ 2,757
Finished goods	**17,411**	14,280
Inventories	**$ 17,411**	$ 17,037

The cost of inventories recognized by the Company as an expense in continuing operations in its consolidated income statement during the year ended December 31, 2022 was $7.4 million (2021: $12.3 million).

11. OTHER CURRENT FINANCIAL ASSETS

	DECEMBER 31 2022	DECEMBER 31 2021
Advances to suppliers, subcontractors and employees and deposits on contracts	**$ 43,393**	$ 46,159
Derivative financial instruments used for hedges	**11,409**	11,524
Life insurance policies measured at FVTPL [1]	**6,903**	6,201
Current portion of receivables under service concession arrangements	**14,503**	—
Consideration receivable related to disposal of Carlyle (Note 5A)	**33,609**	—
Recovery of costs expected from suppliers and subcontractors	**2,519**	11,642
Current portion of finance lease receivables	**2,919**	2,661
Derivative financial instruments related to share unit plans (Note 23C)	**—**	6,237
Other	**65,361**	53,947
Other current financial assets	**$ 180,616**	$ 138,371

(1) Fair value through profit or loss ("FVTPL")

12. OTHER CURRENT NON-FINANCIAL ASSETS

	DECEMBER 31 2022	DECEMBER 31 2021
Income taxes and other taxes receivable	**$ 123,700**	$ 152,044
Prepaid expenses and other	**99,031**	94,114
Other current non-financial assets	**$ 222,731**	$ 246,158

13. PROPERTY AND EQUIPMENT

	BUILDINGS	COMPUTER EQUIPMENT	OFFICE FURNITURE	MACHINERY	LEASEHOLD IMPROVE-MENTS	OTHER [1]	TOTAL
Gross carrying amount							
Balance as at January 1, 2022	**$ 23,318**	**$ 505,796**	**$ 117,886**	**$ 79,376**	**$ 184,979**	**$ 21,695**	**$ 933,050**
Additions	**39**	**44,467**	**4,738**	**17,058**	**25,886**	**16,738**	**108,926**
Effect of foreign currency exchange differences	**—**	**(1,338)**	**498**	**6,226**	**(396)**	**2,076**	**7,066**
Disposals / retirements / salvage / transfers	**(1,228)**	**(16,500)**	**(6,421)**	**(6,964)**	**(11,211)**	**(12,526)**	**(54,850)**
Balance as at December 31, 2022	**$ 22,129**	**$ 532,425**	**$ 116,701**	**$ 95,696**	**$ 199,258**	**$ 27,983**	**$ 994,192**
Accumulated depreciation and impairment losses							
Balance as at January 1, 2022	**$ 5,253**	**$ 368,346**	**$ 98,870**	**$ 40,391**	**$ 83,035**	**$ 3,662**	**$ 599,557**
Depreciation expense	**1,114**	**47,108**	**6,061**	**21,234**	**14,424**	**—**	**89,941**
Effect of foreign currency exchange differences	**—**	**661**	**720**	**2,680**	**449**	**—**	**4,510**
Impairment loss [2]	**—**	**—**	**85**	**9,747**	**—**	**—**	**9,832**
Disposals / retirements / salvage	**(964)**	**(15,998)**	**(5,801)**	**(10,474)**	**(10,965)**	**—**	**(44,202)**
Balance as at December 31, 2022	**$ 5,403**	**$ 400,117**	**$ 99,935**	**$ 63,578**	**$ 86,943**	**$ 3,662**	**$ 659,638**

(1) "Other" includes assets in the course of their construction and land.

(2) In the year ended December 31, 2022, SNC-Lavalin recognized impairment losses in the amount of $9.8 million in "Restructuring and transformation costs" in the consolidated income statement.

13. PROPERTY AND EQUIPMENT (CONTINUED)

	BUILDINGS	COMPUTER EQUIPMENT	OFFICE FURNITURE	MACHINERY	LEASEHOLD IMPROVE-MENTS	OTHER [(1)]	TOTAL
Gross carrying amount							
Balance as at January 1, 2021	$ 50,715	$ 490,112	$ 126,799	$ 90,945	$ 188,422	$ 9,916	$ 956,909
Additions	377	52,448	4,746	10,531	15,528	12,277	95,907
Effect of foreign currency exchange differences	34	(2,780)	(340)	(484)	(528)	37	(4,061)
Disposals / retirements / salvage / transfers	(27,808)	(33,984)	(13,319)	(21,616)	(18,443)	(535)	(115,705)
Balance as at December 31, 2021	$ 23,318	$ 505,796	$ 117,886	$ 79,376	$ 184,979	$ 21,695	$ 933,050
Accumulated depreciation and impairment losses							
Balance as at January 1, 2021	$ 16,751	$ 350,362	$ 104,809	$ 28,511	$ 80,612	$ —	$ 581,045
Depreciation expense	1,755	47,314	6,740	22,776	15,086	—	93,671
Effect of foreign currency exchange differences	33	(2,048)	(272)	(116)	(443)	—	(2,846)
Impairment loss [(2)]	—	5,483	612	2,204	5,009	3,662	16,970
Disposals / retirements / salvage	(13,286)	(32,765)	(13,019)	(12,984)	(17,229)	—	(89,283)
Balance as at December 31, 2021	$ 5,253	$ 368,346	$ 98,870	$ 40,391	$ 83,035	$ 3,662	$ 599,557
Net book value:							
As at December 31, 2022	**$ 16,726**	**$ 132,308**	**$ 16,766**	**$ 32,118**	**$ 112,315**	**$ 24,321**	**$ 334,554**
As at December 31, 2021	$ 18,065	$ 137,450	$ 19,016	$ 38,985	$ 101,944	$ 18,033	$ 333,493
Net book value of assets subject to operating leases:							
As at December 31, 2022	**$ —**	**$ —**	**$ —**	**$ 31,969**	**$ —**	**$ —**	**$ 31,969**
As at December 31, 2021	$ —	$ —	$ —	$ 45,878	$ —	$ —	$ 45,878

(1) “Other” includes assets in the course of their construction and land.

(2) In the year ended December 31, 2021, SNC-Lavalin recognized impairment losses in the amount of $8.3 million in “Restructuring and transformation costs” and in the amount of $8.7 million in “Net income (loss) from discontinued operations” in the consolidated income statement.

An amount of $23.4 million as at December 31, 2022 (2021: $16.9 million) of property and equipment was not being depreciated as the assets were in the course of their construction. The non-cash additions of property and equipment amounted to $5.1 million in the year ended December 31, 2022 (2021: $6.0 million).

14. GOODWILL

The following table details a reconciliation of the carrying amount of the Company’s goodwill:

Balance at January 1, 2021	$ 3,429,478
Net foreign currency exchange differences	(46,535)
Balance at December 31, 2021	3,382,943
Net foreign currency exchange differences	**(12,787)**
Goodwill arising from the acquisition of a business completed in the year	**550**
Balance at December 31, 2022	**$ 3,370,706**

14. GOODWILL (CONTINUED)

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, 2022 and 2021, the Company's goodwill was allocated to the following CGU and groups of CGU:

CGU OR GROUP OF CGU	DECEMBER 31 2022	DECEMBER 31 2021 [(1)]
Engineering Services – United Kingdom, Europe, Middle East, India and Canada	**$ 1,647,511**	$ 1,726,704
Engineering Services – United States, Asia Pacific and Mining & Metallurgy	**1,000,641**	934,966
Nuclear	**634,226**	634,343
O&M	**67,664**	67,664
Linxon	**20,664**	19,266
	$ 3,370,706	$ 3,382,943

(1) Comparative figures have been restated (see Note 2C).

As at October 31, 2022 and 2021, goodwill was not considered to be impaired.

I) IN 2022

In 2022, approximately 49% and 30% of the Company's goodwill balance were allocated to the Engineering Services – United Kingdom, Europe, Middle East, India and Canada CGU and the Engineering Services – United States, Asia Pacific and Mining & Metallurgy CGU, respectively. The recoverable amount of these CGU, determined in accordance with the value in use approach, based on a terminal growth rate of 2.5% and a discount rate of 11.0% for the Engineering Services – United Kingdom, Europe, Middle East, India and Canada CGU and 11.5% for the Engineering Services – United States, Asia Pacific and Mining & Metallurgy CGU, exceeded their carrying amount by approximately $650 million and approximately $320 million as at October 31, 2022, respectively. As at October 31, 2022, assuming all other assumptions remained the same, a 277-basis point and a 217-basis point increase in the discount rate would have caused the carrying amount of the Engineering Services – United Kingdom, Europe, Middle East, India and Canada CGU and Engineering Services – United States, Asia Pacific and Mining & Metallurgy CGU, respectively, to be comparable to their recoverable amount as at that date. No reasonable change in the key assumptions used for these CGU would have resulted in an impairment loss as at October 31, 2022.

The recoverable amount of other CGU or group of CGU was determined based on the value in use approach. Under this approach, the following assumptions were used: cash flows beyond the long-term forecast were extrapolated using a growth rate of 2.5% in 2022 and discount rates ranging from 9.6% to 10.4% have been used in 2022. No reasonable change in the key assumptions used for these other CGU or group of CGU would have resulted in an impairment loss as at October 31, 2022.

II) IN 2021

In 2021, approximately 76% of the Company's goodwill balance was allocated to the EDPM CGU, which no longer existed in 2022 due to the operational realignment that took effect on January 1, 2022 (see Note 2C). The recoverable amount of this CGU, determined in accordance with the value in use approach, based on a terminal growth rate of 2.5% and a discount rate of 9.4%, exceeded its carrying amount by approximately $911 million as at October 31, 2021. As at October 31, 2021, assuming all other assumptions remained the same, a 263-basis point decrease in the terminal growth rate or a 196-basis point increase in the discount rate would have caused the previous EDPM 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, 2021. The recoverable amount of other CGU or group of CGU was determined based on the value in use approach. Under this approach, the following assumptions were used: cash flows beyond the long-term forecast were extrapolated using a growth rate of 2.5% in 2021 and discount rates ranging from 8.5% to 9.9% have been used in 2021.

15. INTANGIBLE ASSETS RELATED TO BUSINESS COMBINATIONS

The following tables reconcile the carrying amount of intangible assets related to business combinations:

	REVENUE BACKLOG	CUSTOMER RELATIONSHIPS	TRADEMARKS	TOTAL
Gross carrying amount				
Balance as at January 1, 2022	**$ 16,415**	**$ 752,648**	**$ 105,889**	**$ 874,952**
Derecognition of intangible assets	**(2,426)**	**—**	**—**	**(2,426)**
Effect of foreign currency exchange differences	**1,015**	**(29,595)**	**772**	**(27,808)**
Balance as at December 31, 2022	**$ 15,004**	**$ 723,053**	**$ 106,661**	**$ 844,718**
Accumulated depreciation and impairment losses				
Balance as at January 1, 2022	**$ 13,771**	**$ 336,686**	**$ 78,779**	**$ 429,236**
Amortization expense	**3,331**	**70,590**	**10,346**	**84,267**
Derecognition of intangible assets	**(2,426)**	**—**	**—**	**(2,426)**
Effect of foreign currency exchange differences	**328**	**(12,660)**	**428**	**(11,904)**
Balance as at December 31, 2022	**$ 15,004**	**$ 394,616**	**$ 89,553**	**$ 499,173**

	REVENUE BACKLOG	CUSTOMER RELATIONSHIPS	TRADEMARKS	TOTAL
Gross carrying amount				
Balance as at January 1, 2021	$ 16,531	$ 766,333	$ 107,323	$ 890,187
Effect of foreign currency exchange differences	(116)	(13,685)	(1,434)	(15,235)
Balance as at December 31, 2021	$ 16,415	$ 752,648	$ 105,889	$ 874,952
Accumulated depreciation and impairment losses				
Balance as at January 1, 2021	$ 11,987	$ 266,548	$ 67,593	$ 346,128
Amortization expense	1,843	75,571	12,063	89,477
Effect of foreign currency exchange differences	(59)	(5,433)	(877)	(6,369)
Balance as at December 31, 2021	$ 13,771	$ 336,686	$ 78,779	$ 429,236
Net book value:				
As at December 31, 2022	**$ —**	**$ 328,437**	**$ 17,108**	**$ 345,545**
As at December 31, 2021	$ 2,644	$ 415,962	$ 27,110	$ 445,716

16. OTHER NON-CURRENT FINANCIAL ASSETS

	DECEMBER 31 2022	DECEMBER 31 2021
Derivative financial instruments related to share unit plans (Note 23C)	**$ —**	$ 2,354
Derivative financial instruments used for hedges	**11,055**	2,276
Non-current portion of finance lease receivables	**7,492**	11,804
Other	**13,517**	8,975
Other non-current financial assets	**$ 32,064**	$ 25,409

The Company's finance lease receivables relate mainly to the subleases of its unused office space. In 2022, the decrease of finance lease receivables was mainly due to the passage of time.

17. OTHER NON-CURRENT NON-FINANCIAL ASSETS

	DECEMBER 31 2022	DECEMBER 31 2021
Post-employment benefit assets (Note 32A)	**$ 55,521**	$ 230,763
PS&PM investments accounted for by the equity method	**70,884**	71,577
Other	**79,193**	13,813
Other non-current non-financial assets	**$ 205,598**	$ 316,153

PS&PM investments accounted for by the equity method – joint ventures

SNC-Lavalin carries out part of its PS&PM 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.

YEARS ENDED DECEMBER 31	2022	2021
Income statements		
Revenues (at 100%)	**$ 2,582,125**	$ 2,465,068
Interest income (at 100%)	**$ 1,195**	$ 81
Interest expense (at 100%)	**$ 1,694**	$ 3,665
Depreciation and amortization (at 100%)	**$ 1,942**	$ 2,627
Income tax expense (at 100%)	**$ 1,670**	$ 3,250

YEARS ENDED DECEMBER 31	2022	2021
Statements of comprehensive income		
Net income (at 100%)	**$ 144,268**	$ 142,681
Other comprehensive loss (at 100%)	**—**	—
Total comprehensive income (at 100%)	**$ 144,268**	$ 142,681

YEARS ENDED DECEMBER 31	2022	2021
Company's share of net income of PS&PM investments based on its ownership interest	**$ 51,649**	$ 54,187
Company's net income from PS&PM investments included in its income statement	**$ 51,649**	$ 54,187

	DECEMBER 31 2022	DECEMBER 31 2021
Statements of financial position		
Cash and cash equivalents (at 100%)	**$ 214,095**	$ 164,410
Other current assets (at 100%)	**600,091**	591,537
Non-current assets (at 100%)	**22,142**	40,251
Total assets (at 100%)	**836,328**	796,198
Trade payables (at 100%)	**540,816**	482,315
Other current financial liabilities (at 100%)	**40,549**	74,621
Current non-financial liabilities (at 100%)	**276**	7,241
Non-current financial liabilities (at 100%)	**26,151**	27,731
Total liabilities (at 100%)	**607,792**	591,908
Net assets (at 100%)	**$ 228,536**	$ 204,290
Company's carrying value of PS&PM investments included in its statement of financial position	**$ 70,884**	$ 71,577

18. OTHER CURRENT FINANCIAL LIABILITIES

		DECEMBER 31 2022		DECEMBER 31 2021
Commitments to invest in Capital investments accounted for by the equity method (Note 5C)	**$**	**24,921**	$	24,921
Retentions on supplier contracts		**117,079**		108,301
Derivative financial instruments used for hedges		**16,636**		16,496
Derivative financial instruments related to share unit plans (Note 23C)		**2,691**		—
Federal charges settlement (PPSC) payable		**40,616**		55,515
Payable related to DPCP Remediation Agreement (Note 33)		**11,393**		—
Other		**520**		537
Other current financial liabilities	**$**	**213,856**	$	205,770

On February 19, 2015, the Royal Canadian Mounted Police and the Public Prosecution Service of Canada ("PPSC") laid charges (the "Charges") against the Company and its indirect subsidiaries SNC-Lavalin International Inc. and SNC-Lavalin Construction Inc. On December 18, 2019, the Company announced it had reached a settlement with the PPSC regarding the Charges (the "federal charges settlement (PPSC)"). As part of the federal charges settlement (PPSC), SNC-Lavalin Construction Inc. is required to pay a fine in the amount of $280 million, payable over 5 years, and was subject to a three-year probation order. The Company estimated the net present value of these installments at $257.3 million at October 18, 2019, the date of the federal charges settlement (PPSC), of which $53.2 million is included in "Other non-current financial liabilities" (see Note 21) as at December 31, 2022 (2021: $106.7 million).

19. OTHER CURRENT NON-FINANCIAL LIABILITIES

		DECEMBER 31 2022		DECEMBER 31 2021
Income taxes and other taxes payable	**$**	**272,688**	$	267,158
Share unit plans' liabilities (Note 23C)		**21,951**		60,961
Other current non-financial liabilities	**$**	**294,639**	$	328,119

20. SHORT-TERM DEBT AND LONG-TERM DEBT

As at December 31, 2022 and 2021, the Company's short-term debt and long-term debt included in its consolidated statement of financial position were as follows:

A) RECOURSE DEBT

		DECEMBER 31 2022		DECEMBER 31 2021
Recourse debt:				
Revolving Facility (i)	**$**	**176,339**	$	96,853
Term Loan (ii)		**499,156**		499,635
Series 4 Debentures (iii)		**199,963**		199,748
Series 6 Debentures (iii)		**298,649**		297,866
Series 7 Debentures (iii)		**296,453**		—
Total recourse short-term debt and long-term debt	**$**	**1,470,560**	$	1,094,102
Less: recourse short-term debt		**376,302**		96,853
Recourse long-term debt	**$**	**1,094,258**	$	997,249

20. SHORT-TERM DEBT AND LONG-TERM DEBT (CONTINUED)

B) LIMITED RECOURSE DEBT

	DECEMBER 31 2022	DECEMBER 31 2021
Limited recourse debt:		
CDPQ Loan (iv)	**$ 400,000**	$ 400,000
Limited recourse long-term debt	**$ 400,000**	$ 400,000

C) NON-RECOURSE DEBT (UNSECURED OR SECURED ONLY BY CAPITAL OR PS&PM INVESTMENT'S SPECIFIC ASSETS)

	DECEMBER 31 2022	DECEMBER 31 2021
Non-recourse debt:		
Senior bonds – InPower BC General Partnership (v) (1)	**$ —**	$ 259,704
Senior Secured Notes from a PS&PM investment (vi)	**22,157**	27,692
Unsecured Loan of Linxon (vii)	**11,769**	9,906
Credit facility – TransitNEXT General Partnership (viii)	**143,738**	124,256
Other	**8,173**	8,215
Total non-recourse short-term debt and long-term debt	**$ 185,837**	$ 429,773
Less: reclassification to "Liabilities of disposal group classified as held for sale" (1)	**—**	259,704
Less: non-recourse short-term debt	**170,984**	14,021
Non-recourse long-term debt	**$ 14,853**	$ 156,048

(1) As at December 31, 2021, the carrying amount of senior bonds of InPower BC General Partnership was included in "Liabilities of disposal group classified as held for sale" in the consolidated statement of financial position (see Notes 5A and 39).

i. As at December 31, 2022, the Company's unsecured revolving credit facility (the "Revolving Facility"), which is part of the Company's credit agreement, dated May 13, 2022, between, among others, the Company, as borrower, and the syndicate of lenders party thereto (as amended, from time to time, the "2022 Credit Agreement"), is comprised of two tranches: (i) tranche A is for an amount of $1,500 million from May 13, 2022 to April 30, 2023 and of $1,350 million from May 1, 2023 to May 13, 2025; and (ii) tranche B is for an amount of $500 million from May 13, 2022 to April 30, 2023 and of $450 million from May 1, 2023 to May 13, 2025. Borrowings under tranche A may be obtained in the form of: (i) prime rate loans; (ii) acceptances; (iii) US base rate loans; (iv) SOFR loans, SONIA loans and EURIBOR loans; and (v) financial, non-financial and documentary letters of credit. Borrowings under tranche B may be obtained only in the form of non-financial and documentary letters of credit. The 2022 Credit Agreement also allows the issuance of up to a maximum aggregate of $2,000 million of financial, non-financial and documentary letters of credit by way of uncommitted bilateral facilities. The 2022 Credit Agreement replaced the 2018 Credit Agreement (defined below) on May 13, 2022 and the term "Revolving Facility" is used to refer to both the revolving credit facility under the 2018 Credit Agreement and under the 2022 Credit Agreement as applicable.

As at December 31, 2021, the Company's unsecured revolving credit facility (the "Revolving Facility"), which was part of the Company's second amended and restated credit agreement, dated April 30, 2018, between, among others, the Company, as borrower, and the syndicate of lenders party thereto (as amended, from time to time, the "2018 Credit Agreement"), was comprised of two tranches: (i) tranche A is for an amount of $2,000 million; and (ii) tranche B is for an amount of $600 million. Borrowings under tranche A were obtained in the form of: (i) prime rate loans; (ii) acceptances; (iii) US base rate loans; (iv) LIBOR loans in US dollars, Euros and British pounds; and (v) non-financial, financial or documentary letters of credit. Borrowings under tranche B were obtained only in the form of non-financial or documentary letters of credit. The aggregate outstanding amount of uncommitted bilateral letters of credit allowed under the 2018 Credit Agreement was $3,000 million. The 2018 Credit Agreement was replaced by the 2022 Credit Agreement on May 13, 2022 and the term "Revolving Facility" is used to refer to both the revolving credit facility under the 2018 Credit Agreement and under the 2022 Credit Agreement as applicable.

20. SHORT-TERM DEBT AND LONG-TERM DEBT (CONTINUED)

As at December 31, 2022 and 2021, the cash draws and letters of credit outstanding under the Company's Revolving Facility were as follows:

AT DECEMBER 31, 2022	COMMITTED	CASH DRAWS	LETTERS OF CREDIT OUTSTANDING	UNUSED
Revolving Facility	**$ 2,000,000**	**$ 180,306**	**$ 186,406** [1]	**$ 1,633,288**

[1] Includes $2.8 million of financial letters of credit

AT DECEMBER 31, 2021	COMMITTED	CASH DRAWS	LETTERS OF CREDIT OUTSTANDING	UNUSED
Revolving Facility	$ 2,600,000	$ 99,950	$ 207,389 [2]	$ 2,292,661

[2] Includes $3.5 million of financial letters of credit

In addition, as at December 31, 2022, $1,387.3 million (2021: $1,339.9 million) of uncommitted bilateral letters of credit were outstanding, of which $94.1 million (2021: $94.4 million) related to financial letters of credit.

ii. The Company's non-revolving term loan, which is part of the 2022 Credit Agreement since May 13, 2022, and which was part of the 2018 Credit Agreement before May 13, 2022, is in the principal amount of $500 million (the "Term Loan"). The term "Term Loan" is used to refer to both the non-revolving term loan under the 2018 Credit Agreement and under the 2022 Credit Agreement. Borrowings under the Term Loan are being made available by way of prime rate loans or acceptances. The Term Loan matures in May 2025.

iii. These unsecured debentures were issued as follows: (i) $175 million in floating rate Series 3 Debentures due in March 2021 bearing interest at a rate equal to the 3-month CDOR plus applicable margin (the "Series 3 Debentures"); (ii) $200 million in 3.235% *per annum* Series 4 Debentures due in March 2023 (the "Series 4 Debentures"); and (iii) $300 million in 3.80% *per annum* Series 6 Debentures due in August 2024 (the "Series 6 Debentures"). The Series 3 Debentures were repaid in full at their maturity in March 2021. In 2022, the Company issued, on a private placement basis, new unsecured Series 7 Debentures in the principal amount of $300 million, which bear interest at the rate of 7.00% *per annum* and mature in June 2026 (the "Series 7 Debentures").

iv. The loan ("CDPQ Loan") made under the loan agreement (as amended, from time to time, the "CDPQ Loan Agreement"), dated April 20, 2017, between SNC-Lavalin Highway Holdings Inc. ("Highway Holdings"), an indirect wholly-owned subsidiary of the Company holding the shares of Highway 407 ETR, as borrower, and CDPQ Revenu fixe I Inc. (previously, CDPQ Revenu Fixe Inc.), as lender, is a limited recourse debt comprised of two tranches: (i) tranche A which is a non-revolving term loan in an aggregate amount of $400 million (2021: $400 million); and (ii) tranche B which was a non-revolving term loan in an aggregate amount of $500 million. Recourse is limited to specific circumstances of enforcement on or against the shares of Highway Holdings. Each of tranche A and tranche B was available by way of a single drawdown by Highway Holdings. Borrowings under tranche A and tranche B bear interest at a base annual rate, which is the greater of: (i) the CDOR rate; and (ii) 0.9%, plus an applicable margin. In 2018, the Company repaid borrowings under tranche B of its CDPQ Loan in full. Tranche A of the CDPQ Loan matures in July 2024.

In 2022 and 2021, the CDPQ Loan Agreement was amended to disapply a condition under a restrictive covenant in order to allow dividends received by Highway Holdings from Highway 407 ETR in 2022 and 2021 to be distributed to the Company.

v. The senior bonds of InPower BC General Partnership in the principal amount of $300 million bore interest at an annual rate of 4.471% and were due in 2033. The senior bonds were secured by all assets of InPower BC General Partnership. InPower BC General Partnership was disposed of in 2022 (see Note 5A).

vi. The senior secured notes of a subsidiary of the Company are up to US$40.0 million (approximately CA$54.4 million) aggregate principal amount (the "Senior Secured Notes"), of which US$38.0 million (approximately CA$51.7 million) aggregate principal amount was issued as at December 31, 2022 (2021: US$38.0 million [approximately CA$48.6 million]). The Senior Secured Notes are payable in instalments until 2026 and bear interest at a variable rate. The net proceeds from the issuance of the senior secured notes are used by the subsidiary of the Company to finance certain long-term assets associated to a BOO (Build-Own-Operate) contract.

20. SHORT-TERM DEBT AND LONG-TERM DEBT (CONTINUED)

vii. In relation to the acquisition of Linxon by SNC-Lavalin in 2018, the holder of the non-controlling interest of 49% in Linxon granted an unsecured loan (the “Unsecured Loan”) and provided an unsecured working capital revolving credit facility to Linxon. The Unsecured Loan in the principal amount of US$9.3 million (approximately CA$12.7 million) (2021: approximately CA$11.9 million) is an interest-free loan and is repayable in full in September 2023. The working capital credit facility in a maximum aggregate amount of €30.0 million (2021: approximately CA$43.6 million) bore interest at a variable rate and was extinguished on September 30, 2022.

viii. The credit facility of TransitNEXT General Partnership in the aggregate maximum principal amount of $149.0 million bears interest at a rate of CDOR plus an applicable margin and is repayable upon meeting certain conditions, but at the latest in February 2024. The credit facility is secured by all assets of TransitNEXT. In addition, a wholly-owned entity indirectly holding TransitNEXT entered into a term loan facility agreement. The aggregate principal amount of the term loan facility is $99.7 million and cannot be drawn until substantial completion of the Trillium project is achieved. The term loan facility bears interest at an annual rate of: i) 4.82% prior to August 10, 2026; and ii) CDOR plus an applicable margin from and after August 10, 2026. The maturity of the term loan facility is the earlier of: i) the date that is 4 years after the substantial completion date of the Trillium project; and ii) March 29, 2028. The term loan facility is secured by all assets of such entity indirectly holding TransitNEXT and the interests and securities issued by the entity indirectly holding TransitNEXT have also been pledged to the project lenders.

D) REPAYMENT OF PRINCIPAL OF SHORT-TERM DEBT AND LONG-TERM DEBT

The future principal payments of SNC-Lavalin’s recourse, limited recourse and non-recourse short-term and long-term debt are summarized below and reconciled to their net carrying amount:

AT DECEMBER 31, 2022	RECOURSE	LIMITED RECOURSE	NON-RECOURSE	TOTAL
2023	$ **380,306**	$ **—**	$ **172,369**	$ **552,675**
2024	**300,000**	**400,000**	**7,620**	**707,620**
2025	**500,000**	**—**	**7,620**	**507,620**
2026	**300,000**	**—**	**272**	**300,272**
Total	$ **1,480,306**	$ **400,000**	$ **187,881**	$ **2,068,187**
Net unamortized deferred financing costs and unamortized discounts	**(9,746)**	**—**	**(2,044)**	**(11,790)**
Net carrying amount of short-term debt and long-term debt	$ **1,470,560**	$ **400,000**	$ **185,837**	$ **2,056,397**

21. OTHER NON-CURRENT FINANCIAL LIABILITIES

	DECEMBER 31 2022	DECEMBER 31 2021
Federal charges settlement (PPSC) payable (Note 18)	$ **53,232**	$ 106,684
Payable related to DPCP Remediation Agreement (Note 33)	**10,786**	—
Contingent consideration payable to seller related to Linxon acquisition	**15,287**	15,020
Derivative financial instrument used for hedges	**5,811**	940
Derivative financial instrument related to share unit plans (Note 23C)	**7,814**	239
Other	**7,154**	14,636
Other non-current financial liabilities	$ **100,084**	$ 137,519

22. PROVISIONS

	Pension, other long-term benefits and other post-employment benefits	Forecasted losses on certain contracts	Restructuring	Other [1]	Total
Balance at January 1, 2022	$ 250,437	$ 61,983	$ 58,542	$ 525,061	$ 896,023
Additional provisions recognized in the year	21,670	34,731	13,440	79,839	149,680
Amounts used during the year	(115,031)	(35,221)	(32,177)	(191,355)	(373,784)
Unused amounts reversed during the year	—	(9,975)	—	(26,874)	(36,849)
Remeasurement recognized in equity	124,157	—	—	—	124,157
Increase from the passage of time, effect of changes in discount rates and effect of foreign currency exchange differences	5,064	(74)	340	(1,852)	3,478
Decrease in post-employment benefit assets	(175,242)	—	—	—	(175,242)
Balance at December 31, 2022	**$ 111,055**	**$ 51,444**	**$ 40,145**	**$ 384,819**	**$ 587,463**
Presented on the statement of financial position as follows:					
Current portion of provisions					**$ 240,108**
Non-current portion of provisions					**$ 347,355**

(1) Other provisions include mainly provisions recognized for legal proceedings and claims, indemnification from past disposals of PS&PM businesses, warranty and other project provisions, environmental liabilities and other asset retirement obligations. Due to the nature of these provisions, the Company does not provide information on each individual component separately.

The expected timing of outflows of economic benefits relating to the Company's provisions are as follows: i) most of the provisions for legal proceedings and claims relate to matters that are subject to significant uncertainties, including uncertainties over the timing of resolution, which could extend to several 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 for severance and up to 15 years for onerous contracts under lease arrangements; iv) warranty expenditures are expected to take place within the next 5 years; and v) most of the other provisions are expected to be resolved over the next 10 years. The main assumptions used to determine the provision for pension, other long-term benefits 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 32.

23. 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 rights, privileges, restrictions and conditions attaching thereto, prior to their issue.

The issued and outstanding share capital 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.

23. SHARE CAPITAL (CONTINUED)

B) STOCK OPTION PLAN

The main features of the stock option plan are summarized below:

	2013 STOCK OPTION PLAN
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
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 the optionee is eligible to retire, both vested and unvested options continue to run their normal course. In the event of death, vested options of the optionee remain exercisable by his/her legal representatives within a period of one year following such death, and unvested options of the optionee are cancelled as of the date of death. In the event of change of control of the Company, if the options are not honoured, assumed or converted to an alternative award of a successor entity, each unvested option becomes exercisable immediately prior to the change of control, allowing the optionee to exercise such option, and any unexercised option expires upon the change of control.

The table below presents the changes in the number of stock options outstanding in 2022. There were no stock options outstanding in 2021.

	2022	
	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE (IN DOLLARS)
Options outstanding at beginning of year	**—**	**$ —**
Granted [(1)]	**378,511**	**$ 31.12**
Forfeited	**(39,272)**	**$ 31.15**
Options outstanding at end of year	**339,239**	**$ 31.11**

(1) The weighted average fair value of stock options granted was $10.31 in 2022.

The table below summarizes information regarding the stock options outstanding and exercisable as at December 31, 2022.

		OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
EXERCISE PRICE	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)
$ 31.15	2022	325,112	62	$ 31.15	—	$ —
$ 30.25	2022	14,127	62	$ 30.25	—	$ —
		339,239	62	$ 31.11	—	$ —

As at December 31, 2022, 2,448,624 stock options remained available for future grants under the 2013 stock option plan (2021: 2,787,863 stock options).

The stock option compensation cost recorded in the year ended December 31, 2022 was $1.4 million (2021: nil).

The following table presents the weighted average assumptions used to determine the stock option compensation cost, using the Black-Scholes option pricing model, for the year ended December 31, 2022:

YEAR ENDED DECEMBER 31	2022
Risk-free interest rate	**1.96%**
Expected stock price volatility	**37.02%**
Expected option life	**4.5 years**
Expected dividend yield	**0.25%**

The underlying expected volatility was determined by reference to historical data.

23. SHARE CAPITAL (CONTINUED)

C) SHARE UNIT PLANS

As at December 31, 2022 and 2021, the Company had three share unit compensation plans for executives, namely the 2019 PSU plan, the 2019 RSU plan, and the 2009 DSU 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 DSU PLAN	2019 RSU PLAN	2019 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
Number of units	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 typically vest at a rate of 20% per year at the end of each calendar year following the grant date. At the discretion of the Company's Board of Directors, alternative vesting schedules could be used for grants made on an ad hoc basis [(1)]	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 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 15th 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 1st 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 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, termination without cause or retirement, unvested units expire immediately with no payment being made. If a participant is terminated for cause before the end of the vesting period, all 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, termination without cause 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, termination without cause 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, termination without cause 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. If a participant terminates his employment voluntarily for reasons other than death, termination without cause or retirement, vested units will become payable on the date of the first anniversary following the participant's last day of employment. In the event of change of control of the Company, if the units are not assumed or converted into or substituted by an alternative award of a successor entity, the units fully vest immediately prior to the change of control and become payable within thirty days following the first anniversary of such change of control	In the event of death, termination without cause or retirement of a participant before the end of the vesting period, the units vest on a pro rata basis, with payment being made no later than March 15th of the year following the event. In the event of change of control of the Company, if the units are not assumed or converted into or substituted by an alternative award of a successor entity, the units fully vest immediately prior to the change of control and become payable not later than March 15th of the year following the event	In the event of death, termination without cause or retirement of a participant before the end of the vesting period, the units vest on a pro rata basis, with payment being made no later than two and a half months following the event. In the event of change of control of the Company, if the units are not assumed or converted into or substituted by an alternative award of a successor entity, the units fully vest immediately prior to the change of control and become payable no later than two and a half months following the event

(1) Executives subject to share ownership requirements have the option to elect to convert all or part of their annual bonus into deferred share units under the 2009 DSU plan to assist them in meeting their requirements. Deferred share units received pursuant to such election are immediately vested.

23. SHARE CAPITAL (CONTINUED)

The terms and conditions of the DSU plan are as follows: each member of the Board of Directors of SNC-Lavalin Group Inc. (the "member") receives an annual retainer consisting of: (a) a lump sum credited in DSU plan units, and (b) a cash award payment. Each member may elect to receive 100% of the cash award payment, as well as 100% of their committee chair retainer, meeting fees and travel fees, if applicable, in either cash or DSU plan units. DSU plan units track the price of SNC-Lavalin's common shares on the Toronto Stock Exchange. They accumulate during a member's term in office and are redeemed in cash when the member leaves the Board of Directors. For the purposes of redeeming DSU plan units, the value of a unit on any given date is equivalent to the average of the closing price for a common share on the Toronto Stock Exchange for the five trading days immediately prior to such date. DSU plan units are credited on a quarterly basis and do not carry voting rights. Furthermore, additional DSU plan units accumulate as dividend equivalents whenever cash dividends are paid on common shares.

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, 2022 and 2021:

YEARS ENDED DECEMBER 31	**2022**		2021	
	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)
2019 PSU plan	**714,346**	**$ 31.24**	841,434	$ 28.69
2019 RSU plan	**865,419**	**$ 31.14**	748,350	$ 28.70
DSU plan	**90,950**	**$ 24.15**	37,931	$ 28.66
2009 DSU plan	**—**	**$ —**	64,144	$ 31.44

The Company has entered into derivative financial instruments with investment grade financial institutions to limit the Company's exposure to the variability of the units caused by fluctuations in its share price. The derivative financial instruments, the fair value of which fluctuates in accordance with the movement in the Company's share price, are required to be classified as at FVTPL. As such, they are measured at fair value on the consolidated statement of financial position under "Other current financial assets" (see Note 11) and "Other non-current financial assets" (see Note 16) if the fair value of a derivative financial instrument is favourable or under "Other current financial liabilities" (see Note 18) and "Other non-current financial liabilities" (see Note 21) if the fair value of a derivative financial instrument is unfavourable.

The compensation expense related to the share unit plans was $15.7 million for the year ended December 31, 2022 (2021: $36.8 million).

The total intrinsic value of the share unit plans' liabilities for which the participants' right to cash vested was $9.3 million as at December 31, 2022 (2021: $13.4 million), while the share unit plans' liabilities amounted to $50.5 million as at December 31, 2022 (2021: $61.0 million).

D) WEIGHTED AVERAGE NUMBER OF OUTSTANDING SHARES – BASIC AND DILUTED

The weighted average number of outstanding shares in 2022 and 2021 used to calculate the basic and diluted earnings per share were as follows:

YEARS ENDED DECEMBER 31 (IN THOUSANDS)	**2022**	2021
Weighted average number of outstanding shares – basic	**175,554**	175,554
Weighted average number of outstanding shares – diluted	**175,554**	175,554

In 2022, 339,239 outstanding stock options were not included in the computation of diluted earnings per share because they were anti-dilutive. In 2021, no dilutive effect of stock options has been calculated as no stock options were outstanding during this period.

E) DIVIDENDS

During the year ended December 31, 2022, the Company recognized as distributions to its equity shareholders dividends of $14.0 million or $0.08 per share (2021: $14.0 million or $0.08 per share).

24. OTHER COMPONENTS OF EQUITY

The Company has the following elements, net of income taxes, within its other components of equity at December 31, 2022 and 2021:

	DECEMBER 31 2022	DECEMBER 31 2021
Exchange differences on translating foreign operations	**$ (335,279)**	$ (329,121)
Cash flow hedges	**(4,876)**	(4,148)
Share of other comprehensive income (loss) of investments accounted for by the equity method	**—**	—
Other components of equity	**$ (340,155)**	$ (333,269)

- 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 hedging instruments, if any, 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.
- 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 other comprehensive income (loss) from its investments accounted for by the equity method.

A) ITEMS THAT WILL BE RECLASSIFIED SUBSEQUENTLY TO NET INCOME

The following table provides a reconciliation of each element of other components of equity for the years ended December 31, 2022 and 2021:

YEARS ENDED DECEMBER 31	2022	2021
Exchange differences on translating foreign operations:		
Balance at beginning of year	**$ (329,121)**	$ 292,568
Current year losses	**(19,179)**	(49,487)
Reclassification to net income	**—**	(572,817)
Net investment hedge – current year gains	**10,458**	615
Income taxes relating to current year gains	**2,563**	—
Balance at end of the year	**(335,279)**	(329,121)
Cash flow hedges:		
Balance at beginning of the year	**(4,148)**	(17,450)
Current year gains	**3,642**	11,979
Income taxes relating to current year gains	**(1,085)**	(566)
Reclassification to net income	**(5,114)**	2,360
Income taxes relating to amounts reclassified to net income	**1,829**	(471)
Balance at end of the year	**(4,876)**	(4,148)
Share of other comprehensive income (loss) of investments accounted for by the equity method:		
Balance at beginning of the year	**—**	(1,044)
Current year share	**—**	1,419
Income taxes relating to current year share	**—**	(375)
Balance at end of the year	**—**	—
Other components of equity	**$ (340,155)**	$ (333,269)

24. OTHER COMPONENTS OF EQUITY (CONTINUED)

B) ITEMS THAT WILL NOT BE RECLASSIFIED SUBSEQUENTLY TO NET INCOME

Remeasurement recognized in other comprehensive income

The following table presents changes in the cumulative amount of remeasurement gains (losses) recognized in other comprehensive income relating to defined benefit pension plans and other post-employment benefits for the years ended December 31, 2022 and 2021:

YEARS ENDED DECEMBER 31	2022			2021		
	BEFORE TAX	INCOME TAX (1)	NET OF TAX	BEFORE TAX	INCOME TAX (1)	NET OF TAX
Cumulative amount at January 1	**$ 298,692**	**$ (59,409)**	**$ 239,283**	$ (166,186)	$ 35,253	$ (130,933)
Remeasurement recognized during the year:						
Defined benefit pension plans	**(124,231)**	**28,349**	**(95,882)**	451,902	(93,898)	358,004
Other post-employment benefits	**74**	**(88)**	**(14)**	12,976	(764)	12,212
	(124,157)	**28,261**	**(95,896)**	464,878	(94,662)	370,216
Cumulative amount at December 31	**$ 174,535**	**$ (31,148)**	**$ 143,387**	$ 298,692	$ (59,409)	$ 239,283

(1) For the year ended December 31, 2022, an amount of deferred income tax asset of $ 11.8 million (2021: deferred income tax liability of $106.3 million) is included in deferred income taxes while the remaining balance of income tax recovery of $ 16.5 million (2021: $11.6 million) is included in current income taxes.

Equity instruments designated at fair value through other comprehensive income

The following table presents changes in fair value of the equity instruments designated at fair value through other comprehensive income for the years ended December 31, 2022 and 2021:

YEARS ENDED DECEMBER 31	2022			2021		
	BEFORE TAX	INCOME TAX	NET OF TAX	BEFORE TAX	INCOME TAX	NET OF TAX
Cumulative amount at January 1	**$ (4,033)**	**$ 105**	**$ (3,928)**	$ (9,782)	$ 105	$ (9,677)
Gains recognized during the year	**2,060**	**(255)**	**1,805**	5,749	—	5,749
Cumulative amount at December 31	**$ (1,973)**	**$ (150)**	**$ (2,123)**	$ (4,033)	$ 105	$ (3,928)

25. CORPORATE SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

YEARS ENDED DECEMBER 31	2022	2021 (2)
Selling expenses	**$ 239**	$ 128
General and administrative expenses	**123,731**	144,945
Corporate selling, general and administrative expenses before loss (gain) arising on financial instruments at fair value through profit or loss	**123,970**	145,073
Loss (gain) arising on financial instruments at fair value through profit or loss	**3,299**	(3,725)
Corporate selling, general and administrative expenses	**$ 127,269**	$ 141,348

(2) Comparative figures have been restated (see Note 2D).

26. RESTRUCTURING AND TRANSFORMATION COSTS

YEARS ENDED DECEMBER 31	2022	2021
Restructuring costs	**$ 49,334**	$ 49,222
Transformation costs	**33,541**	20,895
Restructuring and transformation costs	**$ 82,875**	$ 70,117

I) IN 2022

The restructuring costs of $49.3 million recognized in 2022 included $35.9 million of non-cash charges, notably $26.1 million of impairment losses on right-of-use assets, mainly relating to non-cash charges incurred to right size the office real estate footprint to align with new working practices, and $9.8 million of impairment losses on property and equipment, while the remaining balance was mainly for severances.

26. RESTRUCTURING AND TRANSFORMATION COSTS (CONTINUED)

II) IN 2021

The restructuring costs of $49.2 million recognized in 2021 were mainly related to actions taken in the Engineering Services and Nuclear segments, partly for severances, and also included $25.2 million of non-cash charges, notably $16.9 million of impairment losses on right-of-use assets and $8.3 million of impairment losses on property and equipment.

27. NET FINANCIAL EXPENSES

YEARS ENDED DECEMBER 31		2022		2021
Interest on debt:				
Recourse	**$**	**61,941**	$	35,298
Limited recourse		**21,711**		15,827
Non-recourse		**8,028**		20,411
Interest on lease liabilities		**18,833**		18,024
Other		**17,884**		24,296
Financial expenses		**128,397**		113,856
Financial income		**(8,787)**		(4,809)
Net foreign exchange losses (gains)		**(3,861)**		1,403
Financial income and net foreign exchange losses (gains)		**(12,648)**		(3,406)
Net financial expenses	**$**	**115,749**	$	110,450

28. STATEMENTS OF CASH FLOWS

A) DEPRECIATION AND AMORTIZATION

The following table presents the items composing “Depreciation and amortization” for the years ended December 31, 2022 and 2021:

YEARS ENDED DECEMBER 31		2022		2021 [(1)]
Property and equipment	**$**	**89,941**	$	93,671
Intangible assets related to business combinations		**84,267**		89,477
Right-of-use assets		**77,251**		88,166
Total	**$**	**251,459**	$	271,314

The depreciation and amortization charge was presented in the Company’s income statements in the following lines for the years ended December 31, 2022 and 2021:

YEARS ENDED DECEMBER 31		2022		2021 [(1)]
Direct costs of activities	**$**	**162,726**	$	170,125
Corporate selling, general and administrative expenses		**4,466**		6,899
Amortization of intangible assets related to business combinations		**84,267**		89,477
Net income from discontinued operations		**—**		4,813
Total	**$**	**251,459**	$	271,314

(1) Effective January 1, 2022, the Company decided to present “Depreciation and amortization” separately from “Other reconciling items”, both presented in operating activities in the consolidated statements of cash flows. The Company has restated the comparative figures accordingly.

28. STATEMENTS OF CASH FLOWS (CONTINUED)

B) OTHER RECONCILING ITEMS

The following table presents the items to reconcile net income (loss) to cash flows from operating activities presented in the statements of cash flows for the years ended December 31, 2022 and 2021:

YEARS ENDED DECEMBER 31	2022	2021 (1) (2)
Income taxes recognized in net income	**$ (28,348)**	$ (69,190)
Net financial expenses recognized in net income	**115,749**	110,614
Expense recognized in respect of cash-settled share-based payment arrangements (Note 23C)	**15,667**	36,801
Expense recognized in respect of stock options (Note 23B)	**1,418**	—
Income from Capital investments accounted for by the equity method	**(75,529)**	(85,002)
Dividends and distributions received from Capital investments accounted for by the equity method	**65,871**	76,584
Income from PS&PM investments accounted for by the equity method	**(51,649)**	(56,329)
Dividends and distributions received from PS&PM investments accounted for by the equity method	**53,545**	55,965
Net change in provisions related to forecasted losses on certain contracts	**(18,551)**	(42,119)
Gain on disposals of Capital investments (Note 5A)	**(3,747)**	(5,000)
Restructuring and transformation costs recognized in net income	**82,875**	87,613
Restructuring and transformation costs paid	**(64,213)**	(59,133)
Loss (gain) on disposals of PS&PM businesses (Note 6C)	**7,481**	(572,429)
DPCP Remediation Agreement expense (Note 33)	**27,437**	—
Payments related to federal charges settlement (PPSC) and DPCP Remediation Agreement (2)	**(76,983)**	(56,000)
Loss (gain) arising on financial instruments at fair value through profit or loss (Note 25)	**3,299**	(3,725)
Reversal of impairment loss on remeasurement of assets of disposal groups classified as held for sale to fair value less cost to sell	**—**	(6,232)
Net change in other provisions (3)	**(59,600)**	68,725
Other (2)	**(33,070)**	(24,695)
Other reconciling items	**$ (38,348)**	$ (543,552)

(1) Effective January 1, 2022, the Company decided to present "Depreciation and amortization" separately from "Other reconciling items", both presented in operating activities in the consolidated statements of cash flows. The Company has restated the comparative figures accordingly.

(2) Effective as of the fourth quarter of 2022, the Company presents "Payments related to federal charges settlement (PPSC) and DPCP Remediation Agreement" separately from "Other". The Company has restated the comparative figures accordingly.

(3) Net change in other provisions includes changes in all provisions, except for: i) pension, other long-term benefits and other post-employment benefits, which change is included in "Other"; ii) forecasted losses on certain contracts, which change is separately presented in the table above; and iii) restructuring, which change is separately presented in the table above.

28. STATEMENTS OF CASH FLOWS (CONTINUED)

C) 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 years ended December 31, 2022 and 2021:

YEARS ENDED DECEMBER 31	2022	2021
Decrease (increase) in trade receivables	$ (34,775)	$ 42,036
Increase in contract assets	(130,064)	(163,760)
Increase in inventories	(492)	(941)
Decrease (increase) in other current financial assets	(30,308)	150,207
Increase in other current non-financial assets	(70,433)	(41,466)
Increase (decrease) in trade payables and accrued liabilities	21,207	(63,528)
Increase (decrease) in contract liabilities	3,823	(14,186)
Increase in other current financial liabilities	7,172	75,082
Decrease in other current non-financial liabilities	(26,700)	(80,663)
Net change in non-cash working capital items	$ (260,570)	$ (97,219)

D) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

The following table provides a reconciliation between the opening and closing balances in the statement of financial position for liabilities arising from financing activities for the year ended December 31, 2022:

	Recourse [(1)] debt	Limited recourse debt	Non-[(2)] recourse debt	Lease [(3)] liabilities	Dividends declared to SNC-Lavalin shareholders	Other non-[(4)] current financial liabilities	Other non-[(4)] current non-financial liabilities
Balance at January 1, 2022	$ 1,094,102	$ 400,000	$ 170,069	$ 497,058	$ —	$ 137,519	$ 37
Changes arising from cash flows:							
Increase	775,100	—	19,336	—	—	—	75
Repayment	(401,523)	—	(7,288)	(85,462)	(14,044)	(1,632)	(112)
Total – changes arising from cash flows	373,577	—	12,048	(85,462)	(14,044)	(1,632)	(37)
Non-cash changes:							
Declaration of dividends to SNC-Lavalin shareholders	—	—	—	—	14,044	—	—
Effect of foreign currency exchange differences	129	—	2,217	(6,537)	—	(6,660)	—
Amortization of deferred financing costs and discounts and increase from the passage of time	3,332	—	1,503	—	—	6,415	—
Payable related to deferred financing costs	(580)	—	—	—	—	—	—
Change in fair value of derivatives used for hedges	—	—	—	—	—	6,982	—
Change in fair value of contingent consideration related to the Linxon transaction	—	—	—	—	—	846	—
Net increase of lease liabilities	—	—	—	31,226	—	—	—
Other non-cash changes	—	—	—	—	—	—	28,529
Reclassification of payable related to federal charges settlement (PPSC) to "Other current financial liabilities"	—	—	—	—	—	(53,447)	—
Payable related to DPCP Remediation Agreement	—	—	—	—	—	10,061	—
Balance at December 31, 2022	$ 1,470,560	$ 400,000	$ 185,837	$ 436,285	$ —	$ 100,084	$ 28,529

[(1), (2), (3), (4)] See Notes 1, 2, 3 and 4 on the following page

28. STATEMENTS OF CASH FLOWS (CONTINUED)

CHANGES ARISING FROM CASH FLOWS – RECOURSE DEBT AND NON-RECOURSE DEBT

YEAR ENDED DECEMBER 31	2022		
	INCREASE OF DEBT	REPAYMENT OF DEBT	PAYMENT FOR DEBT ISSUE COSTS
Recourse debt:			
Revolving Facility	$ 462,712	$ (382,305)	$ (3,010)
Term Loan	—	—	(805)
Series 7 Debentures [Note 20C (iii)]	296,985	—	—
Bank overdraft	15,403	(15,403)	—
Total – Recourse debt	775,100	(397,708)	(3,815)
Non-recourse debt:			
Credit facility – TransitNEXT General Partnership	19,336	—	—
Senior Secured Notes of a PS&PM investment	—	(7,288)	—
Total – Non-recourse debt	19,336	(7,288)	—
Total	$ 794,436	$ (404,996)	$ (3,815)

(1) Recourse short-term debt and recourse long-term debt were presented in the Company's consolidated statements of financial position as follows:

	DECEMBER 31 2022	JANUARY 1 2022
Recourse short-term debt	$ 376,302	$ 96,853
Recourse long-term debt	1,094,258	997,249
Total	$ 1,470,560	$ 1,094,102

(2) Non-recourse short-term debt and non-recourse long-term debt were presented in the Company's consolidated statements of financial position as follows:

	DECEMBER 31 2022	JANUARY 1 2022
Non-recourse short-term debt	$ 170,984	$ 14,021
Non-recourse long-term debt	14,853	156,048
Total	$ 185,837	$ 170,069

(3) Lease liabilities were presented in the Company's consolidated statements of financial position as follows:

	DECEMBER 31 2022	JANUARY 1 2022
Current portion of lease liabilities	$ 87,625	$ 91,317
Non-current portion of lease liabilities	348,660	405,741
Total	$ 436,285	$ 497,058

(4) Changes arising from cash flows of other non-current financial liabilities and other non-current non-financial liabilities were presented in the financing activities in the Company's consolidated statement of cash flows as follows:

YEAR ENDED DECEMBER 31	2022
Other non-current financial liabilities	$ (1,632)
Other non-current non-financial liabilities	(37)
Other	(1,332)
Total	$ (3,001)

28. STATEMENTS OF CASH FLOWS (CONTINUED)

The following table provides a reconciliation between the opening and closing balances in the statement of financial position for liabilities arising from financing activities for the year ended December 31, 2021:

	Recourse (1) debt	Limited recourse debt	Non-(2) recourse debt	Lease (3) liabilities	Dividends declared to SNC-Lavalin shareholders	Other non-(4) current financial liabilities	Other non-(4) current non-financial liabilities
Balance at January 1, 2021	$ 1,170,965	$ 400,000	$ 431,545	$ 496,610	$ —	$ 193,861	$ 219
Changes arising from cash flows:							
Increase	99,950	—	21,089	—	—	3,605	50
Repayment	(177,214)	—	(24,252)	(99,775)	(14,044)	(1,679)	(265)
Total – changes arising from cash flows	(77,264)	—	(3,163)	(99,775)	(14,044)	1,926	(215)
Non-cash changes:							
Declaration of dividends to SNC-Lavalin shareholders	—	—	—	—	14,044	—	—
Effect of foreign currency exchange differences	(180)	—	(716)	(2,543)	—	(4,344)	33
Amortization of deferred financing costs and discounts and increase from the passage of time	3,690	—	2,107	—	—	7,634	—
Change in fair value of derivatives used for hedges	—	—	—	—	—	(7,385)	—
Change in fair value of contingent consideration related to the Linxon transaction	—	—	—	—	—	(131)	—
Reclassification of deferred financing costs to "Other non-current non-financial assets"	(3,109)	—	—	—	—	—	—
Net increase of lease liabilities	—	—	—	102,766	—	—	—
Reclassification of payable related to federal charges settlement (PPSC) to "Other current financial liabilities"	—	—	—	—	—	(54,042)	—
Reclassification to liabilities of disposal groups classified as held for sale (Note 20C)	—	—	(259,704)	—	—	—	—
Balance at December 31, 2021	$ 1,094,102	$ 400,000	$ 170,069	$ 497,058	$ —	$ 137,519	$ 37

(1), (2), (3), (4) See Notes 1, 2, 3 and 4 on the following page

28. STATEMENTS OF CASH FLOWS (CONTINUED)

CHANGES ARISING FROM CASH FLOWS – RECOURSE DEBT AND NON-RECOURSE DEBT

YEAR ENDED DECEMBER 31	2021		
	INCREASE OF DEBT	REPAYMENT OF DEBT	PAYMENT FOR DEBT ISSUE COSTS
Recourse debt:			
Revolving Facility	$ 99,950	$ —	$ (2,198)
Series 3 Debentures [Note 20C (iii)]	—	(175,000)	—
Series 6 Debentures	—	—	(16)
Total – Recourse debt	99,950	(175,000)	(2,214)
Non-recourse debt:			
Senior Bonds – InPower BC General Partnership	—	(17,239)	—
Credit facility – TransitNEXT General Partnership	21,089	—	—
Senior Secured Notes of a PS&PM investment	—	(7,013)	—
Total – Non-recourse debt	21,089	(24,252)	—
Total	$ 121,039	$ (199,252)	$ (2,214)

(1) Recourse short-term debt and recourse long-term debt were presented in the Company's consolidated statements of financial position as follows:

	DECEMBER 31 2021	JANUARY 1 2021
Recourse short-term debt	$ 96,853	$ 174,960
Recourse long-term debt	997,249	996,005
Total	$ 1,094,102	$ 1,170,965

(2) Non-recourse short-term debt and non-recourse long-term debt were presented in the Company's consolidated statements of financial position as follows:

	DECEMBER 31 2021	JANUARY 1 2021
Non-recourse short-term debt	$ 14,021	$ 31,262
Non-recourse long-term debt	156,048	400,283
Total	$ 170,069	$ 431,545

(3) Lease liabilities were presented in the Company's consolidated statements of financial position as follows:

	DECEMBER 31 2021	JANUARY 1 2021
Current portion of lease liabilities	$ 91,317	$ 97,409
Non-current portion of lease liabilities	405,741	399,201
Total	$ 497,058	$ 496,610

(4) Changes arising from cash flows of other non-current financial liabilities and other non-current non-financial liabilities were presented in the financing activities in the Company's consolidated statement of cash flows as follows:

YEAR ENDED DECEMBER 31	2021
Other non-current financial liabilities	$ 1,926
Other non-current non-financial liabilities	(215)
Total	$ 1,711

29. INCOME TAXES

A) DEFERRED INCOME TAX ASSET AND DEFERRED INCOME TAX LIABILITY

Deferred income tax asset (liability) arising from temporary differences and unused tax losses can be summarized as follows:

	JANUARY 1 2022	Recognized in other comprehensive income	Recognized in net income	Exchange differences and other charges	DECEMBER 31 2022
Current:					
Contract assets	$ 20,655	$ —	$ (5,198)	$ 49	$ 15,506
Retentions on supplier contracts	11,107	—	2,003	—	13,110
Accrued employee compensation	37,354	—	(8,904)	3,913	32,363
Current liabilities	119,831	—	1,064	1	120,896
Other	(8,386)		(5,080)	—	(13,466)
Non-current:					
Property and equipment, goodwill and intangible assets related to business combinations	(101,464)	—	28,419	(7,840)	(80,885)
Right-of-use assets	(40,479)	—	6,080	(1,370)	(35,769)
Capital investments accounted for by the equity method and at fair value through other comprehensive income	(194,789)	—	4,085	—	(190,704)
Other non-current financial assets	19,752	—	(140)	2,159	21,771
Provisions	(94,295)	—	23,329	2,449	(68,517)
Lease liabilities	61,743	—	(3,755)	2,027	60,015
Pension plans and other post-employment benefits	(4,325)	11,841	(1,119)	16	6,413
Other	11,901	3,307	(4,322)	(8,613)	2,273
Unused tax losses	455,259	—	121,822	22,327	599,408
Deferred income tax asset, net	$ 293,864	$ 15,148	$ 158,284	$ 15,118	$ 482,414
Presented on the statement of financial position as follows:					
Deferred income tax asset	$ 658,061				$ 794,900
Deferred income tax liability	$ 364,197				$ 312,486

29. INCOME TAXES (CONTINUED)

Deferred income taxes for the comparative period of 2021 can be summarized as follows:

	JANUARY 1 2021	Reclassification to a disposal group classified as held for sale	Recognized in other comprehensive income	Recognized in net income	Exchange differences and other charges	DECEMBER 31 2021
Current:						
Contract assets	$ 5,751	$ —	$ —	$ 14,267	$ 637	$ 20,655
Retentions on supplier contracts	4,831	—	—	6,276	—	11,107
Accrued employee compensation	32,477	—	—	4,911	(34)	37,354
Current liabilities	91,401	—	—	28,617	(187)	119,831
Other	(1,633)	—	—	(6,753)	—	(8,386)
Non-current:						
Property and equipment, goodwill and intangible assets related to business combinations	(122,706)	—	—	18,106	3,136	(101,464)
Right-of-use assets	(43,516)	—	—	2,953	84	(40,479)
Capital investments accounted for by the equity method and at fair value through other comprehensive income	(147,647)	—	(375)	(46,767)	—	(194,789)
Other non-current financial assets	(19,424)	33,574	—	5,617	(15)	19,752
Provisions	(33,367)	—	—	(61,110)	182	(94,295)
Lease liabilities	67,337	—	—	(5,574)	(20)	61,743
Pension plans and other post-employment benefits	104,646	—	(106,288)	(147)	(2,536)	(4,325)
Other	44,236	—	(1,037)	(30,781)	(517)	11,901
Unused tax losses	319,104	—	—	141,327	(5,172)	455,259
Deferred income tax asset, net	$ 301,490	$ 33,574	$ (107,700)	$ 70,942	$ (4,442)	$ 293,864
Presented on the statement of financial position as follows:						
Deferred income tax asset	$ 655,838					$ 658,061
Deferred income tax liability	$ 354,348					$ 364,197

As at December 31, 2022, the Company had $3,529.5 million (2021: $2,958.3 million) of non-capital tax loss carryforwards, of which $2,746.5 million will expire in varying amounts from 2023 to 2043 (2021: $2,526.5 million expiring from 2022 to 2042). As at December 31, 2022, a deferred income tax asset of $599.4 million (2021: $455.3 million) has been recognized on $2,424.4 million (2021: $1,858.0 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, 2022, the Company had $798.0 million of the unrecognized non-capital tax losses carryforwards that will expire in varying amounts from 2023 to 2043 (2021: $773.7 million expiring in varying amounts from 2022 to 2042).

As at December 31, 2022, the Company had $450.1 million (2021: $299.8 million) of capital tax loss carryforwards on which no deferred income tax asset has been recognized, of which $152.0 million will expire from 2027 to 2028 (2021: $139.3 million expiring in 2027), while the remaining capital tax loss carryforwards have no expiry date.

As at December 31, 2022, a deferred income tax liability has not been recognized on taxable temporary differences of $637.3 million (2021: $525.4 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.

29. INCOME TAXES (CONTINUED)

B) INCOME TAXES

The relationship between the expected income taxes based on the Canadian effective tax rate of SNC-Lavalin at 26.3% (2021: 26.2%) and the reported income taxes in net income can be reconciled as follows:

YEARS ENDED DECEMBER 31		2022			2021 [1]
		AMOUNT	%		AMOUNT	%
Earnings (loss) before income taxes from continuing operations	$	**(20,738)**		$	83,648	
Canadian tax rate for SNC-Lavalin			**26.3**			26.2
Expected income taxes from continuing operations	$	**(5,454)**		$	21,876	
Increase (decrease) resulting from:						
Effect of DPCP Remediation Agreement		**7,201**	**(34.7)**		—	—
Effect of federal charges settlement (PPSC)		**702**	**(3.4)**		2,049	2.4
Effect of differences of foreign tax rates compared to Canadian rates		**(5,097)**	**24.6**		(23,539)	(28.1)
Effect of adjustments to deferred tax attributable to tax rate changes		**(1,275)**	**6.1**		2,526	3.0
Net income and losses not affected by tax		**3,296**	**(15.9)**		(12,815)	(15.3)
Effect of benefit from a previously unrecognized tax loss used to reduce current tax expense		**(551)**	**2.7**		(436)	(0.5)
Effect of write-down of previously recognized deferred income tax asset (liability)		**—**	**—**		16,418	19.6
Non-taxable income from certain Capital investments accounted for by the equity method and at fair value through other comprehensive income		**(12,959)**	**62.5**		(15,029)	(18.0)
Non-deductible impairment loss on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell		**—**	**—**		(1,594)	(1.9)
Non-deductible loss on disposal of a PS&PM business		**—**	**—**		(1,892)	(2.3)
Non-taxable portion of gain on disposal of a Capital investment		**(1,255)**	**6.1**		—	—
Other permanent differences for tax purposes		**5,588**	**(26.9)**		4,112	4.9
Other		**(17,953)**	**86.4**		(13,707)	(16.3)
Income tax recovery from continuing operations at effective tax rate	**$**	**(27,757)**	**133.8**	$	(22,031)	(26.3)

(1) Effective January 1, 2022, the Company combined "Effect of Canadian provincial tax rate differences" and "Other" into "Other". The Company has restated the comparative figures accordingly.

SNC-Lavalin's income taxes from continuing operations were comprised of the following:

YEARS ENDED DECEMBER 31		2022		2021
Current income taxes	**$**	**131,957**	$	71,577
Deferred income taxes		**(159,714)**		(93,608)
Income tax recovery	**$**	**(27,757)**	$	(22,031)

C) GLOBAL MINIMUM TAX

In December 2021, the Organisation for Economic Co-operation and Development ("OECD") released a draft legislative framework, followed by detailed guidance issued in March 2022, to assist in the implementation by participating jurisdictions of a reform to the international tax system resulting in multinational enterprises with annual consolidated revenues exceeding a certain threshold being subject to a minimum 15% effective tax rate collected via a "top-up tax" (the "Global Minimum Tax"). Once changes to the tax laws in any jurisdiction in which SNC-Lavalin operates are enacted and in effect, SNC-Lavalin might be subject to a top-up tax, collected in such jurisdiction(s). While there has been no impact from the Global Minimum Tax in 2022, the Company is closely monitoring the progress of the legislative process in each jurisdiction in which it operates.

30. FINANCIAL INSTRUMENTS

A) CLASSIFICATION AND FAIR VALUE OF FINANCIAL INSTRUMENTS

The following tables present the carrying value of SNC-Lavalin's financial assets as at December 31, 2022 and 2021 by category and classification, with the corresponding fair value, when available. Financial assets classified as held for sale as at December 31, 2021 are not included in the table below (see Note 39).

AT DECEMBER 31	2022				
	CARRYING VALUE OF FINANCIAL ASSETS BY CATEGORY				
	FVTPL (1)	AMORTIZED COST	DERIVATIVES USED FOR HEDGES	TOTAL	FAIR VALUE
Cash and cash equivalents	**$ 570,279**	**$ —**	**$ —**	**$ 570,279**	**$ 570,279**
Restricted cash	**22,170**	**—**	**—**	**22,170**	**22,170**
Trade receivables (2)	**—**	**1,177,388**	**—**	**1,177,388**	**1,177,388**
Other current financial assets:					
Derivative financial instruments	**—**	**—**	**11,409**	**11,409**	**11,409**
Financial assets at FVTPL	**6,903**	**—**	**—**	**6,903**	**6,903**
Other	**—**	**162,304**	**—**	**162,304**	**158,790**
Non-current portion of receivables under service concession arrangements (3)	**—**	**320,343**	**—**	**320,343**	**278,843**
Other non-current financial assets:					
Derivative financial instruments	**—**	**—**	**11,055**	**11,055**	**11,055**
Other (3)	**—**	**21,009**	**—**	**21,009**	**21,009**
Total	**$ 599,352**	**$ 1,681,044**	**$ 22,464**	**$ 2,302,860**	

AT DECEMBER 31	2021					
	CARRYING VALUE OF FINANCIAL ASSETS BY CATEGORY					
	FVTPL (1)	FVTOCI (4)	AMORTIZED COST	DERIVATIVES USED FOR HEDGES	TOTAL	FAIR VALUE
Cash and cash equivalents	$ 608,446	$ —	$ —	$ —	$ 608,446	$ 608,446
Restricted cash	13,398	—	—	—	13,398	13,398
Trade receivables (2)	—	—	1,145,932	—	1,145,932	1,145,932
Other current financial assets:						
Derivative financial instruments	—	—	—	17,761	17,761	17,761
Financial assets at FVTPL	6,201	—	—	—	6,201	6,201
Other	—	—	114,409	—	114,409	114,409
Capital investments at fair value through other comprehensive income	—	41,327	—	—	41,327	41,327
Non-current portion of receivables under service concession arrangements (3)	—	—	304,189	—	304,189	315,409
Other non-current financial assets:						
Derivative financial instruments	—	—	—	4,630	4,630	4,630
Other (3)	—	—	20,779	—	20,779	20,779
Total	$ 628,045	$ 41,327	$ 1,585,309	$ 22,391	$ 2,277,072	

(1) Fair value through profit or loss ("FVTPL")

(2) Due to the short-term nature of trade receivables, their carrying amount is considered to be a reasonable approximation of their fair value.

(3) For 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.

(4) Fair value through other comprehensive income ("FVTOCI")

30. FINANCIAL INSTRUMENTS (CONTINUED)

The following tables present the carrying value of SNC-Lavalin's financial liabilities as at December 31, 2022 and 2021 by category and classification, with the corresponding fair value, when available. Financial liabilities classified as held for sale as at December 31, 2021 are not included in the table below (see Note 39).

AT DECEMBER 31	2022				
	CARRYING VALUE OF FINANCIAL LIABILITIES BY CATEGORY				
	DERIVATIVES USED FOR HEDGES	FVTPL [1]	AMORTIZED COST	TOTAL	FAIR VALUE
Trade payables and accrued liabilities [2]	**$ —**	**$ —**	**$ 1,704,352**	**$ 1,704,352**	**$ 1,704,352**
Other current financial liabilities:					
Derivative financial instruments	**19,327**	**—**	**—**	**19,327**	**19,327**
Other [2]	**—**	**—**	**194,529**	**194,529**	**194,529**
Provisions [2]	**—**	**—**	**40,145**	**40,145**	**40,145**
Lease liabilities	**—**	**—**	**436,285**	**436,285**	**N/A** [3]
Short-term debt and long-term debt: [4]					
Recourse	**—**	**—**	**1,470,560**	**1,470,560**	**1,467,092**
Limited recourse	**—**	**—**	**400,000**	**400,000**	**400,000**
Non-recourse	**—**	**—**	**185,837**	**185,837**	**185,837**
Other non-current financial liabilities [5]	**13,625**	**15,287**	**71,172**	**100,084**	**97,561**
Total	**$ 32,952**	**$ 15,287**	**$ 4,502,880**	**$ 4,551,119**	

AT DECEMBER 31	2021				
	CARRYING VALUE OF FINANCIAL LIABILITIES BY CATEGORY				
	DERIVATIVES USED FOR HEDGES	FVTPL [1]	AMORTIZED COST	TOTAL	FAIR VALUE
Trade payables and accrued liabilities [2]	$ —	$ —	$ 1,652,514	$ 1,652,514	$ 1,652,514
Other current financial liabilities:					
Derivative financial instruments	16,496	—	—	16,496	16,496
Other [2]	—	—	189,274	189,274	189,274
Provisions [2]	—	—	58,542	58,542	58,542
Lease liabilities	—	—	497,058	497,058	N/A [3]
Short-term debt and long-term debt: [4]					
Recourse	—	—	1,094,102	1,094,102	1,104,859
Limited recourse	—	—	400,000	400,000	400,000
Non-recourse	—	—	170,069	170,069	170,069
Other non-current financial liabilities [5]	1,179	15,020	121,320	137,519	137,519
Total	$ 17,675	$ 15,020	$ 4,182,879	$ 4,215,574	

(1) Fair value through profit or loss ("FVTPL")

(2) Due to the short-term nature of trade payables and accrued liabilities, other current financial liabilities other than at fair value and provisions, their carrying amount is considered to be a reasonable approximation of their fair value.

(3) N/A: not applicable

(4) The fair value of short-term debt and long-term debt 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 similar terms and conditions.

(5) For most of the other non-current financial liabilities other than at fair value, the Company uses the present value technique to determine the fair value.

30. FINANCIAL INSTRUMENTS (CONTINUED)

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	None
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, life insurance policies, which are included in "Other current financial assets" and equity investments measured at FVTOCI
Level 3	Inputs for the asset or liability that are not based on observable market data	Contingent consideration receivable from the acquirer of the 10.01% interest in Highway 407 ETR included in "Other non-current financial assets" and contingent consideration payable to seller related to Linxon acquisition included in "Other non-current financial liabilities"

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, receivables under service concession arrangements, trade payables and accrued liabilities, 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, 2022 and 2021, 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.

LEVEL 3 FINANCIAL INSTRUMENTS

The following table presents changes in fair value of Level 3 financial instruments for the year ended December 31, 2022:

	CONTINGENT CONSIDERATION RECEIVABLE FROM THE ACQUIRER OF THE 10.01% INTEREST IN HIGHWAY 407 ETR	CONTINGENT CONSIDERATION PAYABLE TO SELLER RELATED TO LINXON ACQUISITION
Balance as at January 1, 2022	$ —	$ **15,020**
Unrealized net loss [1]	—	**846**
Amount paid during the year	—	**(1,532)**
Effect of foreign currency exchange differences	—	**953**
Balance as at December 31, 2022	$ —	$ **15,287**

[1] Included in "Corporate selling, general and administrative expenses" in the consolidated income statement

No reasonable change in the principal assumptions used in the valuation would result in a significant change in the estimated fair value of Level 3 financial instruments.

30. FINANCIAL INSTRUMENTS (CONTINUED)

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 the carrying amount of its financial assets exposed to such risk, as presented in Note 30A.
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, 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 8A, and contract assets, as detailed in Note 8B. 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 its exposure to credit risk by converting its contract assets into trade receivables on a timely basis and then ensuring collection of its trade receivables within satisfactory payment terms. The amounts of trade receivables and contract assets presented in the consolidated statements of financial position are net of an allowance for expected credit losses, estimated by the Company and based, in part, on the age of individual and aggregated receivable balances, on the financial situation of specific customers and the current and expected collection trends, based on the Company's past experience, adjusted as needed to better reflect anticipated conditions.

Generally, trade receivables and contract assets are written off if they are no longer subject to enforcement activity. As such, the amount of trade receivables and contract assets that have been written off but are still being pursued is minimal.

The Company does not generally hold collateral as security.

iv) Other current financial assets, as detailed in Note 11, and other non-current financial assets, as detailed in Note 16. The current portion of receivables under service concession arrangements is within normal terms of payment and there were no significant amounts that were past due as at December 31, 2022 and 2021.

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.

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. Due to the nature of the Company's activities, the fact that its operations are conducted through multiple entities and joint operations and that it operates in many countries, the Company's cash and cash equivalents are distributed across numerous locations. In order to manage its cash needs and reserves, the Company is part of various cash pooling agreements with financial institutions, may transfer cash balances between subsidiaries and joint arrangements and use credit facilities to meet the capital requirements of certain projects or other cash disbursements.

SNC-Lavalin's consolidated statement of financial position included $181.0 million at December 31, 2022 (2021: $138.0 million) of liabilities from Capital investments that are accounted for by the 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 $360.2 million of financial assets at December 31, 2022 (2021: $319.9 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 consolidation method were to be 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.

30. FINANCIAL INSTRUMENTS (CONTINUED)

I) MATURITY ANALYSIS OF FINANCIAL LETTERS OF CREDIT

A draw on letters of credit or bank guarantees (Note 30C) 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 following table presents a maturity analysis for the financial letters of credit outstanding as at December 31, 2022 and 2021:

MATURITY		DECEMBER 31 2022		DECEMBER 31 2021
Not later than 1 year	$	55,696	$	42,033
Later than 1 year and not later than 5 years		40,698		55,594
Later than 5 years		562		247
	$	96,956	$	97,874

II) MATURITY ANALYSIS OF TRADE PAYABLES AND ACCRUED LIABILITIES

As at December 31, 2022, 99% (2021: 98%) of the outstanding balance of "Trade payables and accrued liabilities" of $1,704.4 million (2021: $1,652.5 million) had a maturity of not later than 1 year.

MARKET RISK

I) 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.

The Company manages foreign currency risk by matching, when possible, the cash receipts in a foreign currency and the cash disbursements in the same foreign currency, for revenue-generating projects in which foreign currencies are involved. Derivative financial instruments with financial institutions, 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, 2022					AT DECEMBER 31, 2021				
BUY		SELL		MATURITY	BUY		SELL		MATURITY
CA$	722,203	US$	534,443	2023-2025	CA$	552,415	US$	438,174	2022-2024
CA$	31,690	€	21,810	2023-2025	CA$	32,112	€	21,342	2022-2023
US$	562,359	CA$	765,472	2023-2024	US$	512,608	CA$	650,203	2022-2023
€	42,245	CA$	61,506	2023-2025	€	43,151	CA$	64,160	2022
CA$	245,377	£	149,645	2023	CA$	298,883	£	174,893	2022
AU$	11,638	CA$	10,495	2023	AU$	13,834	CA$	12,761	2022
£	309,343	CA$	508,463	2023	£	300,004	CA$	511,408	2022
INR	9,793,000	£	92,585	2023-2025	INR	5,830,000	£	54,737	2022-2024
US$	84,415	£	70,523	2023	US$	80,042	£	60,294	2022
CHF	15,791	US$	17,150	2023-2024	CHF	22,540	US$	24,704	2022-2023

As at December 31, 2022, the forward foreign exchange contracts used for hedging purposes by the Company had a net unfavourable fair value of $4.3 million (2021: $3.0 million). The majority of the forward foreign exchange contracts that were outstanding at that date were to either buy or sell foreign currencies against the Canadian dollar.

30. FINANCIAL INSTRUMENTS (CONTINUED)

CURRENCY SENSITIVITY ANALYSIS

The following impact on equity for the year ended December 31, 2022 has been calculated from the Company's net financial assets (liabilities) denominated in US dollars and British pounds.

				IMPACT ON EQUITY	
			CA$/US$ (2), (3)		CA$/£ (2), (4)
Increase (decrease)	10% appreciation in the Canadian dollar (1)	$	**(165,425)**	$	**(237,778)**
Increase (decrease)	10% depreciation in the Canadian dollar (1)	$	**165,425**	$	**237,778**

(1) Assuming all other variables remain the same
(2) The Company's exposure to other currencies is not significant.
(3) Includes mainly $171.5 million of change in exchange differences on translating foreign operations
(4) Includes mainly $258.0 million of change in exchange differences on translating foreign operations

As at December 31, 2022, a 10% appreciation in the Canadian dollar relative to: i) the US dollar would decrease the Company's net income by $0.1 million (10% depreciation in the Canadian dollar relative to the US dollar would increase the Company's net income by $0.1 million); and ii) the British pound would increase the Company's net income by $4.0 million (10% depreciation in the Canadian dollar relative to the British pound would decrease the Company's net income by $4.0 million).

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 DEBT

Unlike PS&PM 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 interest rates provides a measure of stability and predictability to the financing cash outflows of the Company's Capital investments, which are usually structured to match the expected timing of their cash inflows.

A subsidiary of the Company from PS&PM activities issued senior secured notes to finance certain long-term assets associated to a BOO (Build-Own-Operate) contract. The senior secured notes bear interest at a variable rate which exposes the Company to interest rate risk. Also, in relation to the acquisition of Linxon by SNC-Lavalin in 2018, the holder of non-controlling interest of 49% in Linxon granted an interest-free loan and provided a working capital revolving credit facility to Linxon. The working capital revolving credit facility bore interest at a variable rate which exposed the Company to interest rate risk until its extinguishment on September 30, 2022.

LIMITED RECOURSE DEBT

SNC-Lavalin's limited recourse debt, being the CDPQ Loan, bears interest at a variable rate which exposes the Company to interest rate risk.

RECOURSE DEBT

SNC-Lavalin's Revolving Facility bears interest at a variable rate which exposes the Company to interest rate risk.

SNC-Lavalin's Series 4 Debentures, Series 6 Debentures and Series 7 Debentures bear interest at a fixed rate and are measured at amortized cost; therefore, the Company's net income is not exposed to a change in interest rates on these financial liabilities.

SNC-Lavalin's Term Loan bears interest at a variable rate which exposes the Company to interest rate risk, which was reduced in 2022 due to the hedging by the Company of a portion of its Term Loan (see below).

SNC-Lavalin's Series 3 Debentures bore interest at a variable rate which exposed the Company to interest rate risk until the repayment of these debentures in March 2021.

INTEREST RATE SWAPS

In 2022, the Company entered into interest rate swap agreements with financial institutions related to its variable interest bearing Term Loan in the aggregate principal amount of $500 million. Under the interest rate swap agreements, the Company pays interest at a fixed rate and receives interest at a variable rate on a total nominal amount of $250 million. The interest rate swap agreements will expire in April 2025. This hedge is classified as a cash flow hedge.

30. FINANCIAL INSTRUMENTS (CONTINUED)

TransitNEXT General Partnership entered into an interest rate swap agreement with financial institutions related to its credit facility in the aggregate maximum principal amount of $149.0 million, which bears interest at a rate of CDOR plus an applicable margin, to hedge the variability of the interest rate. Under the interest rate swap agreement, TransitNEXT paid interest at a fixed rate and received interest at a rate of CDOR. The interest rate swap agreement expired in August 2022. This hedge was classified as a cash flow hedge.

INTEREST RATE SENSITIVITY ANALYSIS

For floating rate debt and interest rate swaps, the analysis is prepared assuming the amount of the instrument outstanding at the end of the reporting period was outstanding for the whole year. A 1% (100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If, as at December 31, 2022, interest rates had been 100 basis points higher/lower than the base rate and all other variables were held constant, the Company's net income would decrease/increase by $7.8 million and the Company's other components of equity would increase/decrease by $3.8 million for the year ended December 31, 2022. This is attributable to the Company's exposure to interest rates on its variable rate borrowings and its interest rate swaps.

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 23C.

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. The amount outstanding under certain letters of credit decreases in relation to the percentage of completion of projects. As at December 31, 2022, SNC-Lavalin had outstanding letters of credit of $1,573.7 million (2021: $1,547.3 million).

31. 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 translation into Canadian dollars of its foreign operations having a different functional currency, and from the accounting treatment of cash flow hedges, including its accumulated share of other comprehensive income of investments accounted for by the equity method. These amounts are not representative of the way the Company evaluates the management of its foreign currency risk and interest rate risk. Accordingly, the other components of equity are not representative of the Company's financial position.

The Company does not consider non-recourse and limited recourse debt when monitoring its capital because such debt results from the consolidation of certain PS&PM investments and Capital investments or holding entities 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 PS&PM investments and Capital investments or investment in Capital investments they finance. The Company's investments and underlying assets in its PS&PM investments and Capital investments accounted for by the consolidation or equity methods may be at risk, if such investments or holding entities were to be unable to repay their long-term debt.

The Company's capital for the years ended December 31, 2022 and 2021 was as follows:

	DECEMBER 31 2022	DECEMBER 31 2021
Equity attributable to SNC-Lavalin shareholders	**$ 2,869,514**	$ 2,973,367
Less: Other components of equity	**(340,155)**	(333,269)
Plus: Recourse debt	**1,470,560**	1,094,102
Total amount of capital	**$ 4,680,229**	$ 4,400,738

The Company has paid quarterly dividends for 33 consecutive years. Dividend policy is determined by the Board of Directors of the Company.

31. CAPITAL MANAGEMENT (CONTINUED)

COVENANTS ON RECOURSE AND LIMITED RECOURSE DEBT

The Company's unsecured recourse debentures are subject to affirmative and negative covenants, as defined in the underlying indentures related thereto.

The Company's Revolving Facility and Term Loan are committed and subject to various covenants, including financial covenants, which comprise 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 ("EBITDA") ratio, as defined in the applicable Credit Agreement, not exceeding a certain limit.

The terms "net recourse debt" and "EBITDA" are defined in the applicable Credit Agreement and do not correspond to the Company's financial measures as presented above and/or to the specific terms used in the Company's Management's Discussion and Analysis for the year ended December 31, 2022.

The CDPQ Loan is subject to various covenants, as well as financial covenants, notably not to exceed, on a rolling 12-month and consolidated basis, a maximum net recourse debt to EBITDA ratio, as defined under the CDPQ Loan Agreement.

In case of an event of default, the debentures, the Revolving Facility, the Term Loan and the CDPQ Loan are subject to customary accelerated repayment terms.

In 2022, the Company complied with all of the covenants, as amended from time to time, related to its debentures, the Revolving Facility, the Term Loan and the CDPQ Loan.

32. PENSION PLANS, OTHER LONG-TERM BENEFITS 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 $269.1 million in 2022 (2021: $252.0 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 totaled $169.1 million in 2022 (2021: $171.0 million).

DEFINED BENEFIT PENSION PLANS

SNC-Lavalin has a number of defined benefit pension plans, which are mostly 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 all the plans. The measurement date used for the benefit obligation and plan assets is December 31 of each year. All of SNC-Lavalin's defined benefit pension plans are partly funded, except for two plans, of which one plan is unfunded and one plan is secured by a letter of credit.

The defined benefit plans are administered 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, compensation risk and longevity 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 the plans' 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 and 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 the plans' participants.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of the plans' participants both during and after their employment. An increase in the life expectancy of the plans' participants will increase the plans' liability.

32. PENSION PLANS, OTHER LONG-TERM BENEFITS AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

The two main defined benefit pension plans of the Company are the Atkins Pension Plan and the U.K. Railways Pension Scheme (the "Railways Pension Scheme"), both of which are funded final salary schemes in the U.K. The latest actuarial valuations were performed on March 31, 2022 for the Atkins Pension Plan and on December 31, 2019 for the Railways Pension Scheme.

The following tables set 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:

YEAR ENDED DECEMBER 31, 2022	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS	TOTAL
Change in pension benefit obligation:				
Pension benefit obligation at beginning of year	$ 3,096,367	$ 775,632	$ 283,488	$ 4,155,487
Current service cost	161	3,698	1,242	5,101
Interest cost	55,623	13,986	4,690	74,299
Benefits paid	(81,827)	(24,918)	(10,647)	(117,392)
Payments in respect of settlement	—	—	(53,768)	(53,768)
Loss on settlement	—	—	1,381	1,381
Contributions by plan participants	—	643	456	1,099
Remeasurement:				
Actuarial gains arising from changes in demographic assumptions	(14,629)	(3,054)	(621)	(18,304)
Actuarial gains arising from changes in financial assumptions	(1,120,176)	(276,186)	(78,474)	(1,474,836)
Actuarial losses arising from experience adjustments	190,983	44,048	7,041	242,072
Effect of foreign currency exchange differences	(148,117)	(37,080)	(5,063)	(190,260)
Pension benefit obligation at end of year	$ 1,978,385	$ 496,769	$ 149,725	$ 2,624,879
Change in pension plan assets:				
Fair value of pension plan assets at beginning of year	$ 3,301,651	$ 609,865	$ 274,613	$ 4,186,129
Interest income	60,285	11,092	4,596	75,973
Remeasurement:				
Return on plan assets (excluding interest income)	(1,263,734)	(52,569)	(60,256)	(1,376,559)
Administration costs	—	(1,608)	(223)	(1,831)
Benefits paid	(81,827)	(24,918)	(10,647)	(117,392)
Payments in respect of settlement	—	—	(53,768)	(53,768)
Contributions by the employer	78,612	9,806	11,547	99,965
Contributions by plan participants	—	643	456	1,099
Effect of foreign currency exchange differences	(161,361)	(26,523)	(4,966)	(192,850)
Fair value of pension plan assets at end of year	$ 1,933,626	$ 525,788	$ 161,352	$ 2,620,766

AT DECEMBER 31, 2022	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS	TOTAL
Funded status reflected in the statement of financial position:				
Present value of pension benefit obligation	$ 1,978,385	$ 496,769	$ 149,725	$ 2,624,879
Fair value of pension plan assets	1,933,626	525,788	161,352	2,620,766
Net accrued pension benefit liability (asset)	$ 44,759	$ (29,019)	$ (11,627)	$ 4,113
Presented on the statement of financial position as follows:				
Other non-current non-financial assets (Note 17)				$ 55,521
Non-current portion of provisions				$ 59,634

32. PENSION PLANS, OTHER LONG-TERM BENEFITS AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

The following tables set 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:

YEAR ENDED DECEMBER 31, 2021	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS	TOTAL
Change in pension benefit obligation:				
Pension benefit obligation at beginning of year	$ 3,452,866	$ 808,555	$ 321,123	$ 4,582,544
Current service cost	172	3,794	1,995	5,961
Interest cost	40,696	9,657	4,180	54,533
Past service cost	—	—	(290)	(290)
Benefits paid	(104,326)	(22,762)	(14,010)	(141,098)
Contributions by plan participants	—	1,552	429	1,981
Remeasurement:				
Actuarial losses (gains) arising from changes in demographic assumptions	8,105	(1,380)	(2,554)	4,171
Actuarial gains arising from changes in financial assumptions	(282,284)	(17,416)	(13,117)	(312,817)
Actuarial losses (gains) arising from experience adjustments	41,213	8,105	(3,900)	45,418
Effect of foreign currency exchange differences	(60,075)	(14,473)	(10,368)	(84,916)
Pension benefit obligation at end of year	$ 3,096,367	$ 775,632	$ 283,488	$ 4,155,487
Change in pension plan assets:				
Fair value of pension plan assets at beginning of year	$ 3,235,788	$ 559,420	$ 291,496	$ 4,086,704
Interest income	38,627	6,898	3,840	49,365
Remeasurement:				
Return on plan assets (excluding interest income)	125,709	69,493	(5,301)	189,901
Administration costs	—	(1,380)	(313)	(1,693)
Benefits paid	(104,326)	(22,762)	(14,010)	(141,098)
Contributions by the employer	65,355	7,243	8,350	80,948
Contributions by plan participants	—	1,552	429	1,981
Effect of foreign currency exchange differences	(59,502)	(10,599)	(9,878)	(79,979)
Fair value of pension plan assets at end of year	$ 3,301,651	$ 609,865	$ 274,613	$ 4,186,129

AT DECEMBER 31, 2021	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS	TOTAL
Funded status reflected in the statement of financial position:				
Present value of pension benefit obligation	$ 3,096,367	$ 775,632	$ 283,488	$ 4,155,487
Fair value of pension plan assets	3,301,651	609,865	274,613	4,186,129
Funded status	(205,284)	165,767	8,875	(30,642)
Additional liability due to minimum funding requirements	—	—	1,227	1,227
Net accrued pension benefit liability (asset)	$ (205,284)	$ 165,767	$ 10,102	$ (29,415)
Presented on the statement of financial position as follows:				
Other non-current non-financial assets (Note 17)				$ 230,763
Non-current portion of provisions				$ 201,348

32. PENSION PLANS, OTHER LONG-TERM BENEFITS AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

SNC-Lavalin's net defined benefit pension costs recognized in net income were comprised of:

YEAR ENDED DECEMBER 31, 2022	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS	TOTAL
Current service cost	**$ 161**	**$ 3,698**	**$ 1,242**	**$ 5,101**
Net interest cost (income)	**(4,662)**	**2,894**	**127**	**(1,641)**
Administration costs	**—**	**1,608**	**223**	**1,831**
Loss on settlement	**—**	**—**	**1,381**	**1,381**
Components of (reversal of) benefit pension costs recognized in net income	**$ (4,501)**	**$ 8,200**	**$ 2,973**	**$ 6,672**

YEAR ENDED DECEMBER 31, 2021	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS	TOTAL
Current service cost	$ 172	$ 3,794	$ 1,995	$ 5,961
Net interest cost	2,069	2,759	340	5,168
Administration costs	—	1,380	313	1,693
Past service cost	—	—	(290)	(290)
Components of benefit pension costs recognized in net income	$ 2,241	$ 7,933	$ 2,358	$ 12,532

SNC-Lavalin's reversal of net defined benefit pension costs recognized in other comprehensive income was comprised of:

YEAR ENDED DECEMBER 31, 2022	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS	TOTAL
Remeasurement on the net defined benefit liability:				
Return on plan assets (excluding interest income)	**$ 1,263,734**	**$ 52,569**	**$ 60,256**	**$ 1,376,559**
Actuarial gains arising from changes in demographic assumptions	**(14,629)**	**(3,054)**	**(621)**	**(18,304)**
Actuarial gains arising from changes in financial assumptions	**(1,120,176)**	**(276,186)**	**(78,474)**	**(1,474,836)**
Actuarial losses arising from experience adjustments	**190,983**	**44,048**	**7,041**	**242,072**
Variation in liability due to minimum funding requirements	**—**	**—**	**(1,260)**	**(1,260)**
Components of (reversal of) benefit pension costs recognized in other comprehensive income	**$ 319,912**	**$ (182,623)**	**$ (13,058)**	**$ 124,231**

YEAR ENDED DECEMBER 31, 2021	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS	TOTAL
Remeasurement on the net defined benefit liability:				
Return on plan assets (excluding interest income)	$ (125,709)	$ (69,493)	$ 5,301	$ (189,901)
Actuarial losses (gains) arising from changes in demographic assumptions	8,105	(1,380)	(2,554)	4,171
Actuarial gains arising from changes in financial assumptions	(282,284)	(17,416)	(13,117)	(312,817)
Actuarial losses (gains) arising from experience adjustments	41,213	8,105	(3,900)	45,418
Variation in liability due to minimum funding requirements	—	—	1,227	1,227
Components of reversal of benefit pension costs recognized in other comprehensive income	$ (358,675)	$ (80,184)	$ (13,043)	$ (451,902)

SNC-Lavalin expects to make contributions of $51.8 million in 2023 to its defined benefit pension plans.

32. PENSION PLANS, OTHER LONG-TERM BENEFITS AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

The following tables present the fair value of the major categories of assets of SNC-Lavalin's defined benefit pension plans:

AT DECEMBER 31, 2022	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS	TOTAL
Asset category				
Equity securities	**$ 89,214**	**$ 217,660**	**$ 21,050**	**$ 327,924**
Debt securities	**1,217,325**	**123,415**	**93,285**	**1,434,025**
Other [1]	**627,087**	**184,713**	**47,017**	**858,817**
Total	**$ 1,933,626**	**$ 525,788**	**$ 161,352**	**$ 2,620,766**

AT DECEMBER 31, 2021	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS	TOTAL
Asset category				
Equity securities	$ 520,224	$ 250,275	$ 46,270	$ 816,769
Debt securities	2,307,734	248,223	164,993	2,720,950
Other [1]	473,693	111,367	63,350	648,410
Total	$ 3,301,651	$ 609,865	$ 274,613	$ 4,186,129

(1) As at December 31, 2022 and 2021, the asset category "Other" includes mainly property and cash.

The fair values of the above equity and debt instruments are mainly 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 as at December 31, 2022:

AT DECEMBER 31, 2022	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS
Accrued pension benefit obligation			
Discount rate	**4.84%**	**4.84%**	**4.31%**
Rate of compensation increase [2]	**2.97%**	**2.97%**	**1.73%**
Inflation [3]	**2.97%**	**2.97%**	**2.52%**
Longevity at age 65 for current pensioners			
Men	**22.8 years**	**22.1 years**	**23.0 years**
Women	**24.8 years**	**23.1 years**	**24.8 years**
Longevity at age 65 for future pensioners (current age 45)			
Men	**23.8 years**	**23.1 years**	**24.4 years**
Women	**25.9 years**	**24.3 years**	**26.3 years**

(2) The weighted average rate of compensation increase for other plans, excluding pension plans for which benefits are not linked to future salary levels, represented 2.78% as at December 31, 2022.

(3) The inflation assumption shown for the Atkins Pension Plan and the Railways Pension Scheme is for the Retail Price Index. The assumption for the Consumer Price Index was 2.57% as at December 31, 2022.

32. PENSION PLANS, OTHER LONG-TERM BENEFITS AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

The following is a summary of significant weighted average assumptions used in measuring SNC-Lavalin's accrued pension benefit obligation as at December 31, 2021:

AT DECEMBER 31, 2021	ATKINS PENSION PLAN	RAILWAYS PENSION SCHEME	OTHER PLANS
Accrued pension benefit obligation			
Discount rate	1.93%	1.93%	1.85%
Rate of compensation increase [(1)]	3.11%	3.11%	1.96%
Inflation [(2)]	3.11%	3.11%	2.23%
Longevity at age 65 for current pensioners			
Men	22.9 years	22.2 years	23.0 years
Women	24.9 years	23.3 years	25.0 years
Longevity at age 65 for future pensioners (current age 45)			
Men	24.2 years	23.5 years	24.7 years
Women	26.4 years	24.7 years	26.6 years

(1) The weighted average rate of compensation increase for other plans, excluding pension plans for which benefits are not linked to future salary levels, represented 2.75% as at December 31, 2021.

(2) The inflation assumption shown for Atkins Pension Plan and the Railways Pension Scheme is for the Retail Price Index. The assumption for the Consumer Price Index was 2.72% as at December 31, 2021.

The sensitivity analysis below was determined based on reasonable possible changes of the respective assumptions occurring at December 31, 2022, while holding all other assumptions constant.

If the discount rate is 100 basis points higher (lower), the defined benefit pension obligation would decrease by an estimated amount of $332.3 million (increase by an estimated amount of $333.7 million).

If the rate of compensation increase is 100 basis points higher (lower), the defined benefit pension obligation would increase by an estimated amount of $5.5 million (decrease by an estimated amount of $5.5 million).

If the rate of inflation is 100 basis points higher (lower), the defined benefit pension obligation would increase by an estimated amount of $222.7 million (decrease by an estimated amount of $222.7 million).

If longevity increases by 1 year, the defined benefit pension obligation would increase by an estimated amount of $104.8 million.

The sensitivity analyses 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 analyses, 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 liability arising from the defined benefit pension obligation recognized in the statement of financial position.

The weighted average duration of the pension benefit obligation as at December 31, 2022 was 14.0 years for the Atkins Pension Plan (2021: 17.0 years), 13.2 years for Railways Pension Scheme (2021: 16.2 years) and 15.4 years for the other plans (2021: 17.8 years).

B) OTHER LONG-TERM BENEFITS AND OTHER POST-EMPLOYMENT BENEFITS

SNC-Lavalin has a number of other long-term benefit and 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 long-term benefit and other post-employment benefit plans are unfunded plans.

SNC-Lavalin's net defined other long-term benefit and other post-employment benefit costs recognized in net income amounted to $15.7 million for the year ended December 31, 2022 (2021: $12.8 million) and reversal of benefit costs recognized in other comprehensive income amounted to $0.1 million for the year ended December 31, 2022 (2021: $13.0 million). As at December 31, 2022, the obligation for other long-term benefits and other post-employment benefits, which is included in "Provisions" in the consolidated statement of financial position, amounted to $51.4 million (2021: $49.1 million).

33. CONTINGENT LIABILITIES

<u>Class actions</u>

Ruediger Class Action

On February 6, 2019, a Motion for authorization of a class action and for authorization to bring an action against SNC-Lavalin and certain of its directors and officers (collectively, the "Ruediger Defendants") pursuant to section 225.4 of the *Securities Act* (Québec) (the "Ruediger Class Action") was filed with the Superior Court of Québec, on behalf of persons who acquired SNC-Lavalin securities from February 22, 2018 through January 27, 2019 (the "Ruediger Class Period") and held some or all of such securities as of the commencement of trading on January 28, 2019.

The Ruediger Class Action alleges that certain documents filed by SNC-Lavalin and oral statements made by its then Chief Executive Officer during the Ruediger Class Period contained misrepresentations related to SNC-Lavalin's revenue forecasts and to the financial performance of the former Mining & Metallurgy segment and the former Oil & Gas segment, which misrepresentations would have been corrected by way of SNC-Lavalin's January 28, 2019 press release.

The Ruediger Class Action seeks leave from the Québec Superior Court to bring a statutory misrepresentation claim under the *Securities Act* (Québec). The plaintiff in the proposed action claims damages and seeks the condemnation of the Ruediger Defendants to pay the class members an unspecified amount for compensatory damages with interest and additional indemnity as well as full costs and expenses, including expert fees, notice fees and fees relating to administering the plan of distribution.

On October 15, 2019, the plaintiffs in the Ruediger Class Action delivered an amended "Motion for authorization of a class action and for authorization to bring an action pursuant to section 225.4 of Québec's Securities Act". The amendments extend the Ruediger Class Period to July 22, 2019 and broaden the scope of the claim to include, among other things, disclosure alleged to have been made regarding the Company's ability to execute certain fixed price contracts.

On October 20, 2021, a class action in the Ontario Superior Court of Justice pertaining to facts similar to those in the Ruediger Class Action (the "Drywall Class Action") was dismissed and the claimants in the Drywall Class Action were consequently entitled to have their claims included in the Ruediger Class Action.

The authorization hearing on the amended Ruediger Class Action occurred in April 2022 and, on October 11, 2022, the Québec Superior Court ruled dismissing the Ruediger Class Action, as amended, on all grounds. On November 18, 2022, the plaintiffs appealed the ruling to the Québec Court of Appeal. The final judgment is expected to be rendered in 2024.

Peters Class Action

On February 25, 2019, a Notice of action was issued with the Ontario Superior Court of Justice by a proposed representative plaintiff, Mr. John Peters, on behalf of persons who acquired SNC-Lavalin securities from September 4, 2018 through October 10, 2018. On March 25, 2019, a Statement of Claim was filed with the Ontario Superior Court of Justice with respect to the claims set out in the Notice of Action (together, the Notice of Action and the Statement of Claim are referred to as the "Peters Class Action").

The Peters Class Action alleges that the defendants, including the Company, its Chairman and certain of its then officers, failed to make timely disclosure of a material change in the business, operations or capital of SNC-Lavalin, by failing to disclose that on September 4, 2018, the Director of the Public Prosecution Service of Canada communicated her decision to SNC-Lavalin not to award an opportunity to negotiate a remediation agreement.

The Peters Class Action seeks leave from the Ontario Superior Court of Justice to bring a statutory misrepresentation claim under the *Securities Act* (Ontario) and the comparable securities legislation in other provinces and also asserts a claim for common law negligent misrepresentation. The Peters Class Action claims damages in the sum of $75 million or such other amount as the Superior Court may determine plus interest and costs.

On March 5, 2020, the plaintiff in the Peters Class Action brought a motion for leave and certification of the Peters Class Action. The leave and certification hearing was held between June 1 and June 3, 2021 and, on July 16, 2021, the court dismissed the Peters Class Action. The Plaintiff has appealed the ruling and the appeal hearing was held on November 8, 2022. A judgment is expected to be rendered in the second half of 2023.

33. CONTINGENT LIABILITIES (CONTINUED)

SNC-Lavalin believes that the claims outlined in the Ruediger Class Action and the Peters Class Action are, in each case, entirely without merit and is vigorously defending these claims. Due to the inherent uncertainties of litigation, it is not possible to predict the final outcomes of the Ruediger Class Action or the Peters Class Action, or to determine the amount of any potential losses resulting therefrom, if any, and SNC-Lavalin may, in the future, be subject to further class action lawsuits or other litigation. SNC-Lavalin has directors' and officers' liability insurance insuring individuals against liability for acts or omissions in their capacity as directors and officers, and the Company itself has coverage for such claims. The amount of coverage under the directors' and officers' policy is limited and such coverage may be less than any amounts the Company is required or determines to pay in connection with these proceedings. If the Company is required or determines to pay an amount in connection with any or all of the Ruediger Class Action and/or the Peters Class Action, such amount could have a material adverse effect on SNC-Lavalin's liquidity and financial results.

Pyrrhotite case

On June 12, 2014, the Québec Superior Court rendered a decision in "Wave 1" of the matter commonly referred to as the "Pyrrhotite Case" in Trois-Rivières, Québec and in which SNC-Lavalin was one of numerous defendants. The Québec Superior Court ruled in favour of the plaintiffs, awarding an aggregate amount of approximately $168 million in damages apportioned amongst the then-known defendants, on a solidary (in solidum) basis (the "Wave 1 claims"). The Québec Superior Court ruled that SNC-Lavalin's share of the damages award was approximately 70%. The Company's external insurers disputed the extent of the insurance coverage available to the Company and this dispute was included in the Pyrrhotite Case. The Company, among other parties, appealed the Québec Superior Court's ruling and, on April 6, 2020, the Québec Court of Appeal rendered its decision dismissing most of the appeals filed by all parties and upheld: (i) the Québec Superior Court's ruling regarding SNC-Lavalin's approximate 70% share of liability; and (ii) the solidary nature of the defendants' liability. In a further ruling, on June 12, 2020, the Québec Court of Appeal confirmed SNC-Lavalin's allocated share of the damages, inclusive of interest and costs at approximately $200 million, and the Company paid this amount of damages awarded to the plaintiffs on August 3, 2020. The Company filed a notice seeking leave to appeal to the Supreme Court of Canada.

The Québec Court of Appeal also dismissed an appeal from SNC-Lavalin's external insurers and confirmed that multiple insurance policy towers were triggered by the Wave 1 claims, resulting in multiple years of coverage. The Company's external insurers filed notices seeking leave to appeal to the Supreme Court of Canada.

On May 6, 2021, the Supreme Court of Canada dismissed both the Company's and its external insurers' applications seeking leave to appeal.

Given that SNC-Lavalin's external insurers initially refused to comply with terms contained in the relevant policies of insurance and the orders of the Québec Superior Court and the Québec Court of Appeal requiring them to pay a substantial portion of the $200 million damages award, SNC-Lavalin filed an application with the Québec Superior Court seeking an order requiring the Company's external insurers to comply with the Québec Court of Appeal's order and facilitate execution of the $200 million damages award by way of the multiple towers of insurance. On October 16, 2020, the Québec Superior Court ruled in favour of SNC-Lavalin ordering SNC-Lavalin's external insurers to pay the Company approximately $141 million, which was fully collected. An additional $33 million in insurance proceeds was also collected by the Company through a reinsurance policy which was not subject to this court ruling.

SNC-Lavalin filed a recourse in warranty claim against Lafarge Canada Inc. ("Lafarge") seeking its contribution to the damages awarded against SNC-Lavalin in the Wave 1 judgment. The trial commenced in March 2019 and concluded in 2020. On February 4, 2021, the Québec Superior Court dismissed SNC-Lavalin's claim and SNC-Lavalin has appealed the Québec Superior Court's ruling to the Québec Court of Appeal and the appeal hearing occurred from November 8 through 10, 2022.

In parallel to the Wave 1 claims, notices of additional potential claims have been made and continue to be made against certain defendants, including SNC-Lavalin, in "Wave 2" of the Pyrrhotite Case. In April 2022, the parties, including most of SNC-Lavalin's external insurers, reached a settlement concerning Wave 2 claims that relate to residential buildings. SNC-Lavalin's portion of the settlement in capital and interests totaled $60.9 million, of which the uninsured portion was $25.7 million. This settlement did not have an impact on the Company's financial results for the year ended December 31, 2022 as its outcome was covered by the amount previously provisioned for by the Company. The remaining Wave 2 claims will be dealt with separately and SNC-Lavalin expects some insurance coverage for these claims as well. A hearing for certain of the remaining claims has been scheduled to be held from May 23 to June 2, 2023. SNC-Lavalin's liability exposure for the remaining Wave 2 claims remains subject to several uncertainties. In addition, SNC-Lavalin has filed a separate recourse in warranty claim against Lafarge with respect to the Wave 2 claims.

33. CONTINGENT LIABILITIES (CONTINUED)

Dubai civil case

In November 2018, WS Atkins & Partners Overseas, a subsidiary of the Company, was named as respondent together with other parties by the subrogated insurers of a property developer in a civil case initiated before the courts of Dubai. The claimant is seeking damages jointly from the respondents on account of the alleged refurbishment costs and loss of income arising from a fire at the property developer's building. WS Atkins & Partners Overseas was a subcontractor in the hotel's design and construction supervision and the claim revolves around alleged negligence in the specification, testing and installation of the building cladding which is claimed to have exacerbated the fire, thereby increasing the damage to the building. In a first instance court ruling in 2021, the claim was dismissed against all defendants including WS Atkins & Partners Overseas. The claimant filed an appeal and, in September 2022, the court dismissed the claimant's appeal. On November 14, 2022, the claimant filed a further appeal to the Court of Cassation (Dubai's highest tribunal).

Australian Arbitration

One of the Company's former subsidiaries, divested as part of the sale of the Company's Oil & Gas business, had a 35% interest in a joint operation for a project that has been completed. The construction joint operation is in a dispute with the project owner over labour rates. Pursuant to the agreement to sell the Oil & Gas business, the Company has retained the divested subsidiary's risk associated with, and conduct of, this dispute. Under the relevant project contract, the subsidiary is jointly and severally liable with the other joint operator vis-à-vis the project owner for performance and other liabilities. In December 2018, the joint operation received a split award of liability from an arbitration tribunal resulting in an adverse decision on certain aspects of the dispute. In August 2020, a hearing on residual legal issues occurred and, in September 2020, the tribunal ruled in favour of the joint operation. The ruling was challenged by the project owner and a court hearing occurred in June 2021 and, on September 28, 2021, the court found in favor of the project owner effectively reversing the September 2020 tribunal ruling. The joint operation appealed the September 2021 court ruling and the appeal hearing occurred in September 2022. On January 17, 2023, the court dismissed the joint operation's appeal and the joint operation then filed an application seeking leave to appeal the ruling. A hearing by the arbitration tribunal on the quantum of damages to be awarded against the joint operation (if any) has been postponed and may occur in 2023 or 2024.

General litigation risk

Due to the inherent uncertainties of litigation, it is not possible to (a) predict the final outcome of these and other related proceedings generally, (b) determine if the amount included in the Company's provisions is sufficient, or (c) determine the amount of 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 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 in respect of lawsuits or investigations 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 suppliers 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 suppliers. If the Company fails to properly issue the change orders or other claims, or fails to document the nature of claims and change orders or is otherwise unsuccessful in negotiating reasonable settlements with clients, subcontractors and suppliers, the Company could incur cost overruns, reduced profits or, in some cases, a loss for a project. A failure to recover promptly 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.

In addition, a number of project contracts have warranty periods and/or outstanding claims that may result in legal proceedings that extend beyond the actual performance and completion of the projects.

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.

33. CONTINGENT LIABILITIES (CONTINUED)

Jacques Cartier Bridge Criminal Charges (Canada)

On September 23, 2021, the Royal Canadian Mounted Police (the "RCMP"), represented by the Province of Québec's Directeur des Poursuites Criminelles et Pénales ("DPCP"), laid charges against the Company's subsidiary, SNC-Lavalin Inc. and its indirect subsidiary, SNC-Lavalin International Inc. Each entity was jointly charged (along with a former employee of the Company, Normand Morin) with the following counts: 1) forgery under Section 366 of the Criminal Code (Canada) (the "Criminal Code"), 2) fraud under Section 380 of the Criminal Code, and 3) fraud against the government under Section 121 of the Criminal Code. Each entity was charged with one count of conspiracy to commit the aforementioned crimes (the "Criminal Charges"). On the same date, the DPCP gave notice to SNC-Lavalin Inc. and SNC-Lavalin International Inc. of an invitation to negotiate a remediation agreement in accordance with Part XXII.1. of the Criminal Code with respect to the Criminal Charges, and on October 1, 2021, both entities formally accepted the invitation. These Criminal Charges follow the RCMP's formal investigation relating to alleged payments in connection with a 2002 contract for the refurbishment of the Jacques Cartier Bridge by a consortium which included SNC-Lavalin Inc. and which has previously led to a guilty plea on certain criminal charges in 2017 by the former head of the Canada Federal Bridges Corporation. Another former employee of the Company, Kamal Francis, was also charged separately with similar offenses.

SNC-Lavalin Inc. and SNC-Lavalin International Inc. reached agreement on the terms of the remediation agreement and, on May 11, 2022, the Québec Superior Court issued an order approving the remediation agreement. The term of the remediation agreement is three years, requires a total payment of $29.6 million payable over three years, and the appointment of a monitor for a three-year period, amongst other obligations. The Company estimated the net present value of these installments at $27.4 million at May 11, 2022, which is included in "DPCP Remediation Agreement expense" in the consolidated income statement. The Criminal Charges are suspended during the term of the remediation agreement, and, upon its expiry, provided the terms will have been complied with by SNC-Lavalin Inc. and SNC-Lavalin International Inc., and subject to Court approval, the Criminal Charges will be dismissed. Also on May 11, 2022, the Company entered into an administrative agreement with Public Services and Procurement Canada allowing the Company to continue to do business with the Canadian federal government and federal departments and agencies under the auspices of the federal Integrity Regime despite the remediation agreement.

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 Criminal Charges.

Ongoing and potential investigations

The Company is subject to ongoing investigations that 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 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.

The Company understands that there are investigations by various authorities which may remain ongoing in connection with certain legacy matters in various jurisdictions, including, without limitation, Algeria, Brazil and Angola.

The Company is currently unable to determine when any of these investigations will be completed or whether other investigations of the Company by these or other authorities will be initiated or the scope of current investigations broadened. The Company continues to cooperate and communicate with authorities in connection with all ongoing investigations.

33. CONTINGENT LIABILITIES (CONTINUED)

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 as a result of ongoing or future investigations, 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 restrictions on future conduct or lead to other penalties, including temporary or permanent, mandatory or discretionary suspension, prohibition or debarment from participating in projects, or the revocation of authorizations or certifications, by certain administrative organizations or by governments (such as the Government of Canada and/or the Government of Québec) under applicable procurement laws, regulations, policies or practices. The Company derives a significant percentage of its annual consolidated revenue from government and government-related contracts. Further, public and private sector bid processes in some instances assess whether the bidder, or an affiliate thereof, has ever been the object of any investigations, or sanctions or other actions resulting therefrom. In such instances, if the Company or one of its subsidiaries or investee entities must answer affirmatively to a query as to past or current investigations, or sanctions or other actions resulting therefrom, such answer may affect that entity's ability to be considered for the applicable project. In addition, the Company may not win contracts that it has bid upon due to a client's perception of the Company's reputation and/or perceived reputational advantages held by competitors as a result of such investigations, sanctions or other actions. Loss of bidding opportunities resulting from such investigations, sanctions or other actions, whether discretionary (including as a result of reputational factors) or mandatory, from participating in certain government, government-related and private contracts (in Canada, Canadian provinces or elsewhere) could materially adversely affect the Company's business, financial condition and liquidity and the market price of the Company's issued and traded securities.

The outcomes of ongoing or future investigations 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 price of the Company's issued and traded securities. In addition, these investigations and outcomes of these investigations and any negative publicity associated therewith could damage SNC-Lavalin's reputation and ability to do business.

Due to the uncertainties related to the outcome of ongoing or future 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 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 and ongoing related matters, as well as the investigations leading to the settlements described above, 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 such 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 below, or other matters, which, in turn, could require the devotion of additional time of senior management and the diversion or utilization of other resources.

Other legal proceedings

SNC-Lavalin becomes involved in various legal proceedings in the ordinary course of its business and this section describes an important ordinary course of business legal proceeding, 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.

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 Inc. claimed from the client certain amounts due under the project contract. The client has counter-claimed alleging that SNC-Lavalin Inc. defaulted under the project contracts and is seeking damages.

Due to the inherent uncertainties of litigation, it is not possible to (a) predict the final outcome of this and other legal proceedings generally, (b) determine if the amount included in the Company's provisions is sufficient, or (c) determine the amount of 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 suppliers 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 material adverse effect on its financial position or results of operations.

34. LEASES

Right-of-use assets

YEAR ENDED DECEMBER 31, 2022	OFFICE REAL ESTATE	EQUIPMENT	TOTAL
Depreciation expense on right-of-use assets	**$ 60,379**	**$ 16,872**	**$ 77,251**
Additions	**$ 30,133**	**$ 9,905**	**$ 40,038**

YEAR ENDED DECEMBER 31, 2021	OFFICE REAL ESTATE	EQUIPMENT	TOTAL
Depreciation expense on right-of-use assets	$ 71,828	$ 13,763	$ 85,591
Additions	$ 85,369	$ 11,329	$ 96,698
Net book value:			
As at December 31, 2022	**$ 267,674**	**$ 20,121**	**$ 287,795**
As at December 31, 2021	$ 328,654	$ 26,983	$ 355,637

Lease liabilities

The table below presents the future gross lease liabilities payments from continuing operations as at December 31, 2022 and 2021:

MATURITY	DECEMBER 31 2022	DECEMBER 31 2021 [1]
Not later than 1 year	**$ 103,777**	$ 118,492
Later than 1 year and not later than 5 years	**231,903**	288,529
Later than 5 years	**203,800**	230,575
	$ 539,480	$ 637,596

(1) Excludes future gross lease liabilities payments related to lease liabilities reclassified to "Liabilities of disposal groups classified as held for sale" in the consolidated statement of financial position as at December 31, 2021.

Amounts recognized in the income statement from continuing operations

YEARS ENDED DECEMBER 31	2022	2021
Depreciation expense on right-of-use assets	**$ 77,251**	$ 85,591
Interest expense on lease liabilities (Note 27)	**$ 18,833**	$ 18,024
Expense relating to short-term leases	**$ 738**	$ 481
Gain arising from sale and leaseback transactions	**$ 3,669**	$ 1,671
Expense relating to variable lease payments not included in the measurement of the lease liabilities	**$ 31,423**	$ 33,071
Income from subleasing right-of-use assets	**$ 4,999**	$ 7,368
Impairment losses on right-of-use assets [2]	**$ 26,142**	$ 16,916

(2) Included in "Restructuring and transformation costs" in the consolidated income statements

Amounts recognized in the statement of cash flows

Total cash outflows for leases amounted to $136.5 million for the year ended December 31, 2022 (2021: $161.1 million).

Operating leases

Operating leases, in which the Company is the lessor, relate mainly to equipment owned by the Company. For the year ended December 31, 2022, the lease income on operating leases amounted to $12.7 million (2021: $14.3 million).

35. REMUNERATION

A) EMPLOYEE REMUNERATION

Expenses recognized for employee benefits, including expenses recognized for key management remuneration and directors' fees, are analyzed as follows:

YEARS ENDED DECEMBER 31	**2022**	2021
Short-term benefits [1]	**$ 3,365,214**	$ 3,430,676
Share-based payments	**17,085**	36,801
Defined contribution pension plans	**169,126**	171,040
Defined benefit pension plans, other long-term benefits and other post-employment benefits	**22,330**	25,378
	$ 3,573,755	$ 3,663,895

(1) 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

The Company's key management include all employees that are classified at the executive levels, corresponding mainly to the vice-presidents and above, and all members of the Company's Board of Directors.

In 2022, the number of individuals included as key management was 155 people (2021: 138 people).

Expenses recognized for key management remuneration and directors' fees, even if the services were provided only for a portion of the year, are detailed as follows:

YEARS ENDED DECEMBER 31	**2022**	2021
Short-term benefits [2]	**$ 127,894**	$ 83,565
Share-based payments	**12,459**	31,099
Termination benefits	**2,358**	5,708
Defined benefit and defined contribution pension plans, other long-term benefits and other post-employment benefits	**4,970**	3,962
	$ 147,681	$ 124,334

(2) Short-term benefits include mainly wages, salaries, social security contributions, sick leaves, profit-sharing and bonuses and non-monetary benefits that are expected to be settled within twelve months after the end of the annual reporting period.

36. RELATED PARTY TRANSACTIONS

In the normal course of its operations, SNC-Lavalin enters into transactions with certain of its associates and joint ventures, mainly 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.

For the years ended December 31, 2022 and 2021, SNC-Lavalin recognized the following transactions with its related parties:

YEARS ENDED DECEMBER 31		**2022**		2021
PS&PM revenue from contracts with investments accounted for by the equity method	**$**	**468,770**	$	554,173
Income from Capital investments accounted for by the equity method		**75,529**		85,002
Dividends and distributions received from Capital investments accounted for by the equity method		**65,871**		76,584
Income from PS&PM investments accounted for by the equity method		**51,649**		56,329
Dividends and distributions received from PS&PM investments accounted for by the equity method	**$**	**53,545**	$	55,965

As at December 31, 2022 and 2021, SNC-Lavalin has the following balances with its related parties:

		DECEMBER 31 2022		DECEMBER 31 2021
Trade receivables from investments accounted for by the equity method	**$**	**132,489**	$	114,435
Retentions on client contracts from investments accounted for by the equity method (1)		**113,775**		116,190
Remaining commitment to invest in Capital investments accounted for by the equity method (2) (Note 5C)		**24,921**		24,921
Dividends and distributions receivable from Capital investments accounted for by the equity method (3)	**$**	**1,603**	$	290

(1) Included in “Contract assets” or “Contract liabilities” in the statements of financial position

(2) Included in “Other current financial liabilities” in the statements of financial position

(3) Included in “Other current financial assets” in the statements of financial position

In the year ended December 31, 2022, SNC-Lavalin sold and transferred its investment in InPower BC General Partnership and its holding companies to an investment accounted for by the equity method, namely the SNCL IP Partnership, which resulted in a gain on disposal of $4.4 million after income taxes (see Note 5A).

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

37. GOVERNMENT GRANTS

In the year ended December 31, 2022, SNC-Lavalin recognized government grants as a reduction of “Direct costs of activities” for $2.1 million (2021: $43.7 million) and as a reduction of “Corporate selling, general and administrative expenses” for nil (2021: $3.4 million) in the consolidated income statement, as an offset of costs for which the grants were intended to compensate.

These government grants in both 2022 and 2021 were provided by various government assistance programs related mainly to COVID-19. The main programs resulted in governments subsidizing a portion of salaries paid by qualifying employers who experienced a decrease in activities exceeding a certain threshold or subsidizing salaries of employees that were no longer providing services to their employers but continued to receive compensation.

38. SUBSIDIARIES, JOINT ARRANGEMENTS AND ASSOCIATES

The main subsidiaries, joint ventures, joint operations and associates of the Company at December 31, 2022 and 2021, 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:

	DECEMBER 31 2022	DECEMBER 31 2021	
SUBSIDIARIES	**%**	%	COUNTRY
Atkins China Limited	**100.0**	100.0	China
Atkins Danmark A/S	**100.0**	100.0	Denmark
Atkins International Holdings Limited	**100.0**	100.0	United Kingdom
Atkins Limited	**100.0**	100.0	United Kingdom
Atkins North America Holdings LLC (previously, The Atkins North America Holdings Corporation)	**100.0**	100.0	United States
Atkins North America, Inc.	**100.0**	100.0	United States
Atkins Nuclear Secured Holdings Corporation	**100.0**	100.0	United States
Atkins US Holdings Inc.	**100.0**	100.0	United States
Candu Energy Inc.	**100.0**	100.0	Canada
Faithful+Gould Limited	**100.0**	100.0	United Kingdom
Faithful+Gould Saudi Arabia Limited	**51.0**	51.0	Saudi Arabia
InPower BC General Partnership	**—**	100.0	Canada
Isotek Systems, LLC	**100.0**	100.0	United States
Kentz Canada Holdings Limited	**100.0**	100.0	Canada
Linxon Gulf LLC (1)	**49.0**	49.0	United Arab Emirates
Linxon India Private Limited	**99.0**	99.0	India
Linxon Pvt Ltd	**51.0**	51.0	United Kingdom
Linxon Saudi Arabia Co. Ltd.	**100.0**	100.0	Saudi Arabia
Linxon Sweden AB	**100.0**	100.0	Sweden
Linxon Switzerland Ltd	**100.0**	100.0	Switzerland
Linxon UK Ltd.	**100.0**	100.0	United Kingdom
Linxon US LLC	**100.0**	100.0	United States
Protrans BC Operations Ltd.	**100.0**	100.0	Canada
SNC-Lavalin (GB) Holdings Limited	**100.0**	100.0	United Kingdom
SNC-Lavalin (GB) Limited	**100.0**	100.0	United Kingdom
SNC-Lavalin (Guernsey) Holdings Ltd.	**100.0**	100.0	Guernsey
SNC-Lavalin Algérie, EURL	**100.0**	100.0	Algeria
SNC-Lavalin Arabia Co. Ltd.	**100.0**	100.0	Saudi Arabia
SNC-Lavalin ATP Inc.	**100.0**	100.0	Canada
SNC-Lavalin Capital Inc.	**100.0**	100.0	Canada
SNC-Lavalin Construction 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 Europe B.V.	**100.0**	100.0	Netherlands
SNC-Lavalin GEM Québec Inc.	**100.0**	100.0	Canada
SNC-Lavalin Highway Holdings Inc.	**100.0**	100.0	Canada

(1) Although the Company holds less than 50% of the equity shares of Linxon Gulf LLC, the Company exercises control over this entity based on its contractual agreements.

38. SUBSIDIARIES, JOINT ARRANGEMENTS AND ASSOCIATES (CONTINUED)

SUBSIDIARIES	**DECEMBER 31 2022 %**	DECEMBER 31 2021 %	COUNTRY
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 Investments Inc.	**100.0**	100.0	Canada
SNC-Lavalin Major Projects Inc.	**100.0**	100.0	Canada
SNC-Lavalin Nuclear 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
SNC-Lavalin Projetos Industriais Ltda.	**100.0**	100.0	Brazil
SNC-Lavalin Rail & Transit Limited	**100.0**	100.0	United Kingdom
SNC-Lavalin Romania S.A.	**100.0**	100.0	Romania
SNC-Lavalin Stavibel Inc.	**100.0**	100.0	Canada
The SNC-Lavalin Corporation	**100.0**	100.0	United States
TransitNEXT General Partnership	**100.0**	100.0	Canada
WS Atkins International Limited	**100.0**	100.0	United Kingdom
WS Atkins Limited	**100.0**	100.0	United Kingdom
WS Atkins & Partners Overseas	**100.0**	100.0	United Kingdom
WS Atkins & Partners Overseas Engineering Consultants	**75.0**	75.0	Saudi Arabia

JOINT VENTURES	**DECEMBER 31 2022 %**	DECEMBER 31 2021 %	COUNTRY
Capital investments			
407 East Development Group General Partnership	**50.0**	50.0	Canada
407 International Inc. [(1)]	**6.76**	6.76	Canada
Crosslinx Transit Solutions General Partnership	**25.0**	25.0	Canada
Rideau Transit Group General Partnership	**40.0**	40.0	Canada
Signature on the Saint-Laurent Group General Partnership	**50.0**	50.0	Canada
PS&PM investments			
Canadian National Energy Alliance Ltd.	**50.0**	50.0	Canada
Central Plateau Cleanup Company LLC	**22.0**	22.0	United States
Mid-America Conversion Services, LLC	**42.0**	42.0	United States
Washington River Protection Solutions LLC	**40.0**	40.0	United States

JOINT OPERATIONS	**DECEMBER 31 2022 %**	DECEMBER 31 2021 %	COUNTRY
Crosslinx Transit Solutions Constructors G.P.	**25.0**	25.0	Canada
East West Rail Joint Operation	**33.0**	33.0	United Kingdom
NouvLR General Partnership	**24.0**	24.0	Canada
Signature on the Saint Lawrence Construction General Partnership	**45.0**	45.0	Canada
SLN-Aecon JV	**40.0**	40.0	Canada
SNC-Dragados-Pennecon G.P.	**40.0**	40.0	Canada
SNC-Lavalin / AECOM	**60.0**	60.0	Canada

(1) 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.

ASSOCIATES	**DECEMBER 31 2022 %**	DECEMBER 31 2021 %	COUNTRY
Capital investments			
Myah Tipaza S.p.A.	**25.5**	25.5	Algeria
Shariket Kahraba Hadjret En Nouss S.p.A.	**26.0**	26.0	Algeria
SNC-Lavalin Infrastructure Partners LP	**20.0**	20.0	Canada

39. DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

As at December 31, 2021, the disposal group classified as held for sale included all assets and liabilities of InPower BC General Partnership and its related holding companies (see Note 5A).

The major classes of assets and liabilities of the disposal group classified as held for sale as at December 31, 2021 were as follows:

	DECEMBER 31 2021
Cash and cash equivalents	$ 2,164
Restricted cash	22,454
Other current assets	23,240
Non-current assets	296,055
Assets of disposal group classified as held for sale	343,913
Current liabilities	22,952
Non-current liabilities	275,936
Liabilities of disposal group classified as held for sale	298,888
Net assets of disposal group classified as held for sale	$ 45,025

Management's Discussion and Analysis

March 2, 2023

Management's Discussion and Analysis ("MD&A") is designed to provide the reader with a greater understanding of SNC-Lavalin Group Inc.'s business, the 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 2022 audited annual consolidated financial statements (the **"2022 Annual 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**. References in this MD&A to the "Company", "SNC-Lavalin", "we", "us" and "our" mean, as the context may require, SNC-Lavalin Group Inc. and all or some of its subsidiaries or joint arrangements or associates, or SNC-Lavalin Group Inc. or one or more of its subsidiaries or joint arrangements or associates. Unless otherwise specified, references herein to "Sections" are to Sections of this MD&A.

The Company's quarterly and annual financial information, its Annual Information Form, its Management Proxy Circular, other financial documents and additional information relating to the Company are available on both the Company's website at **www.snclavalin.com** and through SEDAR at **www.sedar.com**. SEDAR is the electronic system for the official filing of documents by public companies with the Canadian securities regulatory authorities. None of the information contained on, or connected to the SNC-Lavalin website, is incorporated by reference into or otherwise forms 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%.**

Non-IFRS Financial Measures and Ratios, Supplementary Financial Measures and Non-Financial Information

Certain indicators used by the Company to analyze and evaluate its results, which are listed in the table below, are non-IFRS financial measures or ratios, supplementary financial measures or non-financial information. 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. Management believes that, in addition to conventional measures prepared in accordance with IFRS, these non-IFRS financial measures and ratios, and certain supplementary financial measures and non-financial information, provide additional insight into the Company's financial results and certain investors may use this information to evaluate the Company's performance from period to period. However, these measures, ratios and non-financial information have limitations and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

NON-IFRS FINANCIAL MEASURES AND RATIOS, SUPPLEMENTARY FINANCIAL MEASURES AND NON-FINANCIAL INFORMATION

Performance
◦ Adjusted diluted earnings per share ("**Adjusted diluted EPS**")
◦ Adjusted earnings (loss) before net financial expenses (income), income taxes, depreciation and amortization ("**Adjusted EBITDA**")
◦ Adjusted net income (loss) attributable to SNC-Lavalin shareholders
◦ Booking-to-revenue ratio
◦ Earnings (loss) before net financial expenses (income), income taxes, depreciation and amortization ("**EBITDA**")
◦ Return on average shareholders' equity ("**ROASE**")
◦ Segment Adjusted EBITDA
◦ Segment Adjusted EBITDA to segment net revenue ratio (%)
◦ Segment net revenue
Liquidity
◦ Days Sales Outstanding ("**DSO**") for the Engineering Services segment
◦ Free cash flow (usage)
◦ Free cash flow (usage) to adjusted net income (loss) attributable to SNC-Lavalin shareholders ratio
◦ Net cash generated from (used for) operating activities on a line of business / segment basis
◦ Net limited recourse and recourse debt
◦ Net limited recourse and recourse debt to Adjusted EBITDA ratio
◦ Working capital
◦ Current ratio
Other
◦ Organic revenue
◦ Organic revenue growth (contraction)

Definitions of all non-IFRS financial measures and ratios, supplementary financial measures and non-financial information are provided in Section 13 to give the reader a better understanding of the indicators used by management. In addition, when applicable, the Company provides a quantitative reconciliation of the non-IFRS financial measures and ratios to the most directly comparable measure calculated in accordance with IFRS. Refer to Section 13 for references to the sections of this MD&A where these reconciliations are provided.

Changes in presentation

Segment disclosures and goodwill allocation to cash-generating units

Effective January 1, 2022, the Company implemented an operational realignment of the business to support the next phase of its transformation journey to growth. The new global market-facing structure is designed to best serve the evolving needs of the Company's clients, as well as support win-work efforts across its three core geographical markets (Canada, the United Kingdom and the United States), as a result of which the Company's internal reporting structure and review of operating results were modified, leading to the following reportable segments: i) Engineering Services, bringing together EDPM, Mining and Metallurgy (previously with Resources), as well as Infrastructure Services (but excluding Operations & Maintenance ("O&M") and Linxon); ii) Nuclear; iii) O&M; iv) Linxon; v) LSTK Projects; and vi) Capital. Refer to Section 2 of this MD&A and Note 4 to the 2022 Annual Financial Statements for a description and further details of each of the segments.

Following this operational realignment, effective January 1, 2022, the Company's goodwill is allocated to the following cash-generating units: i) Engineering Services – United Kingdom, Europe, Middle East, India and Canada; ii) Engineering Services – United States, Asia Pacific and Mining & Metallurgy; iii) Nuclear; iv) O&M; and v) Linxon. Refer to Note 14 to the 2022 Annual Financial Statements for more information on the allocation of the Company's goodwill as between the aforementioned cash-generating units.

These changes were made in accordance with IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, resulting in the restatement of prior year figures.

Income statement

Effective January 1, 2022, the Company modified the presentation of its income statement by combining the line items "Corporate selling, general and administrative expenses" and "Loss (gain) arising on financial instruments at fair value through profit or loss" into the line item "Corporate selling, general and administrative expenses". Refer to Section 4.1.3.1 of this MD&A.

This change was made in accordance with IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, resulting in the restatement of comparative figures.

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", "forecasts", "goal", "intends", "likely", "may", "objective", "outlook", "plans", "projects", "should", "synergies", "target", "vision", "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, project- or contract-specific cost reforecasts and claims provisions, and future prospects; ii) business and management strategies and the expansion and growth of the Company's operations; and iii) the expected additional impacts of the ongoing COVID-19 pandemic on the business and its operating and reportable segments as well as elements of uncertainty related thereto. 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, 2023. The assumptions are set out throughout this MD&A (particularly in the sections entitled "Critical Accounting Judgements and Key Sources of Estimation Uncertainty" and "How We Analyze and Report Our Results"). 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, matters relating to: (a) epidemics, pandemics, including COVID-19, and other global health crises; (b) execution of the Company's "Pivoting to Growth Strategy" unveiled in September 2021; (c) fixed-price contracts or the Company's failure to meet contractual schedule, performance requirements or to execute projects efficiently; (d) backlog and contracts with termination for convenience provisions; (e) contract awards and timing; (f) being a provider of services to government agencies; (g) international operations; (h) nuclear liability; (i) ownership interests in investments; (j) dependence on third parties; (k) supply chain disruptions; (l) joint ventures and partnerships; (m) information systems and data and compliance with privacy legislation; (n) qualified personnel; (o) competition; (p) professional liability or liability for faulty services; (q) monetary damages and penalties in connection with professional and engineering reports and opinions; (r) gaps in insurance coverage; (s) health and safety; (t) work stoppages, union negotiations and other labour matters; (u) global climate change, extreme weather conditions and the impact of natural or other disasters; (v) divestitures and the sale of significant assets; (w) intellectual property; (x) liquidity and financial position; (y) indebtedness; (z) impact of operating results and level of indebtedness on financial situation; (aa) security under the CDPQ Loan Agreement (as hereinafter defined); (bb) dependence on subsidiaries to help repay indebtedness; (cc) dividends; (dd) post-employment benefit obligations, including pension-related obligations; (ee) working capital requirements; (ff) collection from customers; (gg) impairment of goodwill and other assets; (hh) the impact on the Company of legal and regulatory proceedings, investigations and dispute settlements; (ii) further regulatory developments as well as employee, agent or partner misconduct or failure to comply with anti-corruption and other government laws and regulations; (jj) reputation of the Company; (kk) inherent limitations to the Company's control framework; (ll) environmental laws and regulations; (mm) global economic conditions; (nn) inflation; (oo) fluctuations in commodity prices; and (pp) income taxes.

The Company cautions that the foregoing list of factors is not exhaustive. For more information on risks and uncertainties, and assumptions that could 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 Judgements and Key Sources of Estimation Uncertainty" in this MD&A.

The Company may, from time to time, make oral forward-looking statements. The Company advises that the above paragraphs and the risk factors described in this MD&A should be read for a description of certain factors that could cause the actual results of the Company to differ materially from those in the oral forward-looking statements. The forward-looking statements herein reflect the Company's expectations as at March 2, 2023, the date on which the Company's Board of Directors approved this document, and they are subject to change after this date. The Company does not undertake to update publicly or to revise any written or oral forward-looking information or statements whether as a result of new information, future events or otherwise, unless required by applicable legislation or regulation. The forward-looking information and statements contained herein are expressly qualified in their entirety by this cautionary statement.

Table of Contents

1 Our Business

Founded in 1911, SNC-Lavalin is a fully integrated professional services and project management company with offices around the world. SNC-Lavalin connects people, technology and data to design, deliver and operate the most complex projects. SNC-Lavalin deploys global capabilities locally to its clients and delivers unique end-to-end services across the whole life cycle of an asset, including consulting, advisory & environmental services, intelligent networks & cybersecurity, design & engineering, procurement, project & construction management, O&M, decommissioning and capital.

In certain parts of this MD&A, activities from Professional Services & Project Management are collectively referred to as “PS&PM” to distinguish them from “Capital” activities. PS&PM groups together five of the Company’s segments, namely Engineering Services, Nuclear, O&M, Linxon and LSTK Projects, while Capital is its own reportable segment and separate from PS&PM.

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.

1.2 STRATEGIC PLAN AND OPERATIONAL REALIGNMENT

On September 28, 2021, the Company released its three-year global “Pivoting to Growth Strategy” outlining how and where the Company intends to drive profitable growth through 2024. The strategic plan is underpinned mainly by a focus on core geographic areas of operation – primarily Canada, the United Kingdom and the United States – and distinct end customer markets. Across the Company’s services, SNC-Lavalin leverages its end-to-end global capabilities to meet the demands of the future for the Company’s clients in decarbonization and sustainable solutions by connecting people, data and technology, and expects that the strategy be driven largely by four growth areas:

- Engineering Services in the United States;
- Nuclear lifecycle services, including decommissioning and waste management;
- Major Projects with a focus on collaborative contract models; and
- Digital Transformation.

As part of its strategic plan, the Company also intends to allocate capital to further strengthen its financial resilience and to support growth. Future delivery of positive cash flows will be prioritized with a view to further improving SNC-Lavalin’s leverage and targeting a return to an investment grade credit rating. The Company’s growth strategy may also be accelerated through organic and inorganic investments. Opportunistically and depending on the Company’s cash resources, surplus capital may be returned to shareholders through share buybacks or dividend growth.

To support the next phase of its transformation journey to growth, the Company has undertaken an operational realignment of the business, effective January 1, 2022. The new global market-facing structure is designed to best serve the evolving needs of the Company’s clients, as well as support win-work efforts across its three core geographical markets, and resulted in a change to the reporting segments as explained at Section 12.

2 How We Analyze and Report Our Results

2.1 HOW WE REPORT OUR RESULTS

The Company presents its financial information consistent with the manner in which management evaluates performance by grouping its activities in six reportable segments, namely: (i) Engineering Services; (ii) Nuclear; (iii) O&M; (iv) Linxon; (v) LSTK Projects; and (vi) Capital.

In addition, the Company further reports certain results and provides certain financial information separately for (i) PS&PM activities, which is comprised of five of its six segments, namely Engineering Services, Nuclear, O&M, Linxon, LSTK Projects, and (ii) Capital.

PS&PM

What is reported in PS&PM includes contracts generating revenues derived mainly from consulting, advisory & environmental services, intelligent networks & cybersecurity, design & engineering, procurement, project & construction management, O&M, decommissioning and sustaining capital. It also includes revenues from lump-sum turnkey ("LSTK") construction contracts, for which the Company ceased bidding in July 2019, except for certain repetitive EPC offerings that are lower-risk, standardized solutions.

Engineering Services incorporates consultancy, engineering, design and project management services around the world, primarily for the transportation, building & places, defence, water, industrial & mining and power & renewables markets. A significant portion of Engineering Services revenues are derived from the public sector, including national, provincial, state and local and municipal authorities. The Engineering Services segment derives its revenues primarily from reimbursable and engineering services contracts.

Nuclear supports clients across the entire nuclear lifecycle with the full spectrum of services from consultancy, EPCM services, field services, technology services, spare parts, reactor support and decommissioning and waste management. As stewards of the CANDU® technology, it also provides new-build and full refurbishment services of CANDU® reactors. The Nuclear segment derives its revenues primarily from reimbursable and engineering services contracts.

O&M consists of providing operations, maintenance and asset management solutions for bridges, transit systems, highways, buildings and industrial plants including power plants, water supply and treatment systems and desalination plants, as well as postal services and ships. The O&M segment derived all its revenues from reimbursable and engineering services contracts.

Linxon offers engineering, procurement, management and construction services for execution of large, complex alternative current power substations including expansions and electrification, notably through repetitive EPC offerings in the following markets: Utilities, Renewable, Conventional Generation, Transportation and Data centers. The Linxon segment derives its revenues mainly from standardized EPC contracts.

Combined, the four segments described above are presented under the **SNCL Services** line of business.

LSTK Projects is comprised of the remaining LSTK construction contracts of the Company, notably mass transit projects in Canada and one Mining & Metallurgy project in the Middle East. This segment also includes the financial results of legacy warranty costs and claims from completed LSTK projects. In July 2019, the Company decided to cease bidding on new LSTK construction contracts. The LSTK Projects segment derives all its revenues from LSTK construction contracts.

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While our contracts are negotiated using a variety of contracting options, PS&PM revenues are derived primarily from three major types of contracts: reimbursable and engineering services contracts, LSTK construction contracts, and standardized EPC contracts, all of which are defined at Section 5. PS&PM contracts can be found in the following segments and lines of business:

PS&PM Breakdown

	SNCL Services Line of Business				
	Engineering Services Segment	Nuclear Segment	O&M Segment	Linxon Segment	LSTK Projects Segment
Reimbursable and engineering services contracts	✓	✓	✓	✓	N/A
LSTK construction contracts	N/A	N/A [(1)]	N/A	N/A	✓
Standardized EPC contracts	✓	N/A	N/A	✓	N/A

(1) Nuclear includes one legacy LSTK construction contract.

The Company derives its PS&PM revenues from reimbursable and engineering services contracts (2022: 81%; 2021: 79%), standardized EPC contracts (2022: 8%; 2021: 8%) and LSTK construction contracts (2022: 11%; 2021: 13%).

CAPITAL

Capital is SNC-Lavalin's investment, financing and asset management arm, responsible for developing projects, arranging financing, investing equity, undertaking complex financial modeling and managing its infrastructure investments for optimal returns. Its activities are principally concentrated in infrastructure such as bridges, highways, mass transit systems, power facilities, energy infrastructure, water treatment plants and social infrastructure (e.g. hospitals). The Capital segment includes SNC-Lavalin's 20% ownership interest in and management of SNC-Lavalin Infrastructure Partners LP.

Capital is involved in public-private partnerships. These 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 client 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); or 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 investment 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 revenues or net results, depending on the accounting method required by IFRS.

It is the Company's view that the aggregate fair value of its Capital investments is significantly higher than their net book value of $591.8 million as at December 31, 2022. The Company's remaining stake of 6.76% in 407 International Inc. ("Highway 407 ETR") represents the most significant portion of the total fair value of the Company's Capital investments portfolio.

As at December 31, 2022 and December 31, 2021, the net book value of Capital investments can be summarized as follows:

(IN MILLIONS $)	DECEMBER 31 2022	DECEMBER 31 2021
Highway 407 ETR [(1)]	**$ —**	$ —
Others [(2)]	**591.8**	620.0
Total	**$ 591.8**	$ 620.0

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

(2) The net book value as at December 31, 2021 included net assets from InPower BC General Partnership, which were classified as held for sale. Such investment was disposed of in the first quarter of 2022.

ACCOUNTING METHODOLOGY FOR CAPITAL INVESTMENTS

The Company's investments are accounted for either at fair value through other comprehensive income, or through the equity or 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
Consolidation	**Revenues** that are recognized and reported by the Capital investments
Equity method	SNC-Lavalin's **share of net results** of the Capital investments or **dividends** from its Capital investments for which the carrying amount is nil but would otherwise be negative based on historical financial results and dividends if SNC-Lavalin had an obligation to fund the investment. Dividends are recognized when the Company's right to receive payment has been established
At fair value through other comprehensive income	**Dividends and distributions** from the Capital investments

In evaluating the performance of the segment, the relationship between revenues and Segment Adjusted EBIT is not meaningful, as a significant portion of the investments are accounted for at fair value through other comprehensive income and by the equity method, which do not reflect the line by line items of the individual Capital investment's financial results.

Under the equity method of accounting, distributions from a joint venture or associate 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 or associate when the recognition of such losses results in a negative balance for its investment, or where dividends declared by the joint venture or associate 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 or associate. In these situations, the Company no longer recognizes its share of net income (loss) of a Capital investment based on its ownership, but rather recognizes in its net income the amount of dividends declared by a joint venture or associate that would otherwise result in a negative carrying value of such investment.

ADDITIONAL FINANCIAL INFORMATION ON CAPITAL INVESTMENTS

The Company provides additional financial information on its Capital investments to allow the reader to have a better understanding of the financial position, results of operations and cash flows for PS&PM activities and Capital investments. As such, the following information on the Company's Capital investments is included in the 2022 Annual Financial Statements:

Consolidated statement of financial position	The net book value of Capital investments accounted for by the equity method and at fair value through other comprehensive income, distinctively.
Consolidated statement of cash flows	Payments and refunds for Capital investments. Increase in (recovery of) receivables under service concession arrangements. Net cash inflow on disposal of Capital investments.
Note 5 to the audited annual consolidated financial statements	Note specific to Capital investments, including information on assets and liabilities of Capital investments presented on the Company's statements of financial position, income and expenses from Capital investments on the Company's income statements, as well as information on the Company's main Capital investments, with additional information on assets, liabilities, revenues and expenses of Capital investments accounted for the by the equity method (joint ventures and associates).

2.2 HOW WE BUDGET AND FORECAST OUR RESULTS

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

PROJECT/MARKET LEVEL

The budget information is prepared by individual projects and/or prospects, or on specific markets, which will form the primary basis for the Company's consolidated Annual Budget.

SECTOR LEVEL

The projects prospects/markets information is then compiled by each sector, along with various assumptions related to the operations of the sector, such as its level of selling, general and administrative expenses.

CONSOLIDATED LEVEL

The sector budgets are subsequently reviewed by the Company's senior executives.

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 Company updates its annual expected results in the first, second and third quarters ("Quarterly Forecasts"), which are also presented to the Board of Directors.

The key elements taken into account when estimating revenues, gross margin and cash flows generated from (used for) operating activities for budget and forecast purposes from PS&PM activities are the following:

KEY ELEMENTS	IMPACT ON THE ANNUAL BUDGET
Backlog	Firm contracts used to estimate a portion of future revenues taking into account the execution and expected performance on an individual project basis for certain major projects.
Prospects list	Unsigned contracts that the Company is currently bidding on future projects on which it intends to bid and/or overall portfolio of potential work within a given market. Management also considers sources of revenues such as recurring business from known clients and expected service orders under master service agreements.
Execution and expected performance	Revenues and costs (or execution) of projects are determined on an individual project basis for major projects or by groups of projects or specific markets and take into consideration assumptions on risks and uncertainties that can have an impact on the progress and/or profitability of that project. This includes, but is not limited to, performance of the Company's employees and subcontractors or equipment suppliers, as well as price and availability of labour, equipment and materials.

Regarding its Capital budget and forecast, the Company establishes the expected results based on assumptions specific to each investment.

One of the key management tools for monitoring the Company's performance is the monthly and quarterly evaluation and analysis of actual results compared to the Annual Budget or the Quarterly Forecasts, for revenues 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
Level of activity	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. The level of activity can also depend on the availability and productivity of human resources.
Changes in the estimated costs to complete each individual project ("cost reforecasts")	Variation of the estimated costs to complete projects for contracts having revenue recognized over time using the percentage of completion method results in either a positive or negative impact to a project's results. Increases or decreases in profitability for any given project are largely dependent on project execution and other factors, such as availability and productivity of internal and external resources and actual costs associated to each component of a given project.
Changes in the estimated revenues and in the recovery of such revenues	Variation of the estimated revenues of projects, including the impact from change orders, claims, incentives and penalties, as well as the change in estimates on the recovery of trade receivables and contract assets, may impact the financial results of the Company.
Changes in the results of its Capital investments	Variation in the financial results of each Capital investment accounted for under the 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.
Level of selling, general and administrative expenses	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.
Acquisition-related costs and integration costs	Business acquisitions might require the Company to incur significant acquisition-related costs and integration costs, which have an impact on actual and future results.

SOURCE OF VARIATION	EXPLANATION
Restructuring and transformation costs, goodwill and other intangible assets impairment	Changes made to the way the Company operates, closure of certain locations where it conducts business, modifications to its offerings and changes in market perspectives might result, among other factors, in restructuring and transformation costs, and goodwill and other intangible assets impairment, having an impact on actual and future results.
Income taxes	Variation in income taxes impact the profitability of the Company, and depends on various factors, such as the geographic areas in which the Company is present, the statutory tax rates enacted, the nature of the revenues earned by the Company, the recoverability of deferred tax assets as well as tax assessments made by authorities.
Financial expense	Variation in interest rates could have an impact on the Company's results, as some of its financing bears interest at a variable rate.
Foreign exchange	As the Company operates in many countries, foreign currency exchange rates can cause variances to estimates as the budgets and forecasts are prepared at specific rates. It should be noted that the Company has a foreign exchange hedging policy that limits the volatility in results caused by foreign exchange fluctuations.
Timing of collection and of disbursements	Variation in the number of days required to invoice and then collect amounts due from clients, as well as variation in the payment terms from suppliers and subcontractors can impact the Company's cash flows generated from (used for) operating activities.
Unforeseen impacts related to ongoing and continued duration of COVID-19 pandemic and other future national or global health crises	Despite the alleviation of the worst effects of the COVID-19 pandemic in the key countries and regions in which the Company operates, it continues to remain inherently uncertain and difficult to quantify and account for all of the known and unknown effects of COVID-19 as well as future national or global health crises and to plan for such events in the Company's budgeting and planning processes, with COVID-19 having particularly impacted certain infrastructure projects. Refer to the updated risk factor entitled "Epidemics, pandemics, including COVID-19, and other global health crises" in Section 14 of this MD&A for a description of the various risks and uncertainties posed by COVID-19 to the Company and its business and financial affairs.

3 2022 Executive Summary

3.1 EXECUTIVE SUMMARY – KEY FINANCIAL INDICATORS

FINANCIAL HIGHLIGHTS

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2022	2021	CHANGE (%)
Income Statements			
Revenues	**$ 7,549.0**	$ 7,371.3	2.4%
Earnings before interest and taxes ("EBIT")	**95.0**	194.1	(51.0)%
EBITDA [(1)]	**346.5**	460.6	(24.8)%
Net income from continuing operations	**7.0**	105.7	(93.4)%
Net income (loss) from discontinued operations	**(6.9)**	566.4	N/A
Net income	**0.1**	672.1	(100.0)%
Diluted earnings per share from continuing operations ("Diluted EPS") (in $)	**0.09**	0.57	(83.4)%
Revenues from PS&PM from continuing operations	**7,439.9**	7,237.1	2.8%
Net income (loss) attributable to SNC-Lavalin shareholders from continuing operations from PS&PM	**(45.0)**	27.0	N/A
Adjusted net income attributable to SNC-Lavalin shareholders from PS&PM [(1)]	**112.8**	152.1	(25.8)%
Diluted EPS from PS&PM (in $)	**(0.26)**	0.15	N/A
Adjusted diluted EPS from PS&PM (in $) [(1)]	**0.64**	0.87	(25.8)%
Financial Position & Cash Flows			
Cash and cash equivalents (at December 31)	**$ 570.3**	$ 608.4	(6.3)%
Limited recourse debt (at December 31)	**400.0**	400.0	—%
Recourse debt (at December 31)	**1,470.6**	1,094.1	34.4%
Net limited recourse and recourse debt to Adjusted EBITDA ratio [(1)] (December 31)	**2.9**	1.7	70.1%
Net cash generated from (used for) operating activities	**(245.4)**	134.2	N/A
Free cash flow (usage) [(1)]	**(363.7)**	(15.9)	N/A
Additional Indicator			
Revenue backlog (at December 31)	**$ 12,551.4**	$ 12,597.0	(0.4)%

(1) Non-IFRS financial measure or ratio or supplementary financial measure. Please refer to Section 13 for further information on these measures and for the reference to the reconciliation of these financial measures to the most directly comparable measure specified under IFRS, when applicable.

The Company's financial highlights reflect the following major items:

- Revenues in 2022 increased to $7,549.0 million compared to $7,371.3 million in 2021, mainly from Engineering Services and O&M, partially offset by lower revenues mainly from LSTK Projects, Linxon and Capital.
- Net income from continuing operations totaled $7.0 million in 2022 compared to $105.7 million in 2021. The main reasons for this variance were:
  - lower contributions from Engineering Services and Capital, combined with a loss from Linxon in 2022 compared to a positive contribution from this segment in 2021, partially offset by a higher contribution from Nuclear;
  - a $27.4 million DPCP Remediation Agreement expense (refer to Section 4.1.3.5) recognized in 2022;
  - a lower loss from LSTK Projects in 2022 compared to 2021. Such segment continued to suffer from labour shortages as well as supply chain disruptions causing project productivity losses, delays and cost increases; and
  - a lower level of corporate selling, general and administrative expenses in 2022 compared to 2021.
- Net loss from discontinued operations of $6.9 million in 2022, reflecting an adjustment to the gain on disposal of the Oil & Gas business resulting from an agreement reached on purchase price adjustments, compared to

a net income from discontinued operations of $566.4 million in 2021, mainly due to the gain on such disposal. This gain in 2021 was mainly due to the reclassification to net income of the cumulative exchange differences on translating foreign operations upon disposal of such operations.

- Cash and cash equivalents of $570.3 million as at December 31, 2022, compared to cash and cash equivalents of $608.4 million as at December 31, 2021, mainly due to net cash used for operating and investing activities, partially offset by net cash generated from financing activities.
- Revenue backlog of $12.6 billion as at December 31, 2022, substantially unchanged from the backlog level as at December 31, 2021, mainly reflecting a decrease in LSTK Projects, O&M, Linxon and Capital, offset by an increase in Engineering Services and Nuclear.

3.2 EXECUTIVE SUMMARY – OTHER ITEMS

COVID-19 PANDEMIC UPDATE

The Company continued to perform well in its SNCL Services activities in 2022 despite the impact of the COVID-19 pandemic. In the LSTK Projects segment, COVID-19 continued to have an impact on the Company's activities in 2022, notably from higher prices for goods and services, productivity impacts, limited availability of products and disruptions to supply chains.

Refer to the risk factor entitled "Epidemics, pandemics, including COVID-19, and other global health crises" in Section 14 of this MD&A for a more fulsome description of the various risks and uncertainties posed by COVID-19 to the Company and its business and financial affairs.

DISPOSAL OF INPOWER BC GENERAL PARTNERSHIP AND ITS RELATED HOLDING COMPANIES

On February 7, 2022, SNC-Lavalin announced that the Company completed the sale and transfer of its ownership interest in InPower BC General Partnership ("InPower BC G.P.") and its related holding companies to SNC-Lavalin Infrastructure Partners LP ("SNCL IP Partnership") in which the Company has a 20% ownership interest. This transaction resulted in a gain before income taxes of $4.3 million.

DPCP REMEDIATION AGREEMENT

On May 11, 2022, SNC-Lavalin announced the Québec Superior Court's approval of a remediation agreement (the "Remediation Agreement") following negotiations between the Company and the Québec Crown Prosecutor's Office ("DPCP"). In accordance with the Remediation Agreement, the Company will pay $29.6 million over three years regarding the charges laid against SNC-Lavalin Inc. and SNC-Lavalin International Inc. in connection with events concerning the Jacques Cartier Bridge Refurbishment project that occurred between 1997 and 2004.

On the same date, the Company announced the signing of an administrative agreement with Public Services and Procurement Canada ("PSPC") with regard to the same events mentioned above. This agreement allows the Company to continue to do business with the Government of Canada in accordance with its Integrity Regime originally adopted on July 3, 2015.

AMENDMENTS TO THE CREDIT AGREEMENT

On May 16, 2022, the Company announced the signature of an agreement with its lenders to amend its credit agreement. Pursuant to the amended and restated agreement (the "Credit Agreement"), the notional amount of the Company's revolving credit facility (the "Revolving Credit Facility") was reduced from $2,600 million to $2,000 million. The Company's Revolving Credit Facility will be further reduced to $1,800 million in April 2023. The notional amount of the unsecured non-revolving variable interest bearing term loan (the "Term Loan") remained unchanged, at $500 million. The maturity date of both the Revolving Credit Facility and the Term Loan (the "Credit Facilities") has been extended until May 2025.

The amendments also incorporated certain environmental, social and governance ("ESG") targets based on the achievement of reducing greenhouse gas emissions, as defined in the agreement, by 60% by 2025, using 2019 as a baseline year, and increasing diversity within the Company's workforce, focusing on achieving 25% of women representation in managerial and senior professional roles by 2025. If the Company achieves those targets, the overall borrowing costs under the Credit Facilities will decrease. If the Company fails to achieve its targets, the overall borrowing costs under the Credit Facilities will increase.

RUEDIGER CLASS ACTION DISMISSAL

On October 11, 2022, the Quebec Superior Court ruled dismissing the Ruediger Class Action (as defined in Note 33 to the 2022 Annual Financial Statements), as amended, on all grounds. On November 18, 2022, the plaintiffs appealed the ruling to the Québec Court of Appeal. The final judgment is expected to be rendered in 2024.

SERIES 7 DEBENTURES

In the fourth quarter of 2022, the Company issued, on a private placement basis, new Series 7 Debentures in the principal amount of $300 million, which bear interest at the rate of 7.00% *per annum* and mature in June 2026. The net proceeds of the offering were used to repay indebtedness and for general corporate purposes.

DISPOSAL OF CARLYLE GLOBAL INFRASTRUCTURE OPPORTUNITY FUND, L.P. ("CARLYLE")

In the fourth quarter of 2022, SNC-Lavalin completed the sale of its ownership interest in Carlyle for a total consideration of US$52.1 million (approximately CA$71.2 million), of which US$21.5 million (approximately CA$29.5 million) was collected in 2022 and the remaining balance is to be collected in 2023. The Company's ownership interest in Carlyle was accounted for at fair value through other comprehensive income.

4 Financial Performance Analysis

4.1 INCOME STATEMENT

The selected annual financial information presented in the table below has been derived from the 2022 Annual Financial Statements prepared in accordance with IFRS for each of the three most recently completed financial years, with the exception of the "Additional financial indicators from continuing operations" section below, which includes certain non-IFRS financial measures.

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)		2022		2021 [1]		2020 [2]
Revenues	$	**7,549.0**	$	7,371.3	$	7,007.5
Segment Adjusted EBIT - Total	$	**413.1**	$	489.3	$	125.3
Corporate selling, general and administrative expenses [2]	$	**127.3**	$	141.3	$	237.8
Impairment loss from expected credit losses		**—**		—		0.9
Restructuring and transformation costs		**82.9**		70.1		63.3
Amortization of intangible assets related to business combinations		**84.3**		89.5		126.8
Gain on disposals of Capital investments		**(3.7)**		(5.0)		(25.0)
Loss on disposal of PS&PM businesses		**—**		0.6		7.5
Impairment loss (reversal of impairment loss) on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell		**—**		(1.3)		6.1
DPCP Remediation Agreement expense		**27.4**		—		—
EBIT	$	**95.0**	$	194.1	$	(292.0)
Net financial expenses	$	**115.7**	$	110.5	$	114.0
Earnings (loss) before income taxes from continuing operations	$	**(20.7)**	$	83.6	$	(406.0)
Income tax recovery	$	**(27.8)**	$	(22.0)	$	(59.0)
Net income (loss) from continuing operations	$	**7.0**	$	105.7	$	(346.9)
Net income (loss) from discontinued operations		**(6.9)**		566.4		(609.3)
Net income (loss)	$	**0.1**	$	672.1	$	(956.3)
Net income (loss) attributable to:						
SNC-Lavalin shareholders	$	**9.8**	$	666.6	$	(965.4)
Non-controlling interests		**(9.6)**		5.5		9.2
Net income (loss)	$	**0.1**	$	672.1	$	(956.3)
Earnings (loss) per share (in $):						
Basic	$	**0.06**	$	3.80	$	(5.50)
Diluted	$	**0.06**	$	3.80	$	(5.50)
Net income (loss) attributable to SNC-Lavalin shareholders from continuing operations:						
From PS&PM	$	**(45.0)**	$	27.0	$	(401.7)
From Capital		**61.6**		73.2		45.6
Net income (loss) attributable to SNC-Lavalin shareholders from continuing operations	$	**16.6**	$	100.2	$	(356.1)
Earnings (loss) per share from continuing operations (in $):						
Basic	$	**0.09**	$	0.57	$	(2.03)
Diluted:						
From PS&PM	$	**(0.26)**	$	0.15	$	(2.29)
From Capital		**0.35**		0.42		0.26
Diluted earnings per share from continuing operations	$	**0.09**	$	0.57	$	(2.03)
Additional financial indicators from continuing operations:						
Adjusted EBITDA from PS&PM [3]	$	**387.9**	$	433.8	$	111.4
Adjusted diluted EPS from PS&PM (in $) [3]	$	**0.64**	$	0.87	$	(1.07)

(1) Comparative figures have been restated (Refer to Section 12 of this MD&A).

(2) 2020 figures are derived from the Company's 2021 audited annual consolidated financial statements. Corporate selling, general and administrative expenses in 2020 included a $57.2 million negative fair value revaluation of a consideration receivable from the sale of 10.01% of the shares of Highway 407 ETR in 2019.

(3) Non-IFRS financial measure or ratio or supplementary financial measure. Please refer to Section 13 for further information on these measures and for the reference to the reconciliation of these financial measures to the most directly comparable measure specified under IFRS, when applicable.

4.1.1 ANALYSIS OF REVENUES

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022	2021 [1]	CHANGE (%)
Engineering Services	**$ 4,686.2**	$ 4,366.4	7.3%
Nuclear	**896.0**	904.7	(1.0)%
O&M	**497.2**	470.4	5.7%
Linxon	**561.2**	588.4	(4.6)%
SNCL Services - Total	**$ 6,640.6**	$ 6,330.0	4.9%
LSTK Projects	**$ 799.3**	$ 907.2	(11.9)%
PS&PM - Total	**$ 7,439.9**	$ 7,237.2	2.8%
Capital	**$ 109.2**	$ 134.1	(18.6)%
Total	**$ 7,549.0**	$ 7,371.3	2.4%

[1] Comparative figures have been restated (Refer to Section 12 of this MD&A).

Revenues in 2022 increased compared to 2021, mainly from Engineering Services and O&M, partially offset by lower revenues mainly from LSTK Projects, Linxon and Capital.

Further explanations on revenues are provided for each segment at Section 4.1.4.

In addition, information on revenues by geographic area is provided at Section 6, while information on revenues by type of contracts is provided in Note 9 to the 2022 Annual Financial Statements.

4.1.2 ANALYSIS OF CONSOLIDATED NET INCOME, EBIT AND EBITDA

4.1.2.1 NET INCOME (LOSS) FROM CONTINUING OPERATIONS ANALYSIS

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022	2021
Net income (loss) attributable to SNC-Lavalin shareholders from continuing operations:		
From PS&PM	**$ (45.0)**	$ 27.0
From Capital	**61.6**	73.2
Net income attributable to SNC-Lavalin shareholders from continuing operations	**$ 16.6**	$ 100.2
Non-controlling interests	**(9.6)**	5.5
Net income from continuing operations	**$ 7.0**	$ 105.7

NET INCOME (LOSS) ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS FROM CONTINUING OPERATIONS FROM PS&PM

Net loss attributable to SNC-Lavalin shareholders from continuing operations from PS&PM was $45.0 million in 2022, compared to net income attributable to SNC-Lavalin shareholders from continuing operations from PS&PM of $27.0 million in 2021. The variance was mainly due to a lower contribution from Engineering Services and a loss from Linxon in 2022, compared to a positive contribution from this segment in 2021, combined with a $27.4 million DPCP Remediation Agreement expense recognized in the second quarter of 2022, partially offset by a lower loss from LSTK Projects combined with a lower level of corporate selling, general and administrative expenses and a higher contribution from Nuclear compared to 2021.

NET INCOME ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS FROM CONTINUING OPERATIONS FROM CAPITAL

Net income attributable to SNC-Lavalin shareholders from continuing operations from Capital amounted to $61.6 million in 2022, compared to $73.2 million in 2021. The decrease was mainly due to a lower contribution from InPower BC G.P., since its disposal in February 2022, combined with lower contributions from certain other investments notably resulting from the shutdown of a power plant due to a planned major maintenance, partially offset by higher dividends received from Highway 407 ETR in 2022 compared to 2021.

NET INCOME (LOSS) ATTRIBUTABLE TO NON-CONTROLLING INTERESTS FROM CONTINUING OPERATIONS

Net loss attributable to non-controlling interests from continuing operations amounted to $9.6 million in 2022, compared to net income attributable to non-controlling interests from continuing operations of $5.5 million in 2021, both are mainly attributable to the allocation of net income (loss) to the non-controlling interest of Linxon.

4.1.2.2 NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS

The table below presents the main components of net income (loss) from discontinued operations for 2022 and 2021, which related to the disposal of the Oil & Gas business in 2021:

YEARS ENDED DECEMBER 31 (IN MILLIONS $)		2022		2021
Contribution from discontinued operations, before items listed below	$	—		(41.0)
Restructuring costs		—		(17.5)
Reversal of impairment loss on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell		—		4.9
Gain or adjustment on gain on disposal of Oil & Gas business before income taxes		**(7.5)**		573.0
Net financial expenses		—		(0.2)
Income tax recovery		**0.6**		47.2
Net income (loss) from discontinued operations	**$**	**(6.9)**	$	566.4

The $41.0 million loss from the Oil & Gas business in 2021 presented above included the favourable outcome from a claim on a legacy LSTK construction project, which was more than offset by unfavourable reforecasts on certain projects.

Restructuring costs related to discontinued operations were nil in 2022, compared to $17.5 million in 2021, mainly related to the closure of the Valerus operations.

An adjustment on gain on disposal of Oil & Gas business before income taxes was negative $7.5 million in 2022, resulting from an agreement reached on purchase price adjustments with the purchaser of the Oil & Gas business, compared to a gain on disposal of $573.0 million before income taxes in 2021, mainly due to the reclassification to net income of the cumulative exchange differences on translating foreign operations upon disposal of such operations.

The income tax recovery of $47.2 million in 2021 mainly resulted from revised estimates on the income tax liabilities related to the discontinued operations.

4.1.2.3 CONSOLIDATED EBIT, EBITDA AND ADJUSTED EBITDA ANALYSIS

EBITDA is a non-IFRS financial measure. EBITDA is defined and reconciled to net income from continuing operations in Section 13.

In 2022, EBIT was $95.0 million, compared to $194.1 million in 2021. The decrease in EBIT was primarily due to lower contributions from Engineering Services and Capital as well as a loss from Linxon in 2022, combined with a $27.4 million DPCP Remediation Agreement expense recognized in the second quarter of 2022, partially offset by a lower loss from LSTK Projects, lower corporate selling, general and administrative expenses and a higher contribution from Nuclear.

EBITDA was $346.5 million in 2022, compared to $460.6 million in 2021, with the decrease being mainly explained by the same factors described above for EBIT. **Adjusted EBITDA**, a non-IFRS measure described at Section 13.1, **amounted to $453.0 million for 2022**, compared to $525.0 million in 2021. When excluding results from Capital, **Adjusted EBITDA from PS&PM**, also a non-IFRS measure described at Section 13.1 (within the definition of Adjusted EBITDA), **amounted to $387.9 million in 2022**, compared to $433.8 million in 2021.

4.1.3 ANALYSIS OF OTHER LINE ITEMS IN THE INCOME STATEMENT

4.1.3.1 CORPORATE SELLING, GENERAL AND ADMINISTRATIVE EXPENSES ANALYSIS

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022			2021 [1]		
	FROM PS&PM	FROM CAPITAL	TOTAL	FROM PS&PM	FROM CAPITAL	TOTAL
Corporate selling, general and administrative expenses before loss (gain) arising on financial instruments at fair value through profit or loss	**$ 95.8**	**$ 28.2**	**$ 124.0**	$ 116.9	$ 28.2	$ 145.1
Loss (gain) arising on financial instruments at fair value through profit or loss	**3.3**	**—**	**3.3**	(3.7)	—	(3.7)
Corporate selling, general and administrative expenses	**$ 99.1**	**$ 28.2**	**$ 127.3**	$ 113.2	$ 28.2	$ 141.3

[1] Comparative figures have been restated (Refer to Section 12 of this MD&A).

Corporate selling, general and administrative expenses before loss (gain) arising on financial instruments at fair value through profit or loss totaled $124.0 million in 2022, compared to $145.1 million in 2021, mainly reflecting revised estimates on certain insurance provisions in 2021 and on long-term employee incentives in 2022.

The loss arising on financial instruments at fair value through profit or loss amounted to $3.3 million in 2022 (2021: a gain of $3.7 million).

4.1.3.2 RESTRUCTURING AND TRANSFORMATION COSTS

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022	2021
Restructuring costs	**$ 49.3**	$ 49.2
Transformation costs	**33.5**	20.9
Restructuring and transformation costs	**$ 82.9**	$ 70.1

The Company incurred $82.9 million of restructuring and transformation costs in 2022 (2021: $70.1 million) reflecting an increase in transformation costs.

The restructuring costs of $49.3 million recognized in 2022 included $35.9 million of non-cash charges, notably $26.1 million of impairment losses on right-of-use assets, mainly relating to non-cash charges incurred to right size the office real estate footprint to align with new working practices, and $9.8 million of impairment losses on property and equipment, while the remaining balance was mainly for severances.

The restructuring costs of $49.2 million recognized in 2021 were mainly related to actions taken in the Engineering Services and Nuclear segments, partly for severances, and also included $25.2 million of non-cash charges, notably $16.9 million of impairment losses on right-of-use assets and $8.3 million of impairment losses on property and equipment.

4.1.3.3 AMORTIZATION OF INTANGIBLE ASSETS RELATED TO BUSINESS COMBINATIONS

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022	2021
Amortization of intangible assets related to business combinations	**$ 84.3**	$ 89.5

Amortization of intangible assets related to business combinations amounted to $84.3 million in 2022 (2021: $89.5 million) mainly attributable to the amortization expense of intangible assets related to Atkins, which was acquired in 2017.

4.1.3.4 GAIN ON DISPOSALS OF CAPITAL INVESTMENTS AND LOSS ON DISPOSAL OF A PS&PM BUSINESS

YEARS ENDED DECEMBER 31 (IN MILLIONS $)		2022		2021
Gain on disposals of Capital investments	**$**	**(3.7)**	$	(5.0)
Loss on disposal of a PS&PM business	**$**	**—**	$	0.6

The gain on disposals of Capital investments amounted to $3.7 million in 2022, resulting mainly from a gain of $4.3 million on the disposal of InPower BC G.P. (refer to Note 5A to the 2022 Annual Financial statements).

In 2021, the Company received a contingent consideration of $5.0 million related to the previous disposal of a Capital investment accounted for by the equity method.

On July 16, 2021, SNC-Lavalin completed the sale of its ownership of 100% in Atkins Consulting Engineers Limited in Kenya. The loss on disposal of SNC-Lavalin's ownership interest in this subsidiary amounted to $0.6 million.

4.1.3.5 DPCP REMEDIATION AGREEMENT EXPENSE

YEARS ENDED DECEMBER 31 (IN MILLIONS $)		2022		2021
DPCP Remediation Agreement expense	**$**	**27.4**	$	—

The $27.4 million DPCP Remediation Agreement expense in 2022 represents the net present value of the installments payable over three years agreed as part of the DPCP Remediation Agreement (refer to Note 33 to the 2022 Annual Financial statements).

4.1.3.6 NET FINANCIAL EXPENSES

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022						2021					
		FROM PS&PM		FROM CAPITAL		TOTAL		FROM PS&PM		FROM CAPITAL		TOTAL
Financial income	**$**	**(8.6)**	**$**	**(0.2)**	**$**	**(8.8)**	$	(4.5)	$	(0.3)	$	(4.8)
Interest on debt:												
Recourse		**61.9**		**—**		**61.9**		35.3		—		35.3
Limited recourse		**21.7**		**—**		**21.7**		15.8		—		15.8
Non-recourse		**3.8**		**4.2**		**8.0**		3.7		16.7		20.4
Net foreign exchange losses (gains)		**(3.8)**		**—**		**(3.9)**		1.4		—		1.4
Interest on lease liabilities		**18.8**		**—**		**18.8**		17.9		0.1		18.0
Other		**17.9**		**—**		**17.9**		24.3		—		24.3
Net financial expenses	**$**	**111.8**	**$**	**4.0**	**$**	**115.7**	$	93.9	$	16.6	$	110.5

Net financial expenses from PS&PM amounted to $111.8 million in 2022, compared to $93.9 million in 2021, mainly due to a higher level of interest expense on debt in 2022, reflecting mainly higher interest rates on variable rate debt, partially offset by higher financial income and net foreign exchange gains in 2022 compared to net foreign exchange losses in 2021, combined with lower other financial charges in 2022.

Net financial expenses from Capital were $4.0 million in 2022, compared to $16.6 million in 2021, mainly due to lower level of interest expense resulting from the disposal of InPower BC G.P. in February 2022.

4.1.3.7 INCOME TAXES ANALYSIS

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022			2021		
	FROM PS&PM	FROM CAPITAL	TOTAL	FROM PS&PM	FROM CAPITAL	TOTAL
Earnings (loss) from continuing operations before income taxes	**$ (85.7)**	**$ 64.9**	**$ (20.7)**	$ 4.1	$ 79.6	$ 83.6
Income tax expense (recovery)	**$ (31.0)**	**$ 3.3**	**$ (27.8)**	$ (28.4)	$ 6.4	$ (22.0)
Effective income tax rate (%)	**36.2%**	**5.1%**	**133.8%**	(694.3)%	8.0%	(26.3)%

In 2022, the Company reported an income tax recovery of $27.8 million, compared to an income tax recovery of $22.0 million in 2021.

In 2022, the effective income tax recovery rate from PS&PM was higher than the Canadian statutory income tax rate of 26.3%, mainly due to revised estimates on certain income tax liabilities and the geographic mix of earnings, partially offset by the non-tax deductible DPCP Remediation Agreement expense and other permanent items.

In 2021, the effective income tax rate from PS&PM was lower than the Canadian statutory income tax rate of 26.2%, mainly due to the geographic mix of earnings, net income not affected by tax and revised estimates on certain income tax liabilities, partially offset with a $19.0 million reduction of previously recognized deferred income tax assets resulting from a re-assessment of the future recoverability of loss carryforwards in the United States and other permanent items.

The effective income tax rate from Capital was lower than the Canadian statutory income tax rate of 26.3% in 2022, mainly due to the non-taxable portion of investment income (including dividends from Highway 407 ETR) and the gain on disposal of InPower BC G.P.

In 2021, the effective income tax rate from Capital was lower than the Canadian statutory income tax rate of 26.2%, mainly due to the non-taxable portion of investment income, partially offset by a tax liability on the distribution from a Capital investment.

4.1.4 ANALYSIS OF SEGMENT RESULTS AND PERFORMANCE

4.1.4.1 ENGINEERING SERVICES

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2022	2021 [1]	CHANGE (%)
Revenues from Engineering Services	**$ 4,686.2**	$ 4,366.5	7.3%
Segment Adjusted EBIT from Engineering Services	**$ 397.7**	$ 464.0	(14.3)%
Segment Adjusted EBIT to revenues ratio from Engineering Services (%)	**8.5%**	10.6%	
Additional information			
Segment Adjusted EBITDA from Engineering Services [2]	**$ 517.3**	$ 587.2	(11.9)%
Segment Adjusted EBITDA to segment net revenue from Engineering Services ratio (%) [2]	**14.6%**	17.8%	
Backlog (as at December 31)	**$ 4,662.1**	$ 3,769.0	23.7%
Booking-to-revenue ratio (%) [2]	**119%**	105%	

(1) Comparative figures have been restated (Refer to Section 12 of this MD&A).

(2) Non-IFRS financial measure or ratio or supplementary financial measure. Please refer to Section 13 for further information on these measures and for the reference to the reconciliation of these financial measures to the most directly comparable measure specified under IFRS, when applicable.

Engineering Services revenues were $4,686.2 million in 2022, compared to $4,366.5 million in 2021, a 7.3% increase. This increase was driven primarily by strong volume growth year-over-year in the United States, Canada and the United Kingdom as well as an increased volume in Mining & Metallurgy, partially offset by the decreased level of revenues in the Middle East, notably from the $93.0 million favourable outcome in 2021 from an arbitration award discussed below, and the unfavourable impact from the change in foreign exchange rates year-over-year mainly due to a weaker British pound compared to the Canadian dollar. Excluding the effect of foreign currency changes, Engineering Services organic revenue growth (a non-IFRS financial measure described at Section 13) was 9.3% when compared to 2021. Backlog was $4,662.1 million as at December 31, 2022, compared to $3,769.0 million as at December 31, 2021, a 23.7% increase, with a strong increase in the United States, the United Kingdom and the Middle East.

The major revenue contributors in 2022 included work in the United Kingdom as a result of a higher volume of rail, defence and infrastructure projects as the United Kingdom Government has continued to maintain spending on critical infrastructure. In the United States and Canada, ongoing major projects contributed to revenue during 2022, such as mass transit and hydro power projects.

Segment Adjusted EBIT from Engineering Services was $397.7 million (Segment Adjusted EBITDA of $517.3 million) in 2022, compared to a Segment Adjusted EBIT of $464.0 million (Segment Adjusted EBITDA of $587.2 million) in 2021. The adverse variance is mainly driven by a $93.0 million favourable outcome in the fourth quarter of 2021 from a confirmed arbitration decision related to unpaid additional services performed on a completed contract in the Middle East, partially offset by continued strong year on year performance in the core markets of the United Kingdom, Canada and the United States.

Segment Adjusted EBITDA to segment net revenue from Engineering Services ratio was 14.6% in 2022, compared to 17.8% in 2021, due to a lower Segment Adjusted EBITDA in 2022 and an increased segment net revenue in 2022. Refer to Section 13.4.6 for the calculation of this ratio.

It should be noted that Segment Adjusted EBIT and Segment Adjusted EBITDA are presented before restructuring expenses, of which $7.9 million in 2022 ($19.3 million in 2021) were incurred in connection with the Engineering Services segment.

OTHER KEY PERFORMANCE INDICATOR

AS AT (IN NUMBER OF DAYS)	DECEMBER 31, 2022	DECEMBER 31, 2021 [1]
DSO for the Engineering Services segment [2]	**57 days**	60 days

(1) Comparative figures have been restated (Refer to Section 12 of this MD&A).

(2) DSO is a supplementary financial measure. Please refer to Section 13 for further information on this measure.

DSO for the Engineering Services segment stood at 57 days as at December 31, 2022 as compared to 60 days as at December 31, 2021.

4.1.4.2 NUCLEAR

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2022	2021	CHANGE (%)
Revenues from Nuclear	**$ 896.0**	$ 904.7	(1.0)%
Segment Adjusted EBIT from Nuclear	**$ 144.0**	$ 135.9	6.0%
Segment Adjusted EBIT to revenues ratio from Nuclear (%)	**16.1%**	15.0%	
Additional information			
Segment Adjusted EBITDA from Nuclear [1]	**$ 158.1**	$ 151.6	4.3%
Backlog (as at December 31)	**$ 936.6**	$ 834.9	12.2%
Booking-to-revenue ratio (%) [1]	**112%**	94%	

(1) Non-IFRS financial measure or ratio or supplementary financial measure. Please refer to Section 13 for further information on these measures and for the reference to the reconciliation of these financial measures to the most directly comparable measure specified under IFRS, when applicable.

Nuclear revenues amounted to $896.0 million in 2022, in line with 2021. This was primarily due to higher volumes from Europe which were offset mainly by lower volumes in the Unites States and Canada resulting mainly from a decreased level of activity on certain major projects. Excluding the effect of foreign currency changes, Nuclear organic revenue (a non-IFRS financial measure described at Section 13) in 2022 was also substantially in line with 2021.

The major revenue contributors in 2022 are reactor support and life extensions (53%), decommissioning and waste management (35%) and new builds (12%).

In 2022, Segment Adjusted EBIT from Nuclear increased to $144.0 million (Segment Adjusted EBITDA of $158.1 million), compared to $135.9 million (Segment Adjusted EBITDA of $151.6 million) in 2021, mainly due to higher contributions from Canada and Europe mainly from new project awards, partially offset by a lower contribution from the United States.

It should be noted that Segment Adjusted EBIT and Segment Adjusted EBITDA are presented before restructuring expenses, which were nil in 2022 ($6.6 million in 2021 were incurred in connection with the Nuclear segment).

4.1.4.3 O&M

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2022	2021 (1)	CHANGE (%)
Revenues from O&M	**$ 497.2**	$ 470.4	5.7%
Segment Adjusted EBIT from O&M	**$ 49.1**	$ 54.6	(10.1)%
Segment Adjusted EBIT to revenues ratio from O&M (%)	**9.9%**	11.6%	
Additional information			
Segment Adjusted EBITDA from O&M (2)	**$ 51.6**	$ 57.0	(9.5)%
Backlog (as at December 31)	**$ 5,353.9**	$ 5,705.4	(6.2)%
Booking-to-revenue ratio (%) (2)	**29%**	91%	

(1) Comparative figures have been restated (Refer to Section 12 of this MD&A).

(2) Non-IFRS financial measure or ratio or supplementary financial measure. Please refer to Section 13 for further information on these measures and for the reference to the reconciliation of these financial measures to the most directly comparable measure specified under IFRS, when applicable.

O&M revenues were $497.2 million in 2022, compared to $470.4 million in 2021, a 5.7% increase. This was mainly due to a higher level of additional services on existing contracts in 2022 compared to 2021. Excluding the effect of foreign currency changes, O&M organic revenue growth (a non-IFRS financial measure described at Section 13) in 2022 was 4.6% when compared to 2021.

The major revenue contributors in 2022 were in the Transportation, Defence and Social infrastructure sectors.

In 2022, Segment Adjusted EBIT from O&M was $49.1 million (Segment Adjusted EBITDA of $51.6 million), compared to a Segment Adjusted EBIT of $54.6 million (Segment Adjusted EBITDA of $57.0 million) in 2021, mainly due to the revenue mix resulting in lower gross margin, as well as increased bidding expenses.

4.1.4.4 LINXON

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2022	2021 [1]	CHANGE (%)
Revenues from Linxon	**$ 561.2**	$ 588.4	(4.6)%
Segment Adjusted EBIT from Linxon	**$ (9.8)**	$ 18.2	(154.2)%
Segment Adjusted EBIT to revenues ratio from Linxon (%)	**(1.8)%**	3.1%	
Additional information			
Segment Adjusted EBITDA from Linxon [2]	**$ (5.7)**	$ 22.1	(125.9)%
Segment Adjusted EBITDA to segment net revenue from Linxon ratio (%) [2]	**(1.3)%**	4.5%	
Backlog (as at December 31)	**$ 881.8**	$ 974.2	(9.5)%
Booking-to-revenue ratio (%) [2]	**84%**	92%	

[1] Comparative figures have been restated (Refer to Section 12 of this MD&A).

[2] Non-IFRS financial measure or ratio or supplementary financial measure. Please refer to Section 13 for further information on these measures and for the reference to the reconciliation of these financial measures to the most directly comparable measure specified under IFRS, when applicable.

Linxon revenues were $561.2 million in 2022, compared to $588.4 million in 2021, a 4.6% decrease, mainly due to projects in Europe and Asia Pacific nearing completion, partially offset by an increase in the level of activity in the United States. Excluding the effect of foreign currency changes, Linxon organic revenue growth (a non-IFRS financial measure described at Section 13) in 2022 was 0.4% when compared to 2021.

The major revenue contributors in 2022 included projects in the United States and Middle East as a result of a ramp-up in existing projects and new awards.

In 2022, Segment Adjusted EBIT from Linxon decreased to a negative $9.8 million (Segment Adjusted EBITDA of negative $5.7 million), compared to a Segment Adjusted EBIT of $18.2 million (Segment Adjusted EBITDA of $22.1 million) in 2021, resulting mainly from project delays and higher costs on European projects and from lower volume in Asia Pacific in 2022, partially offset by higher contributions from projects in the United States.

Segment Adjusted EBITDA to segment net revenue from Linxon ratio was negative 1.3% in 2022, compared to 4.5% in 2021, mainly due to lower level of Segment Adjusted EBITDA. Refer to Section 13.4.6 for the calculation of this ratio.

4.1.4.5 LSTK PROJECTS

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)		2022		2021 [1]	CHANGE (%)
Revenues from LSTK Projects	**$**	**799.3**	$	907.2	(11.9)%
Segment Adjusted EBIT from LSTK Projects	**$**	**(261.3)**	$	(302.6)	(13.7)%
Segment Adjusted EBIT to revenues ratio from LSTK Projects (%)		**(32.7)%**		(33.4)%	
Additional information					
Segment Adjusted EBITDA from LSTK Projects [2]	**$**	**(238.8)**	$	(277.8)	(14.1)%
Backlog (as at December 31)	**$**	**685.5**	$	1,166.9	(41.3)%

(1) Comparative figures have been restated (Refer to Section 12 of this MD&A).

(2) Non-IFRS financial measure or ratio or supplementary financial measure. Please refer to Section 13 for further information on these measures and for the reference to the reconciliation of these financial measures to the most directly comparable measure specified under IFRS, when applicable.

LSTK Projects revenues were $799.3 million in 2022, compared to $907.2 million in 2021, as the LSTK projects backlog continued to reduce.

The major revenue contributors in 2022 included multiple projects for mass transit systems infrastructure projects in Central and Eastern Canada.

In 2022, Segment Adjusted EBIT from LSTK Projects was negative $261.3 million (negative Segment Adjusted EBITDA of $238.8 million), compared to a negative Segment Adjusted EBIT of $302.6 million (negative Segment Adjusted EBITDA of $277.8 million) in 2021. The negative Segment Adjusted EBIT in 2022 was mainly due to unfavourable cost reforecasts, as well as the productivity impacts of the COVID-19 Omicron variant in the early part of the year.

Throughout 2022, the LSTK Projects segment was affected by the impacts of labour strikes in the Province of Ontario, labour shortages and supply chain disruptions causing project productivity losses, delays, and cost increases. In addition, significant increases in inflation from macro-economic factors impacted direct labour, materials and other costs across the projects.

The negative Segment Adjusted EBIT in 2021 was mainly due to unfavourable cost reforecasts, primarily driven by COVID-19, supply chain disruptions and inflation, causing project productivity losses, delays and cost increases on the last remaining LSTK projects. Productivity impacts due to COVID-19 increased significantly with the Omicron variant, including materially higher workforce absenteeism levels on some projects for periods of time. In addition, delays on certain equipment deliveries and significant increases in inflation impacted direct labour, materials and other costs across the projects.

4.1.4.6 CAPITAL

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022	2021
Revenues from Capital	**$ 109.2**	$ 134.1
Segment Adjusted EBIT from Capital investments:		
From Highway 407 ETR	**50.7**	40.6
From other Capital investments [(1)]	**42.6**	78.7
Segment Adjusted EBIT from Capital	**$ 93.3**	$ 119.3

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

Revenues from Capital in 2022 decreased to $109.2 million, compared to $134.1 million in 2021, mainly due to the disposal of InPower BC G.P. to SNCL IP Partnership in February 2022 and lower contributions from certain other investments, notably resulting from the shutdown of a power plant due to a planned major maintenance, partially offset by higher dividends received from Highway 407 ETR in 2022, compared to 2021.

Segment Adjusted EBIT from Capital decreased to $93.3 million in 2022, compared to $119.3 million in 2021. The decrease in Segment Adjusted EBIT was mainly due to the same reasons stated above for revenues.

It should be noted that Segment Adjusted EBIT excludes a $3.7 million gain in 2022 on disposal of Capital investments and a $5.0 million gain in 2021 on disposal of a Capital investment accounted for by the equity method (refer to Section 4.1.3.4).

CAPITAL INVESTMENTS PORTFOLIO

The following table presents a list of SNC-Lavalin's main Capital investments as at December 31, 2022:

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	In operation	Operates, maintains and rehabilitates Phase 1 of the new highway 407, east of Brock Road.
RIDEAU TRANSIT GROUP PARTNERSHIP ("RIDEAU")	40%	Equity	Yes	2013	2048	In operation	Designs, builds, finances and maintains the Confederation Line, City of Ottawa's light rail transit system.
HIGHWAY 407 ETR	6.76%	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.
TRANSITNEXT GENERAL PARTNERSHIP ("TransitNEXT")	100%	Consolidation	Yes	2019	2049	Under construction	Designs, builds, finances and maintains the new Trillium Line extension, and also assumes responsibility for the long-term maintenance of the existing Trillium Line, under a 30-year contract.
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^3/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 ending in 2036.
SHARIKET KAHRABA HADJRET EN NOUSS S.p.A. ("SKH")	26%	Equity	No	2006	N/A	In operation	Owns, 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 ending in 2029.
SIGNATURE ON THE SAINT-LAURENT GROUP GENERAL PARTNERSHIP ("SSL")	50%	Equity	Yes	2015	2049	In operation	Designs, builds, finances, operates and maintains the New Champlain Bridge Corridor project.
CROSSLINX TRANSIT SOLUTIONS GENERAL PARTNERSHIP ("EGLINTON 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.
SNC-LAVALIN INFRASTRUCTURE PARTNERS LP	20%	Equity	No	2017	N/A	N/A	Holds the participations in Rainbow Hospital Partnership, Chinook Roads Partnership, InTransit BC Limited Partnership, Okanagan Lake Concession Limited Partnership, McGill Healthcare Infrastructure Group and InPower BC G.P..

N/A: not applicable

5 Backlog (Remaining Performance Obligations)

Backlog is defined as a forward-looking indicator of anticipated revenues to be recognized by the Company, determined based on contract awards that are firm and amounting to the transaction price allocated to remaining performance obligations. Management may be required to make estimates regarding the revenue to be generated from certain contracts.

Revenue backlog is derived primarily from three major types of contracts: **Reimbursable and engineering services contracts, standardized EPC contracts and LSTK construction contracts.**

- **Reimbursable and engineering services contracts**: Reimbursable and engineering services contracts include all revenue-generating contracts of the Company, except standardized EPC contracts and LSTK construction contracts described below. 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 or a target price accompanied by incentives and/or disincentives. Engineering services contracts include time and material agreements based on hourly rates and fixed-price lump-sum contracts with limited procurement or construction risks. Reimbursable and engineering services contracts also include all O&M contracts, most of which are fixed-price agreements subject to price-adjustment clauses such as inflation-driven indexation.
- **Standardized EPC contracts**: Under standardized EPC contracts, the Company provides repetitive EPC offerings that are lower-risk, standardized solutions for: i) district cooling plants; and ii) power substations executed through its Linxon subsidiary.
- **LSTK construction contracts**: Under LSTK construction 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 above or below the initial estimated costs. Although these projects are at a lump-sum price, the amount of associated revenue could nevertheless vary based on change orders, claims or other contract modifications, negotiated or otherwise awarded, which might take various forms. Projects in this category were all initiated as lump-sum contracts, and while in some cases have been modified to change their lump-sum risk exposure, continue to be presented in this category.

REVENUE BACKLOG BY SEGMENT AND GEOGRAPHIC AREA

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

(IN MILLIONS CA$) BY SEGMENT		DECEMBER 31 2022		DECEMBER 31 2021[1]
Engineering Services	**$**	**4,662.1**	$	3,769.0
Nuclear		**936.6**		834.9
O&M		**5,353.9**		5,705.4
Linxon		**881.8**		974.2
SNCL Services - Total	**$**	**11,834.4**	$	11,283.5
LSTK Projects	**$**	**685.5**	$	1,166.9
PS&PM - Total	**$**	**12,519.9**	$	12,450.4
Capital [2]	**$**	**31.6**	$	146.6
Total	**$**	**12,551.4**	$	12,597.0
From Canada	**$**	**6,759.6**	$	7,416.0
Outside Canada		**5,791.9**		5,181.0
Total	**$**	**12,551.4**	$	12,597.0

(1) Comparative figures have been restated (Refer to Section 12 of this MD&A).

(2) Backlog from Capital represents the amount that will be recognized as revenue from contracts with customers in the Capital segment from a concession.

The Company's revenue backlog was $12.6 billion as at December 31, 2022, substantially unchanged from the backlog level as at December 31, 2021, mainly reflecting a decrease in LSTK Projects, O&M, Linxon and Capital, offset by an increase in Engineering Services and Nuclear. The decrease of backlog for Capital was mainly due to the disposal of InPower BC G.P. in the first quarter of 2022.

BACKLOG RECONCILIATION

In the following section, the Company presents its "booking-to-revenue ratio", a non-IFRS measure, which corresponds to contract bookings divided by 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 2.2, which can be a significant portion of the budgeted and/or forecasted revenues.

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)		2022		2021
Opening backlog	**$**	**12,597.0**	$	13,187.8
Plus: Contract bookings during the year		**7,353.2**		6,614.7
Backlog from a business combination during the year		**0.3**		—
Less: Revenues from contracts with customers recognized during the year		**7,399.1**		7,204.2
Backlog of business sold during the year		**—**		1.3
Ending backlog	**$**	**12,551.4**	$	12,597.0
Booking-to-revenue ratio [1]		**0.99**		0.92

(1) Non-IFRS financial measures. Please refer to Section 13 for further information on these financial measures and for the reference to the reconciliation from these financial measures to the most directly comparable measure specified under IFRS, when applicable.

BACKLOG BY TYPES OF CONTRACTS

The following tables show the amounts and proportions of reimbursable and engineering services contracts, standardized EPC contracts and LSTK construction contracts included in each segment's backlog as at December 31, 2022 and 2021:

AT DECEMBER 31, 2022 (IN MILLIONS $)	REIMBURSABLE AND ENGINEERING SERVICES CONTRACTS		STANDARDIZED EPC CONTRACTS		LSTK CONSTRUCTION CONTRACTS	
BY SEGMENT						
Engineering Services	$ 4,610.5	99%	$ 51.6	1%	$ —	—%
Nuclear	932.3	100%	—	—%	4.2	—%
O&M	5,353.9	100%	—	—%	—	—%
Linxon	6.4	1%	875.5	99%	—	—%
SNCL Services - Total	**$ 10,903.1**	**92%**	**$ 927.0**	**8%**	**$ 4.2**	**—%**
LSTK Projects	**$ —**	**—%**	**$ —**	**—%**	**$ 685.5**	**100%**
PS&PM - Total	**$ 10,903.1**	**87%**	**$ 927.0**	**7%**	**$ 689.7**	**6%**
Capital	$ 31.6	100%	$ —	—%	$ —	—%
Total	**$ 10,934.7**	**87%**	**$ 927.0**	**7%**	**$ 689.7**	**5%**

AT DECEMBER 31, 2021 (1) (IN MILLIONS $)	REIMBURSABLE AND ENGINEERING SERVICES CONTRACTS		STANDARDIZED EPC CONTRACTS		LSTK CONSTRUCTION CONTRACTS	
BY SEGMENT						
Engineering Services	$ 3,714.6	99%	$ 54.4	1%	$ —	—%
Nuclear	810.5	97%	—	—%	24.4	3%
O&M	5,705.4	100%	—	—%	—	—%
Linxon	60.3	6%	913.9	94%	—	—%
SNCL Services - Total	**$ 10,290.7**	**91%**	**$ 968.3**	**9%**	**$ 24.4**	**—%**
LSTK Projects	**$ —**	**—%**	**$ —**	**—%**	**$ 1,166.9**	**100%**
PS&PM - Total	**$ 10,290.7**	**83%**	**$ 968.3**	**8%**	**$ 1,191.3**	**10%**
Capital	$ 146.6	100%	$ —	—%	$ —	—%
Total	**$ 10,437.3**	**83%**	**$ 968.3**	**8%**	**$ 1,191.3**	**9%**

(1) Comparative figures have been restated (Refer to Section 12 of this MD&A).

6 Geographic Breakdown of Revenues

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022		2021	
	TOTAL	%	TOTAL	%
Americas:				
Canada	**$ 2,352.0**	**31 %**	$ 2,347.6	32 %
United States	**1,470.3**	**19 %**	1,299.3	18 %
Latin America	**103.3**	**1 %**	85.4	1 %
Europe:				
United Kingdom	**2,189.5**	**29 %**	2,136.8	29 %
Other	**341.0**	**5 %**	462.1	6 %
Middle East and Africa:				
Middle East	**634.9**	**8 %**	522.4	7 %
Africa	**141.9**	**2 %**	154.8	2 %
Asia Pacific	**316.0**	**4 %**	362.8	5 %
Total	**$ 7,549.0**	**100 %**	$ 7,371.3	100 %

AMERICAS:

- **Revenues in Canada in 2022 were in line with** 2021, mainly due to an increase in Engineering Services and O&M, partially offset by a decrease in LSTK Projects.
- **Revenues in the United States in 2022 increased** compared to 2021, mainly due to an increase in Engineering Services and Linxon.
- **Revenues in Latin America in 2022 increased** compared to 2021, mainly due to an increase in Engineering Services.

EUROPE:

- **Revenues in the United Kingdom increased in 2022** compared to 2021, mainly due to an increase in Engineering Services and Nuclear, partially offset by a decrease in Linxon.
- **Revenues in other countries in Europe decreased in 2022** compared to 2021, mainly due to a decrease in Linxon.

MIDDLE EAST AND AFRICA:

- **Revenues in the Middle East increased in 2022** compared to 2021, mainly due to an increase of activities in Linxon.
- **Revenues in Africa decreased in 2022** compared to 2021, primarily due to a decrease in Capital.

ASIA PACIFIC:

- **Revenues in Asia Pacific decreased in 2022** compared to the previous year, mainly reflecting a decrease in Linxon.

7 Fourth Quarter Results

FOURTH QUARTERS ENDED DECEMBER 31 (IN MILLIONS $)	2022	2021	CHANGE (%)
Income Statements			
Revenues	**$ 1,900.1**	$ 1,944.9	(2.3)%
Net income (loss) attributable to SNC-Lavalin shareholders:			
From PS&PM	**$ (90.6)**	$ (105.5)	(14.0)%
From Capital	**36.3**	52.6	(31.0)%
Net loss attributable to SNC-Lavalin shareholders	**$ (54.4)**	$ (52.9)	2.8%
Loss per share attributable to SNC-Lavalin shareholders (in $):			
Basic	**$ (0.31)**	$ (0.30)	2.8%
Diluted	**$ (0.31)**	$ (0.30)	2.8%
Net income (loss) attributable to SNC-Lavalin shareholders from continuing operations:			
From PS&PM	**$ (90.6)**	$ (67.9)	33.5%
From Capital	**36.3**	52.6	(31.0)%
Net loss attributable to SNC-Lavalin shareholders from continuing operations	**$ (54.4)**	$ (15.3)	254.6%
Additional indicators			
Adjusted net loss attributable to SNC-Lavalin shareholders from PS&PM [(1)]	**$ (32.5)**	$ (25.6)	27.3%
Diluted EPS from continuing operations (in $)	**$ (0.31)**	$ (0.09)	254.6%
Diluted EPS from PS&PM (in $)	**$ (0.52)**	$ (0.39)	33.5%
Adjusted diluted EPS from PS&PM (in $) [(1)]	**$ (0.19)**	$ (0.15)	27.3%

(1) Non-IFRS financial measure or ratio. Please refer to Section 13 for further information on these financial measures and for the reference to the reconciliation from these financial measures to the most directly comparable measure specified under IFRS, when applicable.

- **Revenues totaled $1,900.1 million in the fourth quarter of 2022,** compared to $1,944.9 million in the corresponding quarter of 2021, mainly reflecting a decrease in LSTK Projects, Linxon and Capital, partially offset by an increase mainly in Engineering Services and O&M.
- **For the fourth quarter of 2022, the net loss attributable to SNC-Lavalin shareholders was $54.4 million ($0.31 per diluted share),** compared to a net loss attributable to SNC-Lavalin shareholders of $52.9 million ($0.30 per diluted share) for the fourth quarter of 2021, reflecting mainly:
    - a lower contribution from Engineering Services and Capital and a loss from Linxon in the fourth quarter of 2022, partially offset mainly by a lower loss from LSTK Projects and a higher contribution from Nuclear in the fourth quarter of 2022;
    - a lower income tax recovery from continuing operations of $38.5 million in the fourth quarter of 2022 compared to an income tax recovery from continuing operations of $47.8 million in the fourth quarter of 2021;
    - higher restructuring and transformation costs and higher net financial expenses, partially offset by lower Corporate selling, general and administrative expenses in the fourth quarter of 2022 compared to the corresponding period of 2021; and
    - no result from discontinued operations in the fourth quarter of 2022 compared to a net loss from discontinued operations of $37.6 million in the corresponding period of 2021.
- **For the fourth quarter of 2022, the Adjusted net loss attributable to SNC-Lavalin shareholders from PS&PM was $32.5 million ($0.19 per diluted share),** compared to an adjusted net loss attributable to SNC-Lavalin shareholders from PS&PM of $25.6 million ($0.15 per diluted share) for the comparable quarter in 2021, for the same reasons stated above, except for the change in restructuring and transformation costs and results from discontinued operations, which are excluded from this non-IFRS measure.

AS AT (IN MILLIONS $)	DECEMBER 31, 2022	SEPTEMBER 30, 2022	CHANGE (%)
Additional Indicator			
Cash and cash equivalents	**$ 570.3**	$ 482.6	18.2%
Revenue backlog	**$ 12,551.4**	$ 12,362.0	1.5%

- **At the end of December 31, 2022, the Company's cash and cash equivalents amounted to $570.3 million**, compared to $482.6 million as at September 30, 2022. The increase is mainly attributable to net cash generated from operating activities of $176.0 million in the fourth quarter of 2022, combined with net cash generated from investing activities of $36.3 million, partially offset by net cash used for financing activities of $127.8 million.
- From a business line perspective, SNCL Services generated $339.7 million of net cash from operating activities in the fourth quarter of 2022 compared to $208.2 million in the fourth quarter of 2021, while LSTK Projects used $56.4 million of net cash for operating activities in the fourth quarter of 2022 compared to $23.5 million used in the fourth quarter of 2021. Discontinued operations did not generate cash from operating activities in the fourth quarter of 2022, compared to $16.7 million in the fourth quarter of 2021. The remaining balance of cash flows used for operating activities relates to Capital, corporate activities and items not allocated to the Company's segments or to discontinued operations. Net cash generated from (used for) operating activities on a line of business/segment basis is a supplementary financial measure. An explanation of the composition of this supplementary financial measure is provided in Section 13.2.
- **Revenue backlog was $12.6 billion as at December 31, 2022,** compared to $12.4 billion as at September 30, 2022, mainly reflecting an increase in Linxon, Nuclear and Engineering Services, partially offset by a decrease in O&M.

The following table summarizes the Company's revenues and Segment Adjusted EBIT and reconciles the Segment Adjusted EBIT to the Company's net loss attributable to SNC-Lavalin shareholders for the fourth quarters ended December 31, 2022 and 2021.

FOURTH QUARTERS ENDED DECEMBER 31 (IN MILLIONS $)	2022		2021	
BY SEGMENT	REVENUES	SEGMENT ADJUSTED EBIT	REVENUES	SEGMENT ADJUSTED EBIT
Engineering Services	**$ 1,242.9**	**$ 119.2**	$ 1,216.3	$ 189.5
Nuclear	**223.6**	**40.6**	220.4	34.8
O&M	**131.6**	**10.2**	114.6	11.5
Linxon	**133.9**	**(14.2)**	164.3	3.2
Total SNCL Services	**$ 1,732.1**	**$ 155.9**	$ 1,715.6	$ 239.0
LSTK Projects	**$ 118.6**	**$ (150.2)**	$ 164.1	$ (233.0)
Total PS&PM	**$ 1,850.7**	**$ 5.7**	$ 1,879.7	$ 6.0
Capital	**49.4**	**45.2**	65.2	60.6
Total revenues and Segment Adjusted EBIT	**$ 1,900.1**	**$ 50.9**	$ 1,944.9	$ 66.6
Corporate selling, general and administrative expenses not allocated to the segments		**(31.3)**		(53.3)
Restructuring and transformation costs		**(53.9)**		(30.9)
Amortization of intangible assets related to business combinations		**(21.5)**		(23.4)
Gain (loss) on disposals of Capital investments		**(0.6)**		5.0
EBIT		**$ (56.5)**		$ (35.9)
Net financial expenses		**46.9**		27.0
Loss before income taxes from continuing operations		**$ (103.4)**		$ (62.9)
Income tax recovery		**(38.5)**		(47.8)
Net loss from continuing operations		**$ (64.9)**		$ (15.1)
Net loss from discontinued operations		**—**		(37.6)
Net loss		**$ (64.9)**		$ (52.7)
Less: Non-controlling interests		**(10.6)**		0.2
Net loss attributable to SNC-Lavalin shareholders		**$ (54.4)**		$ (52.9)

Total Segment Adjusted EBIT in the fourth quarter of 2022 was $50.9 million, compared to a total Segment Adjusted EBIT of $66.6 million in the fourth quarter of 2021. The variance is largely attributable to a lower contribution from Engineering Services and Capital and a loss from Linxon, partially offset by a lower loss from LSTK Projects and a higher contribution from Nuclear.

The variance in contribution from Engineering Services reflected mainly a $93.0 million favourable outcome from a confirmed arbitration decision in 2021 related to unpaid additional services performed on a completed contract in the Middle East. Such favourable outcome was reflected as additional revenue in 2021, leading to a corresponding contribution to the Segment Adjusted EBIT.

The lower contribution from Capital mainly reflected lower dividends received from Highway 407 ETR in the fourth quarter of 2022, a decreased contribution from InPower BC G.P. since its disposal to SNCL IP Partnership in February 2022 and lower contributions from certain other investments notably resulting from the shutdown of a power plant due to a planned major maintenance.

The loss in Linxon in the fourth quarter of 2022 resulted mainly from unfavourable reforecasts on certain projects.

The losses in LSTK Projects in the fourth quarter of 2022 were mainly due to unfavourable cost reforecasts on certain major projects that continued to be affected by high construction and materials inflation rates, supply chain disruptions and labour actions.

The losses in LSTK Projects in the fourth quarter of 2021 were mainly due to unfavourable cost reforecasts, primarily driven by COVID-19, supply chain disruptions, inflation and commissioning challenges, causing productivity losses, delays and cost increases on the last remaining LSTK construction projects. Productivity impacts due to COVID-19 increased significantly with the Omicron variant, including materially higher workforce absenteeism levels on some projects for periods of time. In addition, delays on certain equipment deliveries and significant increases in inflation impacted direct labour, materials and other costs across the projects.

The impact of these were higher than foreseen by the Company in previous periods, and as a result, the forecasted costs to complete the LSTK construction projects had to be increased and adjusted in the fourth quarter of 2022 and in the fourth quarter of 2021.

The higher contribution from Nuclear in the fourth quarter of 2022 is mainly due to higher contributions from Canada, Europe and the United States.

Corporate selling, general and administrative expenses not allocated to segments amounted to $31.3 million in the fourth quarter of 2022, compared to $53.3 million in the corresponding period of 2021. The variance is mainly due to revised estimates on certain insurance provisions in the fourth quarter of 2021.

In the fourth quarter of 2021, the Company recognized a pre-tax gain of $5.0 million from a contingent consideration receivable related to the previous disposal of a Capital investment accounted for by the equity method. Such gain was included in “Gain (loss) on disposals of Capital investments”.

Restructuring and transformation costs amounted to $53.9 million in the fourth quarter of 2022, compared to $30.9 million in the corresponding period of 2021. The increase was mainly due to non-cash charges incurred to right size the office real estate footprint to align with new working practices.

Net financial expenses amounted to $46.9 million in the fourth quarter of 2022, compared to $27.0 million in the corresponding period of 2021. The variance is mainly due to higher level of interest expense in the fourth quarter of 2022, reflecting mainly the increase in interest rates experienced during the year.

The income tax recovery of $38.5 million in the fourth quarter of 2022 was mainly a result of the loss for the period. The effective income tax recovery rate was higher than the Canadian statutory income tax rate mainly due to revised estimates on certain income tax liabilities and net income not affected by tax, partially offset by the geographic mix of earnings and other permanent items.

The income tax recovery of $47.8 million in the fourth quarter of 2021 was mainly a result of the loss for the period. The effective income tax recovery rate was higher than the Canadian statutory income tax rate mainly due to the geographic mix of earnings, net income not affected by tax and revised estimates on certain income tax liabilities, partially offset with a $19.0 million reduction of previously recognized deferred income tax assets resulting from a re-assessment of the future recoverability of loss carryforwards in the United States.

Net loss from discontinued operations was nil in the fourth quarter of 2022, compared to $37.6 million in the fourth quarter of 2021. The net loss from discontinued operations in the fourth quarter of 2021 related to the Oil & Gas business disposed in 2021.

8 Liquidity and Capital Resources

This section has been prepared to provide the reader with a better understanding of the major components of the Company's liquidity and capital resources and has been structured as follows:

- A **cash flow analysis**, providing details on how the Company generated and used its cash and cash equivalents;
- A discussion of the Company's **capital structure management** and **capital resources**;
- A description of the Company's **debt and financing agreements** and its **capital management indicators**;
- An update on the Company's **credit ratings**;
- A presentation of the Company's **dividends declared**; and
- A review of the Company's **contractual obligations** and **financial instruments**, which provides additional information for a better understanding of the Company's financial situation.

8.1 CASH FLOWS ANALYSIS

SUMMARY OF CASH FLOWS

YEARS ENDED DECEMBER 31 (IN MILLIONS $)		2022		2021
Cash flows generated from (used for):				
Operating activities	**$**	**(245.4)**	$	134.2
Investing activities		**(82.5)**		(263.7)
Financing activities		**283.1**		(192.5)
Increase (decrease) from exchange differences on translating cash and cash equivalents		**4.4**		(0.2)
Net decrease in cash and cash equivalents	**$**	**(40.3)**	$	(322.3)
Cash and cash equivalents at beginning of year		**610.6**		932.9
Cash and cash equivalents at end of year	**$**	**570.3**	$	610.6
Less: Cash and cash equivalents included in the assets of disposal group classified as held for sale	**$**	**—**	$	2.2
Cash and cash equivalents at end of year as presented on the consolidated statement of financial position	**$**	**570.3**	$	608.4

Cash and cash equivalents decreased by $40.3 million in 2022, compared to a decrease of $322.3 million in 2021, as discussed further below.

OPERATING ACTIVITIES

Net cash used for operating activities totaled $245.4 million in 2022, compared to net cash generated from operating activities of $134.2 million in 2021, a variance reconciled as follows:

(IN MILLIONS $)		
Net cash generated from operating activities for the year ended December 31, 2021	$	**134.2**
Changes between the years ended December 31, 2022 and 2021:		
Decrease in net income		(671.9)
Decrease in income tax recovery recognized in net income		40.8
Decrease in depreciation and amortization		(19.9)
Increase in interest paid		(23.6)
Decrease in income from Capital investments accounted for by the equity method		9.5
Decrease in dividends and distributions received from Capital investments accounted for by the equity method		(10.7)
Decrease in expense recognized in respect of cash-settled share-based payment arrangements		(21.1)
Lower net change in provisions related to forecasted losses on certain contracts		23.6
Variance from net gain in 2021 and adjustment on net gain in 2022 on disposals of PS&PM businesses		579.9
DPCP Remediation Agreement expense in 2022		27.4
Increase in payments related to federal charges settlement (PPSC) and DPCP Remediation Agreement		(21.0)
Decrease from net change in other provisions		(128.3)
Other items		(0.9)
Changes in net cash used for operating activities before net change in non-cash working capital items	$	(216.2)
Variance from net change in non-cash working capital items		(163.4)
Net cash used for operating activities for the year ended December 31, 2022	**$**	**(245.4)**

- **Net cash generated from operating activities before net change in non-cash working capital items totaled $15.2 million in 2022,** compared to net cash generated from operating activities before net change in non-cash working capital items of $231.4 million in 2021.
- As detailed in Note 28C to the 2022 Annual Financial Statements, **net change in non-cash working capital items used net cash of $260.6 million in 2022,** compared to net cash used of $97.2 million in 2021. This difference mainly reflected an unfavourable variance in other current financial assets, trade receivables, other current financial liabilities and other current non-financial assets, partially offset by a favourable variance mainly in trade payables and accrued liabilities, other current non-financial liabilities, contract assets and contract liabilities.
- From a business line perspective, SNCL Services generated $552.2 million of net cash from operating activities in 2022 compared to $565.8 million in 2021, while LSTK Projects used $425.0 million of net cash for operating activities in 2022 compared to $288.7 million used in 2021. Discontinued operations did not generate cash from operating activities in 2022, compared to $37.8 million in 2021 (Refer to Note 6A to 2022 Annual Financial Statements). The remaining balance of cash flows used for operating activities relates to Capital, corporate activities and items not allocated to the Company's segments or to discontinued operations. Net cash generated from (used for) operating activities on a line of business/segment basis is a supplementary financial measure. An explanation of the composition of this supplementary financial measure is provided in Section 13.2.

INVESTING ACTIVITIES

Net cash used for investing activities amounted to $82.5 million in 2022, compared to net cash used for investing activities of $263.7 million in 2021, a variance reconciled as follows:

(IN MILLIONS $)		
Net cash used for investing activities for the year ended December 31, 2021	$	**(263.7)**
Changes between the years ended December 31, 2022 and 2021:		
Increase in acquisition of property and equipment		(3.5)
Increase in payments for Capital investments		(9.9)
Increase in refunds for Capital investments		9.3
Favourable variance in change in restricted cash position		6.6
Lower increase in receivables under service concession arrangements, net of recovery		107.7
Increase in cash inflow from the disposal of Capital investments		65.0
Lower cash outflow on disposals of PS&PM businesses		20.4
Other items		(14.2)
Net cash used for investing activities for the year ended December 31, 2022	**$**	**(82.5)**

- **In 2022, payments for Capital investments amounted to $39.6 million,** compared to $29.7 million in 2021.The payments made in 2022 and 2021 included the contributions made by the Company to Carlyle Global Infrastructure Opportunity Fund, L.P. prior to the sale by the Company of its ownership interest in such fund in the fourth quarter of 2022.
- **The increase in cash inflow from the disposal of Capital investments** is mainly due to $40.5 million of cash inflow on the disposal of InPower BC G.P. in the first quarter of 2022 as well as a partial payment of US$21.5 million (approximately CA$29.5 million) received on the sale of the Company’s ownership interest in Carlyle in 2022.

FINANCING ACTIVITIES

Net cash generated from financing activities totaled $283.1 million in 2022, compared to net cash used for financing activities of $192.5 million in 2021, a variance reconciled as follows:

(IN MILLIONS $)		
Net cash used for financing activities for the year ended December 31, 2021	$	**(192.5)**
Changes between the years ended December 31, 2022 and 2021:		
Higher repayment of recourse debt and payment for debt issue costs		(224.3)
Higher increase in recourse debt		675.2
Lower repayment of non-recourse debt		17.0
Lower payment of lease liabilities		14.3
Other items		(6.5)
Net cash generated from financing activities for the year ended December 31, 2022	**$**	**283.1**

- The changes in cash flows related to financing activities between 2022 and 2021 were primarily explained by the elements in the table above. Notably, the following transactions on recourse debt, other than draw downs and repayments under the Company’s committed revolving facility, took place during 2022 and 2021:
    - In the fourth quarter of 2022, the Company issued new Series 7 Debentures in the principal amount of $300 million.
    - In the first quarter of 2021, SNC-Lavalin repaid in full at maturity the Series 3 Debentures for an aggregate principal amount of $175.0 million.
- The Company also provides a reconciliation between the opening and closing balances in its statement of financial position for liabilities arising from financing activities for the years ended December 31, 2022 and 2021 in Note 28D to the 2022 Annual Financial Statements.

- The Company did not issue and did not repurchase any shares during either 2022 or 2021. The number of common shares outstanding as at February 21, 2023 was 175,554,252, while 339,239 stock options were outstanding as at the same date.
- **Dividends paid during 2022** were in line with dividends paid in 2021.

FREE CASH FLOW (USAGE)

Free cash flow (usage), a non-IFRS measure, is calculated as follows:

YEARS ENDED DECEMBER 31 (IN MILLIONS $)		2022		2021
Net cash generated from (used for) operating activities	$	(245.4)	$	134.2
Payments related to federal charges settlement (PPSC) and DPCP Remediation Agreement included in operating activities above		77.0		56.0
Acquisition of property and equipment		(109.8)		(106.3)
Payment of lease liabilities		(85.5)		(99.8)
Free cash flow (usage) [(1)]	$	(363.7)	$	(15.9)

(1) Non-IFRS financial measure. Please refer to Section 13 for further information on this financial measure.

The Company's free cash flow usage was $363.7 million in 2022, compared to free cash flow usage of $15.9 million in 2021, mainly reflecting the net cash used for operating activities in 2022, compared to net cash generated from operating activities for the corresponding period of 2021.

8.2 CAPITAL STRUCTURE MANAGEMENT

The Company's sources of funds stem primarily from its operating cash flows from PS&PM projects and Capital investments, the divestiture of matured Capital investments and non-core assets, the issuance of debt and additional financial capacity available under the Credit Agreement. The Company's funds are mainly used to meet working capital requirements and sustain capital expenditures on projects, make equity investments, pay dividends to shareholders and for mergers and acquisitions activities.

SNC-Lavalin's key objectives for its capital allocation framework are:

- To drive organic and inorganic PS&PM growth;
- Optimize its balance sheet; and
- Return capital to shareholders.

8.3 CAPITAL RESOURCES

(IN MILLIONS $)		DECEMBER 31 2022		DECEMBER 31 2021
Cash and cash equivalents	$	570.3	$	608.4
Unused portion of committed Revolving Credit Facility [(1), (2)]	$	1,633.3	$	2,292.7

(1) Including cash draws and letters of credit issued on a committed basis, but excluding bilateral letters of credit that can be issued on a non-committed basis.
(2) Before considering potential limitations resulting from contractual covenants.

As at December 31, 2022, the Company had cash and cash equivalents totaling $570.3 million, compared to $608.4 million as at December 31, 2021.

Furthermore, as at December 31, 2022, the Company had a committed Revolving Credit Facility of $2,000 million under its Credit Agreement (December 31, 2021: $2,600 million), of which $1,633.3 million was unused (December 31, 2021: $2,292.7 million), and uncommitted credit facilities by way of bilateral letters of credit.

While liquidity remains subject to numerous risks, uncertainties and limitations, including but not limited to the risks described in Section 14 of this MD&A 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 over the foreseeable future. See also Section 14, “Risks and Uncertainties” of this MD&A, for a more specific overview of the risks and uncertainties relating to the Company.

In addition, due to the nature of the Company’s activities and the fact that its operations are conducted through multiple entities and joint arrangements on an international level, the Company’s cash and cash equivalents are distributed across numerous locations. In order to manage its cash needs and reserves, the Company is part of various cash pooling agreements with financial institutions and may transfer cash balances between subsidiaries and joint arrangements and use credit facilities to meet the capital requirements of certain projects or other cash disbursements.

8.4 DEBT AND FINANCING AGREEMENTS

FINANCIAL COVENANTS

The Company was required to maintain, as at December 31, 2022, a ratio of net recourse debt to EBITDA (as defined under the relevant agreements) not to exceed: (a) 3.75x under the Company’s Credit Agreement; and (b) 3.50x under the loan agreement, dated as of April 20, 2017, between SNC-Lavalin Highway Holdings Inc. (“Highway Holdings”), an indirect wholly-owned subsidiary of the Company, and CDPQ Revenu fixe I Inc. (“CDPQ RF”), a wholly-owned subsidiary of Caisse de dépôt et placement du Québec (as amended, restated or otherwise modified, from time to time, the “CDPQ Loan Agreement” and the limited recourse loan established thereunder, the “CDPQ Loan”). The Company was in compliance with these covenants as at December 31, 2022.

The terms “net recourse debt” and “EBITDA” are defined in the Credit Agreement and in the CDPQ Loan Agreement and do not correspond to the similarly labelled financial measures used in this MD&A. Furthermore, the covenant ratio is calculated using certain financial information not disclosed in the 2022 Annual Financial Statements or in this MD&A, or not considered recourse debt in these documents.

REPAYMENT OF SERIES 3 DEBENTURES

In the first quarter of 2021, SNC-Lavalin repaid in full at maturity the Series 3 Debentures for an aggregate principal amount of $175.0 million.

ISSUANCE OF SERIES 7 DEBENTURES

In the fourth quarter of 2022, the Company issued, on a private placement basis, new Series 7 Debentures in the principal amount of $300 million, which bear interest at the rate of 7.00% *per annum* and mature in June 2026.

AMENDMENTS TO THE CREDIT AGREEMENT

On May 16, 2022, the Company announced the signature of an agreement with its lenders to amend its existing credit agreement. Pursuant to the amended and restated agreement, the notional amount of the Company’s Revolving Credit Facility was reduced from $2,600 million to $2,000 million. The Company’s Revolving Credit Facility will be further reduced to $1,800 million in April 2023. The notional amount of the Term Loan remained unchanged, at $500 million. The maturity date of the Credit Facilities has been extended to May 2025.

The amendments also incorporated certain ESG targets based on the achievement of reducing greenhouse gas emissions, as defined in the agreement, by 60% by 2025, using 2019 as a baseline year, and increasing diversity within the Company’s workforce, focusing on achieving 25% of women representation in managerial and senior professional roles by 2025. If the Company achieves those targets, the overall borrowing costs under the Credit Facilities will decrease. If the Company fails to achieve its targets, the overall borrowing costs under the Credit Facilities will increase.

HEDGING OF A PORTION OF THE TERM LOAN

In the third quarter of 2022, the Company entered into interest rate swap agreements with financial institutions related to its variable interest bearing Term Loan in the aggregate principal amount of $500 million. Under the interest rate swap agreements, the Company pays interest at a fixed rate and receives interest at a variable rate on a total nominal amount of $250 million. The interest rate swap agreements will expire in April 2025. This hedge is classified as a cash flow hedge.

8.5 CAPITAL MANAGEMENT INDICATORS

The Company periodically monitors capital using certain ratios, which are described further below.

NET LIMITED RECOURSE AND RECOURSE DEBT TO ADJUSTED EBITDA RATIO

Net limited recourse and recourse debt to Adjusted EBITDA is a non-IFRS ratio used to analyze the Company's financial leverage. Such ratio does not correspond to the financial covenant ratio discussed at Section 8.4. It is calculated by comparing the net limited recourse and recourse debt at the end of a given period with Adjusted EBITDA of the corresponding trailing twelve-month period, as follows:

(IN MILLIONS $, EXCEPT FOR RATIO)	**DECEMBER 31 2022**	DECEMBER 31 2021
Limited recourse	**$ 400.0**	$ 400.0
Recourse debt	**1,470.6**	1,094.1
Less:		
Cash and cash equivalents	**570.3**	608.4
Net limited recourse and recourse debt [(1)]	**$ 1,300.3**	$ 885.7
Adjusted EBITDA (trailing 12 months) [(1)]	**$ 453.0**	$ 525.0
Net limited recourse and recourse debt to Adjusted EBITDA ratio [(1)]	**2.9**	1.7

(1) Non-IFRS financial measure or ratio. Please refer to Section 13 for further information on these financial measures.

While the level of limited recourse debt remained unchanged as at December 31, 2022 compared to December 31, 2021, the increase in recourse debt in 2022 combined with the decrease in cash and cash equivalents during the same period resulted in a higher level of net limited recourse and recourse debt as at December 31, 2022 compared to December 31, 2021. When considering the lower level of Adjusted EBITDA for the 12-month period ended December 31, 2022 compared to the 12-month period ended December 31, 2021, the net limited recourse and recourse debt to Adjusted EBITDA ratio increased to 2.9 as at December 31, 2022 compared to 1.7 as at December 31, 2021.

RETURN ON AVERAGE SHAREHOLDERS' EQUITY ("ROASE")

ROASE is a supplementary financial measure. A definition of this supplementary financial measure is provided in Section 13. **ROASE was 0.3% in 2022**, compared to 14.3% for the corresponding period of 2021.

8.6 CREDIT RATINGS

On April 22, 2022, DBRS Limited ("DBRS") confirmed the Issuer Rating and Senior Debentures rating at BB (high) with Stable trends as well as the Recovery Rating of the Senior Debentures at RR4.

On June 29, 2022, S&P affirmed its BB+ issuer credit rating and maintained its outlook at Stable.

On December 12, 2022, DBRS assigned a rating of BB (high) with a Recovery Rating of RR4 and a Stable trend on the Series 7 Debentures. On the same date, S&P assigned a BB+ issue-level rating on the Series 7 Debentures.

8.7 DIVIDENDS DECLARED

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

YEARS ENDED DECEMBER 31 (IN $)	2022	2021	2020
Dividends per share declared to SNC-Lavalin shareholders [(1)]	**$ 0.08**	$ 0.08	$ 0.08
Dividend decrease (%)	**—%**	—%	(67%)

(1) The dividends declared are classified in the period based on the declaration date.

Total cash dividends paid in 2022 were $14.0 million, in line with 2021. The Company has paid quarterly dividends for 33 consecutive years. The Board of Directors of the Company determines the dividend policy.

8.8 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 lease liabilities:

(IN MILLIONS $)	2023	2024-2025	2026-2027	THEREAFTER	TOTAL
Short-term debt, long-term debt repayments, commitments to invest and lease liabilities:					
Recourse	$ 380.3	$ 800.0	$ 300.0	$ —	**$ 1,480.3**
Limited recourse	—	400.0	—	—	**400.0**
Non-recourse	172.4	15.2	0.3	—	**187.9**
Commitments to invest in Capital investments	24.9	—	—	—	**24.9**
Lease liabilities	103.8	149.4	82.5	203.8	**539.5**
Total	$ 681.4	$ 1,364.7	$ 382.7	$ 203.8	**$ 2,632.6**

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 2022 Annual 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 2022 Annual Financial Statements. At December 31, 2022, the commitments to invest in Capital investments were related to contributions for Eglinton Crosstown (2021: Eglinton Crosstown) and were presented in "Other current financial liabilities" (see Note 18 to the 2022 Annual Financial Statements) since they are either expected to be paid in the following year or are callable on demand. Information regarding the Company's lease liabilities can be obtained in Note 34 to the 2022 Annual 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 30 to the 2022 Annual Financial Statements.

Derivative financial instruments
SNC-Lavalin enters or may enter into derivative financial instruments, namely: ◦ Forward currency exchange contracts to hedge its exposure to fluctuations in foreign currency exchange rates; ◦ Interest-rate swaps to hedge the variability of interest rates relating to financing arrangements; ◦ 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; and ◦ Commodity swap agreements for certain contracts to hedge the variability of commodity prices. Refer to Note 30 to the 2022 Annual Financial Statements for further details.
All financial instruments are entered into with sound financial institutions, which SNC-Lavalin anticipates will satisfy their obligations under the contracts.

The derivative financial instruments are subject to normal credit terms and conditions, financial controls and management and risk monitoring procedures.

9 Financial Position

9.1 CONSOLIDATED FINANCIAL POSITION ANALYSIS

ASSETS

AT DECEMBER 31 (IN MILLIONS $)	2022	2021	CHANGE ($)	EXPLANATIONS
Current Assets				
Cash and cash equivalents	**$ 570.3**	$ 608.4	$ (38.2)	See discussion in Section 8.1.
Restricted cash	**22.2**	13.4	8.8	Not a significant change compared to prior year.
Trade receivables	**1,177.4**	1,145.9	31.5	Increase is mainly due to variation on multiple projects.
Contract assets	**1,171.0**	1,119.0	51.9	Increase is mainly due to variation on multiple projects.
Inventories	**17.4**	17.0	0.4	Not a significant change compared to prior year.
Other current financial assets	**180.6**	138.4	42.2	Increase is mainly due to the consideration receivable related to the disposal of Carlyle in 2022 and an increase from the current portion of receivables under service concession arrangements in 2022.
Other current non-financial assets	**222.7**	246.2	(23.4)	Decrease is mainly due to a decrease in income taxes and other taxes receivable.
Assets of disposal group classified as held for sale	**—**	343.9	(343.9)	Change mainly reflects the disposal in 2022 of all assets of InPower BC G.P. and its related holding companies that were classified as a disposal group held for sale as at December 31, 2021.
Total current assets	**$ 3,361.6**	$ 3,632.3	$ (270.7)	
Property and equipment	**$ 334.6**	$ 333.5	$ 1.1	Not a significant change compared to prior year.
Right-of-use-assets	**287.8**	355.6	(67.8)	Decrease reflects higher impairment losses on right-of-use assets and depreciation expense during the year, partially offset by additions during the year.
Capital investments accounted for by the equity method	**406.9**	380.7	26.2	Increase is mainly due to consideration received in equity instruments of SNCL IP Partnership upon disposal of InPower BC G.P., gain on foreign exchange currency translation and income exceeding dividends in 2022.
Capital investments at fair value through other comprehensive income	**—**	41.3	(41.3)	Change is due to the sale of the Company's ownership interest in Carlyle in 2022.
Goodwill	**3,370.7**	3,382.9	(12.2)	Decrease is due to foreign currency translation.
Intangible assets related to business combinations	**345.5**	445.7	(100.2)	Decrease is mainly due to amortization expense recognized in 2022.
Deferred income tax asset	**794.9**	658.1	136.8	Increase is mainly due to an increase in unused tax losses.
Non-current portion of receivables under service concession arrangements	**320.3**	304.2	16.2	Increase reflects mainly the progress made by TransitNEXT on the construction of the Trillium Line project, partially offset by the classification as current asset of a portion of the receivable.
Other non-current financial assets	**32.1**	25.4	6.7	Not a significant change compared with prior year.
Other non-current non-financial assets	**205.6**	316.2	(110.6)	Decrease is mainly due to a decrease in post-employment benefit assets.
Total assets	**$ 9,460.0**	$ 9,876.0	$ (416.0)	

LIABILITIES

AT DECEMBER 31 (IN MILLIONS $)	2022	2021	CHANGE ($)	EXPLANATIONS
Current Liabilities				
Trade payables and accrued liabilities	**$ 1,704.4**	$ 1,652.5	$ 51.8	Increase is principally attributable to variations in multiple projects and accrued expenses.
Contract liabilities	**846.8**	838.2	8.6	Not a significant change compared to prior year.
Other current financial liabilities	**213.9**	205.8	8.1	Not a significant change compared to prior year.
Other current non-financial liabilities	**294.6**	328.1	(33.5)	Decrease mainly reflects a decrease in the current portion of share unit plans' liabilities, partially offset by an increase in income taxes and other taxes payable.
Current portion of provisions	**240.1**	425.6	(185.5)	Refer to Note 22 to the 2022 Annual Financial Statements for details.
Current portion of lease liabilities	**87.6**	91.3	(3.7)	Not a significant change compared to prior year.
Short-term debt and current portion of long-term debt:				
Recourse	**376.3**	96.9	279.4	Increase mainly reflects the reclassification in current liabilities of Series 4 Debentures due in March 2023, as well as additional draws on the Revolving Credit Facility.
Non-recourse	**171.0**	14.0	157.0	Increase mainly reflects the reclassification of the credit facility of TransitNEXT General Partnership to current liabilities.
Liabilities of disposal group classified as held for sale	**—**	298.9	(298.9)	Change mainly reflects the disposal in 2022 of all liabilities of InPower BC General Partnership and its related holding companies that were classified as a disposal group held for sale as at December 31, 2021.
Total current liabilities	**$ 3,934.7**	$ 3,951.3	$ (16.6)	
Long-term debt:				
Recourse	**$ 1,094.3**	$ 997.2	$ 97.0	Increase is mainly due to the issuance of Series 7 Debentures in 2022, partially offset by the reclassification of the Series 4 Debentures to current liabilities.
Limited recourse	**400.0**	400.0	—	No variance compared to prior year.
Non-recourse	**14.9**	156.0	(141.2)	Decrease is mainly due to the reclassification of the credit facility of TransitNEXT General Partnership to current liabilities.
Other non-current financial liabilities	**100.1**	137.5	(37.4)	Decrease is mainly due to decrease in the non-current portion of the federal charges settlement (PPSC) liability initially recognized in 2019, partially offset by an increase in the liability related to derivative financial instruments.
Non-current portion of provisions	**347.4**	470.4	(123.1)	Refer to Note 22 to the 2022 Annual Financial Statements for details.
Non-current portion of lease liabilities	**348.7**	405.7	(57.1)	Decrease mainly due to passage of time of existing lease contracts.
Other non-current non-financial liabilities	**28.5**	—	28.5	Balance as at the end of 2022 is based on the maturity of non-current non-financial liabilities.
Deferred income tax liability	**312.5**	364.2	(51.7)	Decrease is mainly due to the impact of the remeasurement of the net defined benefit pension asset (liability) and of the reduction in intangible assets related to business combinations on the deferred tax liability.
Total liabilities	**$ 6,580.9**	$ 6,882.5	$ (301.6)	

EQUITY

AT DECEMBER 31 (IN MILLIONS $)	2022	2021	CHANGE ($)	EXPLANATIONS
Share capital	**$ 1,805.1**	$ 1,805.1	$ —	No variance compared to prior year.
Retained earnings	**1,404.6**	1,501.6	(97.0)	Decrease is mainly attributable to the 2022 other comprehensive loss mainly related to the remeasurement of defined benefit plans.
Other components of equity	**(340.2)**	(333.3)	(6.9)	Not a significant change compared to prior year.
Equity attributable to SNC-Lavalin shareholders	**$ 2,869.5**	$ 2,973.4	$ (103.9)	
Non-controlling interests	**9.6**	20.1	(10.5)	Decrease is mainly due to the net loss of Linxon.
Total equity	**$ 2,879.1**	$ 2,993.5	$ (114.4)	

WORKING CAPITAL

AT DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2022	2021	CHANGE ($)	EXPLANATIONS
Working Capital [(1)]	**$ (573.1)**	$ (319.0)	$ (254.1)	Decrease is due to the variance of multiple current assets and liabilities, the most significant being the increase in short-term debt and current portion of long-term debt, partially offset by the decrease in current portion of provisions.
Current Ratio [(1)]	**0.85**	0.92	(0.06)	

(1) Supplementary IFRS financial measures. Please refer to Section 13 for further information on these financial measures.

10 Related Party Transactions

The Company discloses information on its related party transactions, as defined in IAS 24, *Related Party Disclosures*, in Note 36 to the 2022 Annual Financial Statements.

11 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Company's accounting policies, which are described in Note 2 to the 2022 Annual Financial Statements, management is required to make judgements, 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 judgements 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 2022 Annual Financial Statements.

12 Accounting Policies and Changes

Please refer to Note 2 to the 2022 Annual Financial Statements for more information regarding the Company's significant accounting policies and changes, including the first two changes made to comparative figures described below.

Effective January 1, 2022, the Company implemented an operational realignment of the business to support the next phase of its transformation journey to growth. The new global market-facing structure is designed to best serve the evolving needs of the Company’s clients, as well as support win-work efforts across its three core geographical markets (Canada, the United Kingdom and the United States), as a result of which the Company’s internal reporting structure and review of operating results were modified, leading to the following reportable segments: i) Engineering Services, bringing together EDPM, Mining and Metallurgy (previously with Resources), as well as Infrastructure Services (but excluding O&M and Linxon); ii) Nuclear; iii) O&M; iv) Linxon; v) LSTK Projects; and vi) Capital. Refer to Section 2 of this MD&A and Note 4 to the 2022 Annual Financial Statements for a description and further details of each of the segments.

Following this operational realignment, effective January 1, 2022, the Company’s goodwill is allocated to the following cash-generating units: i) Engineering Services – United Kingdom, Europe, Middle East, India and Canada; ii) Engineering Services – United States, Asia Pacific and Mining & Metallurgy; iii) Nuclear; iv) O&M; and v) Linxon. Refer to Note 14 to the 2022 Annual Financial Statements for more information on the allocation of the Company’s goodwill as between the aforementioned cash-generating units.

Effective January 1, 2022, the Company modified the presentation of its income statement by combining the line items “Corporate selling, general and administrative expenses” and “Loss (gain) arising on financial instruments at fair value through profit or loss” into the line item “Corporate selling, general and administrative expenses”.

The changes described above were made in accordance with IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, resulting in the restatement of comparative figures.

In addition, effective January 1, 2022, the Company modified the characterization of corporate expenses allocated to its segments when calculating and in presenting Segment Adjusted EBIT. As such, the nature of the corporate expenses allocated to the individual segments, such as depreciation and amortization expenses on corporate assets, now follows the amount being transferred to the segments in order to better reflect the underlying nature of the costs being allocated. In the past, the allocation was made through a general expense allocation, resulting in the nature of the expense not having been reflected in the segment financial performance measure for periods ending on and before December 31, 2021. This modification did not result in any change in the methodology used to allocate corporate expenses to segments and, therefore, did not have any impact on Segment Adjusted EBIT disclosed in the prior, comparative periods, although it did impact Segment Adjusted EBITDA. Therefore, the Company has restated Segment Adjusted EBITDA for the prior, comparative periods ended on or before December 31, 2021 presented in order to conform with this modification.

13 Non-IFRS Financial Measures and Ratios, Supplementary Financial Measures and Non-Financial Information

The following section provides information regarding non-IFRS financial measures and ratios, supplementary financial measures and non-financial information used by the Company to analyze and evaluate its results. These measures do not have any standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers. Management believes that, in addition to conventional measures prepared in accordance with IFRS, these measures provide additional insight into the Company's operating performance and financial position and certain investors may use this information to evaluate the Company's performance from period to period. However, these measures have limitations and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Furthermore, certain non-IFRS financial measures and ratios, supplementary financial measures and other non-financial information are presented separately for PS&PM, by excluding components related to Capital, as the Company believes that such measures are useful as these PS&PM activities are usually analyzed separately by the Company.

13.1 PERFORMANCE

Adjusted diluted earnings per share ("Adjusted diluted EPS") is defined as adjusted net income (loss) attributable to SNC-Lavalin shareholders from continuing operations, divided by the diluted weighted average number of outstanding shares for the period. Adjusted diluted EPS is a non-IFRS ratio that is an indicator of the financial performance of the Company's activities and allows the Company to present adjusted net income (loss) attributable to SNC-Lavalin shareholders on a diluted share basis. Refer to Section 13.4.1 for a reconciliation of Adjusted diluted EPS to diluted EPS (namely, net income (loss) per diluted share) as determined under IFRS. Such reconciliation is provided on a consolidated basis and also separately for PS&PM activities and for Capital, as the Company believes that such measures are useful since these activities are usually analyzed separately by the Company.

Adjusted EBITDA is a non-IFRS financial measure used by management to facilitate comparisons of operating performance from period to period and to prepare annual operating budgets and forecasts. Adjusted EBITDA is based on EBITDA from continuing operations and excludes, when applicable to any given period, charges related to restructuring and transformation costs, gains (losses) on disposals of PS&PM businesses and Capital investments (or adjustments to gains or losses on such disposals), the reversal of impairment loss (impairment loss) on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell and the DPCP Remediation Agreement expense. It should be noted that the adjustment to provision for the Pyrrhotite Case litigation (as described in Note 33 to the 2022 Annual Financial Statements), the fair value revaluation of the Highway 407 ETR contingent consideration receivable, the Guaranteed Minimum Pension ("GMP") equalization expenses and the federal charges settlement (PPSC) expense were removed from the list of adjustments disclosed in prior periods as there was no adjustment of this nature in the current and prior year periods, while the DPCP Remediation Agreement expense, which is similar in nature to the federal charges settlement (PPSC) (but for the Province of Québec as opposed to Canadian federal government), was added to the list of adjustments in the second quarter of 2022. The Company believes that Adjusted EBITDA is useful for providing securities analysts, investors and others with additional information to assist them in understanding components of its financial results, including a more complete understanding of factors and trends affecting the Company's operating performance. Adjusted EBITDA is believed to supplement information provided, as it highlights trends that may not otherwise be apparent when relying solely on IFRS financial measures. Refer to Section 13.4.2 for a reconciliation of Adjusted EBITDA to net income (loss) from continuing operations as determined under IFRS. Such reconciliation is provided on a consolidated basis and also separately for PS&PM activities and for Capital (all adjustments listed above apply to PS&PM activities, except for the gains (losses) on disposals of Capital investments (or adjustments to gains or losses on such disposals), which only apply to Capital), as the Company believes that such measures are useful since these activities are analyzed separately by the Company.

Adjusted net income (loss) attributable to SNC-Lavalin shareholders is a non-IFRS financial measure and is defined as net income (loss) attributable to SNC-Lavalin shareholders from continuing operations, adjusted for certain specific items that are significant but are not, based on management's judgement, reflective of the Company's underlying operations. These adjustments are, when applicable to any given period, restructuring and transformation costs, amortization of intangible assets related to business combinations, gains (losses) on disposals of PS&PM businesses and Capital investments (or adjustments to gains or losses on such disposals), the reversal of impairment loss (impairment loss) on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell, the DPCP Remediation Agreement expense, as well as income taxes and non-controlling interests on these adjustments. It should be noted that the adjustment to provision for the Pyrrhotite Case litigation, the fair value revaluation of the Highway 407 ETR contingent consideration receivable, the Guaranteed Minimum Pension ("GMP") equalization expenses and the federal charges settlement (PPSC) expense were removed from the list of adjustments disclosed in prior periods as there was no adjustment of this nature in the current and prior year periods, while the DPCP Remediation Agreement expense, which is similar in nature to the federal charges settlement (PPSC) (but for the Province of Québec as opposed to Canadian federal government), was added to the list of adjustments in the second quarter of 2022. The Company believes that Adjusted net income (loss) attributable to SNC-Lavalin shareholders is useful for providing securities analysts, investors and others with additional information to assist them in understanding components of its financial results, including a more complete understanding of factors and trends affecting the Company's operating performance. Adjusted net income (loss) attributable to SNC-Lavalin shareholders is believed to supplement information provided, as it highlights trends that may not otherwise be apparent when relying solely on IFRS financial measures. It is also used by management to evaluate the performance of the activities of the Company from period to period. Refer to **Section 13.4.1** for a reconciliation of Adjusted net income (loss) attributable to SNC-Lavalin shareholders to net income (loss) as determined under IFRS. Such reconciliation is provided on a consolidated basis and also separately for PS&PM activities and for Capital (all adjustments listed above apply to PS&PM activities, except for the fair value revaluation of the Highway 407 ETR contingent consideration receivable and gains (losses) on disposals of Capital investments (or adjustments to gains or losses on such disposals), which only apply to Capital), as the Company believes that such measures are useful since these activities are analyzed separately by the Company.

Booking-to-revenue ratio is a non-IFRS ratio that corresponds to contract bookings divided by revenues for a given period. This measure provides a useful basis for assessing the renewal of business, as it compares the value of performance obligations added in a given period to the amount of revenue recognized upon satisfying performance obligations in the same period. It should be noted that the amount of revenue used to calculate this ratio includes only revenues that are under the scope of IFRS 15, *Revenues from contracts with customers* ("IFRS 15") and are disclosed in Note 9 to the 2022 Annual Financial Statements. Refer to **Section 13.4.3** for the calculation of the booking-to-revenue ratio for selected segments in respect of which the Company believes to be the most meaningful.

EBITDA is a non-IFRS financial measure and is defined as earnings from continuing operations before net financial expenses (income), income taxes, depreciation and amortization. As such, this financial measure allows comparability of operating results from one period to another by excluding the effects of items that are usually associated with investing and financing activities. Refer to **Section 13.4.2** for a reconciliation of EBITDA to net income (loss) from continuing operations as determined under IFRS.

Return on Average Shareholders' Equity ("ROASE") is a supplementary financial measure and corresponds to the trailing 12-month net income (loss) 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 of equity results in part from the translation into Canadian dollars of its foreign operations having a different functional currency, and from the accounting treatment of cash flow hedges, including its accumulated share of other comprehensive income (loss) of investments accounted for by the equity method. These amounts are not representative of the way the Company evaluates the management of its foreign currency risk and interest risk. The Company believes that this financial measure is useful to compare its profitability to a measure of equity that excludes certain elements prone to volatility. See Section 8.5.

Segment Adjusted EBITDA is a non-IFRS financial measure derived from Segment Adjusted EBIT (defined in Note 4 to the 2021 Annual Financial Statements) and is used by management to evaluate the performance of the Company's segments but excluding certain items related to investing activities, through the exclusion of depreciation and amortization from direct costs of activities. Management believes that this measure is used by certain securities analysts and investors when comparing the Company's performance to that of its peers. See a reconciliation of Segment Adjusted EBITDA to Segment Adjusted EBIT and consolidated EBIT in Section 13.4.4.

Segment Adjusted EBITDA to segment net revenue ratio for the Engineering Services and Linxon segments is a non-IFRS ratio used to analyze the profitability of the Company's segments and management believes that it facilitates period-to-period comparisons, as well as comparison with peers. This ratio is calculated by dividing the amount of Segment Adjusted EBITDA of a given period by the amount of segment net revenue for the same period. Refer to Section 13.4.6 of this MD&A for the calculation of this ratio.

Segment net revenue is a non-IFRS financial measure that consists of 1) segment revenues less direct costs for sub-contractors and other direct expenses that are recoverable directly from clients for Engineering Services and 2) segment revenues less costs of equipment provided by the minority shareholder of Linxon. The Company commenced presenting segment net revenues for Linxon for the second quarter of 2022 as management believes that it also provides meaningful information on the performance of this segment. Management believes that this measure is used by certain securities analysts and investors when comparing the Company's performance against competitors and peer companies. Refer to Section 13.4.6 of this MD&A for a quantitative reconciliation of this measure to segment revenue.

13.2 LIQUIDITY

Days Sales Outstanding ("DSO") for the Engineering Services segment is a supplementary financial measure that corresponds to the average number of days needed to convert the trade receivables and contract assets of the Engineering Services segment, all using a 12-month average balance; the result is then divided by the 12-month average revenue of the segment and multiplied by 365 days, in order to calculate a number of days. The Company tracks this metric closely to ensure timely collection and healthy liquidity from the Engineering Services segment. The Company believes this measure is useful to investors as it demonstrates this segment's ability to timely convert its earned revenue into cash. See the DSO for the Engineering Services segment in Section 4.1.4.1.

Free cash flow (usage) is a non-IFRS financial measure and is defined as net cash generated from (used for) operating activities less acquisition of property and equipment, payment of lease liabilities, the federal charges settlement (PPSC) and the DPCP Remediation Agreement included in operating activities. SNC-Lavalin believes that free cash flow (usage) provides a meaningful measure of discretionary cash generated (used) by and available to the Company to service debt, meet other payment obligations and make strategic investments, among other things. It should be noted that the DPCP Remediation Agreement (described above) is, as of the second quarter of 2022, a new item subtracted from net cash generated from (used for) operating activities to calculate free cash flow (usage). This non-IFRS measure excludes the impact of the federal charges settlement (PPSC) (refer to Note 18 to the 2022 Annual Financial Statements and to Section 14 of this MD&A) and the DPCP Remediation Agreement expense (refer to Note 33 to the 2022 Annual Financial Statements) included in operating activities as the Company believes that such elements are not representative of its capacity to generate cash flow from its ongoing operations. Refer to **Section 8.1** for a reconciliation of free cash flow (usage) to net cash generated from (used for) operating activities.

Free cash flow (usage) to adjusted net income (loss) attributable to SNC-Lavalin shareholders ratio is a non-IFRS ratio calculated by dividing free cash flow (usage) by adjusted net income (loss) attributable to SNC-Lavalin shareholders, both non-IFRS measures. The Company believes that such ratio is useful when analyzing the ability of the Company to convert its profitability into cash. Refer to **Section 13.4.7** of this MD&A for the calculation of this ratio.

Net cash generated from (used for) operating activities on a line of business/segment basis is a supplementary financial measure and is identical in composition to net cash generated from (used for) operating activities as reported in the financial statements, except that it is provided on a line of business/segment basis as opposed to on a consolidated basis. As described elsewhere in this MD&A, the SNCL Services line of business is comprised of the Engineering Services, Nuclear, O&M and Linxon segments. The Company believes that it is useful to investors to provide this supplementary financial measure on a business line/segment basis due to the importance of the SNCL Services line of business to the Company and that it is also relevant and useful for investors to be presented this measure for the Company's core engineering services without including items from either LSTK Projects, Capital, corporate activities, as well as items not allocated to the Company's segments or to discontinued operations. The Company also believes that it is relevant and useful to disclose this supplementary financial measure for LSTK Projects as the Company is completing the projects in this segment. These measures are presented at **Section 8.1**.

Net limited recourse and recourse debt is a non-IFRS financial measure corresponding to the total amount of limited recourse and recourse debt, minus the amount of cash and cash equivalents at the end of a given period. This measure is used by management to analyze the indebtedness of the Company, excluding lease liabilities as well as indebtedness related to non-recourse financing. Refer to **Section 8.5** for a calculation of this non-IFRS measure.

Net limited recourse and recourse debt to Adjusted EBITDA ratio is a non-IFRS ratio used to analyze the Company’s financial leverage. It is calculated by comparing the Net limited recourse and recourse debt at the end of a given period with Adjusted EBITDA of the corresponding trailing twelve-month period. Management believes that this measure is useful in evaluating the Company’s ability to service its limited recourse and recourse debt from its continuing operations. Refer to **Section 8.5** for a calculation of this non-IFRS ratio.

Working capital corresponds to the amount of the Company’s total current assets minus its total current liabilities and the **Current ratio** corresponds to the Company’s total current assets divided by its total current liabilities. This measure and ratio are supplementary financial measures used to compare the Company’s current assets with its current liabilities and are believed to be useful metrics in analyzing the Company’s liquidity. These measures are presented at **Section 9.1**.

13.3 OTHER

Organic revenue is a non-IFRS financial measure corresponding to the amount of revenue of a given period, excluding the effect of acquisitions, disposals and foreign currency changes of the same period. This non-IFRS measure is used to analyze the level of activity of the Company excluding the effect of certain transactions and the impact of foreign exchange fluctuations in order to facilitate period-to-period comparisons, as well as comparison with peers. As such, **organic revenue growth (contraction)** is a non-IFRS ratio calculated by comparing the amount of organic revenue of a given period with the amount of organic revenue of the comparative period. Both organic revenue and organic revenue growth (contraction) do not have a standardized definition within IFRS and other issuers may define these measures differently and, accordingly, these measures may not be comparable to similar measures used by other issuers. Refer to **Section 13.4.5** for calculations of the organic revenue growth (contraction) ratio.

13.4 RECONCILIATIONS

The objective of this section is to provide a quantitative reconciliation between certain non-IFRS measures to the most comparable measure specified under IFRS and to present the underlying calculation for certain non-IFRS ratios.

13.4.1 ADJUSTED DILUTED EPS AND ADJUSTED NET INCOME (LOSS) ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS

FOURTH QUARTERS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	**2022**				2021			
	Before taxes	Taxes	After taxes	Diluted EPS in $	Before taxes	Taxes	After taxes	Diluted EPS in $
Net loss attributable to SNC-Lavalin shareholders from continuing operations			**$ (54.4)**	**$ (0.31)**			$ (15.3)	$ (0.09)
Restructuring and transformation costs	**$ 53.9**	**$(12.6)**	**$ 41.4**		$ 30.9	$ (6.7)	$ 24.2	
Amortization of intangible assets related to business combinations	**21.5**	**(4.8)**	**16.8**		23.4	(5.2)	18.1	
Loss (gain) on disposals of Capital investments	**0.6**	**—**	**0.6**		(5.0)	1.4	(3.7)	
Total adjustments	**$ 76.0**	**$(17.4)**	**$ 58.7**	**$ 0.33**	$ 49.2	$(10.5)	$ 38.7	$ 0.22
Adjusted net income attributable to SNC-Lavalin shareholders			**$ 4.3**	**$ 0.02**			$ 23.4	$ 0.13
Net income attributable to SNC-Lavalin shareholders from Capital			**$ 36.3**	**$ 0.21**			$ 52.6	$ 0.30
Loss (gain) on disposals of Capital investments already considered above	**$ 0.6**	**$ —**	**$ 0.6**		$ (5.0)	$ 1.4	$ (3.7)	
Total adjustments	**$ 0.6**	**$ —**	**$ 0.6**	**$ —**	$ (5.0)	$ 1.4	$ (3.7)	$ (0.02)
Adjusted net income attributable to SNC-Lavalin shareholders from Capital			**$ 36.9**	**$ 0.21**			$ 48.9	$ 0.28
Adjusted net loss attributable to SNC-Lavalin shareholders from PS&PM			**$ (32.5)**	**$ (0.19)**			$ (25.6)	$ (0.15)

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2022				2021			
	Before taxes	Taxes	After taxes	Diluted EPS in $	Before taxes	Taxes	After taxes	Diluted EPS in $
Net income attributable to SNC-Lavalin shareholders from continuing operations			**$ 16.6**	**$ 0.09**			$ 100.2	$ 0.57
Restructuring and transformation costs	**$ 82.9**	**$(19.2)**	**$ 63.7**		$ 70.1	$(16.5)	$ 53.6	
Amortization of intangible assets related to business combinations	**84.3**	**(17.6)**	**66.6**		89.5	(17.3)	72.1	
Gain on disposals of Capital investments	**(3.7)**	**(0.1)**	**(3.8)**		(5.0)	1.4	(3.7)	
Loss on disposal of a PS&PM business	**—**	**—**	**—**		0.6	—	0.6	
Reversal of impairment loss on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell	**—**	**—**	**—**		(1.3)	—	(1.3)	
DPCP Remediation Agreement expense	**27.4**	**—**	**27.4**		—	—	—	
Total adjustments	**$190.8**	**$ (36.9)**	**$ 153.9**	**$ 0.88**	$153.9	$(32.5)	$ 121.5	$ 0.69
Adjusted net income attributable to SNC-Lavalin shareholders			**$ 170.6**	**$ 0.97**			$ 221.6	$ 1.26
Net income attributable to SNC-Lavalin shareholders from Capital			**$ 61.6**	**$ 0.35**			$ 73.2	$ 0.42
Gain on disposals of Capital investments already considered above	**$ (3.7)**	**$ (0.1)**	**$ (3.8)**		$ (5.0)	$ 1.4	$ (3.7)	
Total adjustments	**$ (3.7)**	**$ (0.1)**	**$ (3.8)**	**$ (0.02)**	$ (5.0)	$ 1.4	$ (3.7)	$ (0.02)
Adjusted net income attributable to SNC-Lavalin shareholders from Capital			**$ 57.8**	**$ 0.33**			$ 69.5	$ 0.40
Adjusted net income attributable to SNC-Lavalin shareholders from PS&PM			**$ 112.8**	**$ 0.64**			$ 152.1	$ 0.87

13.4.2 CONSOLIDATED EBITDA AND ADJUSTED EBITDA

FOURTH QUARTERS ENDED DECEMBER 31 (IN MILLIONS $)	2022			2021		
	FROM PS&PM	FROM CAPITAL	TOTAL	FROM PS&PM	FROM CAPITAL	TOTAL
Net income (loss) from continuing operations	**$ (101.2)**	**$ 36.3**	**$ (64.9)**	$ (67.7)	$ 52.6	$ (15.1)
Net financial expenses	**45.9**	**1.1**	**46.9**	22.9	4.1	27.0
Income tax expense (recovery)	**(38.7)**	**0.2**	**(38.5)**	(49.7)	1.9	(47.8)
EBIT	**$ (94.1)**	**$ 37.6**	**$ (56.5)**	$ (94.5)	$ 58.5	$ (35.9)
Depreciation and amortization	**$ 60.3**	**$ —**	**$ 60.3**	$ 68.5	$ —	$ 68.5
EBITDA	**$ (33.8)**	**$ 37.6**	**$ 3.9**	$ (25.9)	$ 58.5	$ 32.6
Restructuring and transformation costs	**$ 53.9**	**$ —**	**$ 53.9**	$ 30.9	$ —	$ 30.9
Loss (gain) on disposals of Capital investments	**—**	**0.6**	**0.6**	—	(5.0)	(5.0)
Adjusted EBITDA	**$ 20.2**	**$ 38.2**	**$ 58.4**	$ 4.9	$ 53.5	$ 58.5

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022			2021		
	FROM PS&PM	FROM CAPITAL	TOTAL	FROM PS&PM	FROM CAPITAL	TOTAL
Net income (loss) from continuing operations	**$ (54.6)**	**$ 61.6**	**$ 7.0**	$ 32.5	$ 73.2	$ 105.7
Net financial expenses	**111.8**	**4.0**	**115.7**	93.9	16.6	110.5
Income tax expense (recovery)	**(31.0)**	**3.3**	**(27.8)**	(28.4)	6.4	(22.0)
EBIT	**$ 26.1**	**$ 68.9**	**$ 95.0**	$ 98.0	$ 96.1	$ 194.1
Depreciation and amortization	**$ 251.4**	**$ —**	**$ 251.4**	$ 266.4	$ 0.1	$ 266.5
EBITDA	**$ 277.5**	**$ 68.9**	**$ 346.5**	$ 364.4	$ 96.2	$ 460.6
Restructuring and transformation costs	**$ 82.9**	**$ —**	**$ 82.9**	$ 70.1	$ —	$ 70.1
Gain on disposals of Capital investments	**—**	**(3.7)**	**(3.7)**	—	(5.0)	(5.0)
Loss on disposal of a PS&PM business	**—**	**—**	**—**	0.6	—	0.6
Reversal of impairment loss on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell	**—**	**—**	**—**	(1.3)	—	(1.3)
DPCP Remediation Agreement expense	**27.4**	**—**	**27.4**	—	—	—
Adjusted EBITDA	**$ 387.9**	**$ 65.2**	**$ 453.0**	$ 433.8	$ 91.2	$ 525.0

13.4.3 BOOKING-TO-REVENUE RATIO

FOURTH QUARTER ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2022				
	Engineering Services	Nuclear	O&M	Linxon	SNCL Services - Total
Opening backlog	**$ 4,622.9**	**$ 859.0**	**$ 5,418.0**	**$ 763.8**	**$ 11,663.7**
Plus: Contract bookings during the period	**1,304.9**	**264.6**	**67.6**	**252.0**	**1,889.0**
Less: Revenues from contracts with customers recognized during the period	**1,265.7**	**187.0**	**131.6**	**133.9**	**1,718.3**
Ending backlog	**$ 4,662.1**	**$ 936.6**	**$ 5,353.9**	**$ 881.8**	**$ 11,834.4**
Booking-to-revenue ratio (in %)	**103%**	**141%**	**51%**	**188%**	**110%**

FOURTH QUARTER ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2021				
	Engineering Services	Nuclear	O&M	Linxon	SNCL Services - Total
Opening backlog	$ 3,843.2	$ 802.5	$ 5,783.0	$ 1,018.1	$ 11,446.7
Plus: Contract bookings during the period	1,144.5	244.8	37.0	120.4	1,546.7
Less: Revenues from contracts with customers recognized during the period	1,218.6	212.4	114.6	164.3	1,709.9
Ending backlog	$ 3,769.0	$ 834.9	$ 5,705.4	$ 974.2	$ 11,283.5
Booking-to-revenue ratio (in %)	94%	115%	32%	73%	90%

YEAR ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2022				
	Engineering Services	Nuclear	O&M	Linxon	SNCL Services - Total
Opening backlog	**$ 3,769.0**	**$ 834.9**	**$ 5,705.4**	**$ 974.2**	**$ 11,283.5**
Plus: Contract bookings during the year	**5,564.8**	**960.5**	**145.8**	**468.9**	**7,139.9**
Backlog from a business combination during the year	**—**	**0.3**	**—**	**—**	**0.3**
Less: Revenues from contracts with customers recognized during the year (1)	**4,671.7**	**859.1**	**497.2**	**561.2**	**6,589.2**
Ending backlog	**$ 4,662.1**	**$ 936.6**	**$ 5,353.9**	**$ 881.8**	**$ 11,834.4**
Booking-to-revenue ratio (in %)	**119%**	**112%**	**29%**	**84%**	**108%**

(1) Revenues under the scope of IFRS 15, as disclosed in Note 9 to the 2022 Annual Financial Statements.

YEAR ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2021				
	Engineering Services	Nuclear	O&M	Linxon	SNCL Services - Total
Opening backlog	$ 3,531.7	$ 890.6	$ 5,749.7	$ 1,019.0	$ 11,191.0
Plus: Contract bookings during the year	4,600.1	814.0	426.1	543.6	6,383.8
Less: Revenues from contracts with customers recognized during the year (1)	4,361.5	869.8	470.4	588.4	6,290.1
Backlog of business sold during the year	1.3	—	—	—	1.3
Ending backlog	$ 3,769.0	$ 834.9	$ 5,705.4	$ 974.2	$ 11,283.5
Booking-to-revenue ratio (in %)	105%	94%	91%	92%	101%

(1) Revenues under the scope of IFRS 15, as disclosed in Note 9 to the 2022 Annual Financial Statements.

13.4.4 SEGMENT ADJUSTED EBITDA

FOURTH QUARTER ENDED DECEMBER 31 (IN MILLIONS $)	**2022**								
	Engineering Services	Nuclear	O&M	Linxon	SNCL Services - Total	LSTK Projects	Capital	Less: Corporate and other (1)	Consolidated
Segment Adjusted EBIT (EBIT For Consolidated figure)	**$ 119.2**	**$ 40.6**	**$ 10.2**	**$ (14.2)**	**$ 155.9**	**$ (150.2)**	**$ 45.2**	**$ (107.4)**	**$ (56.5)**
Depreciation and amortization	**29.9**	**3.5**	**0.6**	**1.0**	**35.1**	**2.9**	**—**		
Segment Adjusted EBITDA	**$ 149.2**	**$ 44.1**	**$ 10.9**	**$ (13.2)**	**$ 190.9**	**$ (147.3)**	**$ 45.2**		

FOURTH QUARTER ENDED DECEMBER 31 (IN MILLIONS $)	2021								
	Engineering Services	Nuclear	O&M	Linxon	SNCL Services - Total	LSTK Projects	Capital	Less: Corporate and other (1)	Consolidated
Segment Adjusted EBIT (EBIT For Consolidated figure)	$ 189.5	$ 34.8	$ 11.5	$ 3.2	$ 239.0	$ (233.0)	$ 60.6	$ (102.5)	$ (35.9)
Depreciation and amortization (2)	30.6	3.9	0.6	0.9	36.0	6.4	—		
Segment Adjusted EBITDA	$ 220.1	$ 38.7	$ 12.1	$ 4.1	$ 275.0	$ (226.6)	$ 60.6		

(1) "Corporate and other" corresponds to items not specifically allocated to segments and, therefore, not included in the Segment Adjusted EBIT of the Company's segments, for which details are provided below.

(2) Depreciation and amortization figures have been restated (Refer to Section 12 of this MD&A).

The table below presents the details of the "Corporate and other" amount reconciling the Segment Adjusted EBIT to the Company's consolidated EBIT:

FOURTH QUARTERS ENDED DECEMBER 31 (IN MILLIONS $)	**2022**	2021 (1)
Corporate selling, general and administrative expenses not allocated to the segments	**$ 31.3**	$ 53.3
Restructuring and transformation costs	**53.9**	30.9
Amortization of intangible assets related to business combinations	**21.5**	23.4
Loss (gain) on disposal of a Capital investment	**0.6**	(5.0)
Corporate and other – Total	**$ 107.4**	$ 102.5

(1) Comparative figures have been restated (Refer to Section 12 of this MD&A).

YEAR ENDED DECEMBER 31 (IN MILLIONS $)	2022								
	Engineering Services	Nuclear	O&M	Linxon	SNCL Services - Total	LSTK Projects	Capital	Less: Corporate and other [1]	Consolidated
Segment Adjusted EBIT (EBIT For Consolidated figure)	**$ 397.7**	**$ 144.0**	**$ 49.1**	**$ (9.8)**	**$ 581.0**	**$ (261.3)**	**$ 93.3**	**$ (318.1)**	**$ 95.0**
Depreciation and amortization	**119.6**	**14.0**	**2.5**	**4.1**	**140.2**	**22.5**	**—**		
Segment Adjusted EBITDA	**$ 517.3**	**$ 158.1**	**$ 51.6**	**$ (5.7)**	**$ 721.2**	**$ (238.8)**	**$ 93.4**		

YEAR ENDED DECEMBER 31 (IN MILLIONS $)	2021								
	Engineering Services	Nuclear	O&M	Linxon	SNCL Services - Total	LSTK Projects	Capital	Less: Corporate and other [1]	Consolidated
Segment Adjusted EBIT (EBIT For Consolidated figure)	$ 464.0	$ 135.9	$ 54.6	$ 18.2	$ 672.6	$ (302.6)	$ 119.3	$ (295.2)	$ 194.1
Depreciation and amortization [2]	123.2	15.7	2.4	4.0	145.3	24.8	0.1		
Segment Adjusted EBITDA	$ 587.2	$ 151.6	$ 57.0	$ 22.1	$ 817.9	$ (277.8)	$ 119.4		

(1) "Corporate and other" corresponds to items not specifically allocated to segments and, therefore, not included in the Segment Adjusted EBIT of the Company's segments, for which details are provided below.

(2) Depreciation and amortization figures have been restated (Refer to Section 12 of this MD&A).

The table below presents the details of the "Corporate and other" amount reconciling the Segment Adjusted EBIT to the Company's consolidated EBIT:

YEARS ENDED DECEMBER 31 (IN MILLIONS $)	2022	2021 [1]
Corporate selling, general and administrative expenses not allocated to the segments	**$ 127.3**	$ 141.3
Restructuring and transformation costs	**82.9**	70.1
Amortization of intangible assets related to business combinations	**84.3**	89.5
Gain on disposals of Capital investments	**(3.7)**	(5.0)
Loss on disposal of a PS&PM business	**—**	0.6
Reversal of impairment loss on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell	**—**	(1.3)
DPCP Remediation Agreement expense	**27.4**	—
Corporate and other – Total	**$ 318.1**	$ 295.2

(1) Comparative figures have been restated (Refer to Section 12 of this MD&A).

13.4.5 ORGANIC REVENUE GROWTH (CONTRACTION)

FOURTH QUARTERS ENDED DECEMBER 31
(IN MILLIONS $)

	2022 Revenue	2021 Revenue [1]	Variance	Foreign exchange impact	Acquisition and divestiture impact	Organic revenue growth (contraction)
Engineering Services	**$ 1,242.9**	$ 1,216.3	$ 26.5	$ (1.8)	$ —	$ 28.3
Nuclear	**223.6**	220.4	3.2	—	0.5	2.7
O&M	**131.6**	114.6	17.0	2.5	—	14.5
Linxon	**133.9**	164.3	(30.4)	(2.9)	—	(27.5)
Total – SNCL Services	**$ 1,732.1**	$ 1,715.6	$ 16.4	$ (2.2)	$ 0.5	$ 18.0

FOURTH QUARTERS ENDED DECEMBER 31
(IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)

	2022 Revenue	2021 Revenue [1]	Variance (%)	Foreign exchange impact (%)	Acquisition and divestiture impact (%)	Organic revenue growth (contraction) (%)
Engineering Services	**$ 1,242.9**	$ 1,216.3	2.2%	(0.2)%	—%	2.3%
Nuclear	**223.6**	220.4	1.5 %	— %	0.2%	1.2%
O&M	**131.6**	114.6	14.9%	2.4%	—%	12.4%
Linxon	**133.9**	164.3	(18.5)%	(1.4)%	—%	(17.0)%
Total – SNCL Services	**$ 1,732.1**	$ 1,715.6	1.0%	(0.1)%	—%	1.1%

YEARS ENDED DECEMBER 31
(IN MILLIONS $)

	2022 Revenue	2021 Revenue [1]	Variance	Foreign exchange impact	Acquisition and divestiture impact	Organic revenue growth (contraction)
Engineering Services	**$ 4,686.2**	$ 4,366.4	$ 319.7	$ (80.1)	$ —	$ 399.8
Nuclear	**896.0**	904.7	(8.7)	(7.4)	0.5	(1.9)
O&M	**497.2**	470.4	26.9	4.9	—	22.0
Linxon	**561.2**	588.4	(27.2)	(29.2)	—	2.0
Total – SNCL Services	**$ 6,640.6**	$ 6,330.0	$ 310.7	$ (111.8)	$ 0.5	$ 421.9

YEARS ENDED DECEMBER 31
(IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)

	2022 Revenue	2021 Revenue [1]	Variance (%)	Foreign exchange impact (%)	Acquisition and divestiture impact (%)	Organic revenue growth (contraction) (%)
Engineering Services	**$ 4,686.2**	$ 4,366.4	7.3%	(2.0)%	—%	9.3%
Nuclear	**896.0**	904.7	(1.0)%	(0.8)%	0.1%	(0.2)%
O&M	**497.2**	470.4	5.7%	1.1%	—%	4.6%
Linxon	**561.2**	588.4	(4.6)%	(5.0)%	—%	0.4%
Total – SNCL Services	**$ 6,640.6**	$ 6,330.0	4.9%	(1.9)%	—%	6.8%

[1] Comparative figures have been restated (Refer to Section 12 of this MD&A).

13.4.6 SEGMENT NET REVENUE AND SEGMENT ADJUSTED EBITDA TO SEGMENT NET REVENUE RATIO FOR ENGINEERING SERVICES AND LINXON SEGMENTS

FOURTH QUARTERS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)		2022		2021
Revenue – Engineering Services (1)	**$**	**1,242.9**	$	1,216.3
Less: Direct costs for sub-contractors and other direct expenses that are recoverable directly from clients - Engineering Services		**308.6**		296.9
Segment net revenue – Engineering Services	**$**	**934.2**	$	919.4
Segment Adjusted EBITDA – Engineering Services	**$**	**149.2**	$	220.1
Segment Adjusted EBITDA to segment net revenue ratio – Engineering Services (in %)		**16.0%**		23.9%

FOURTH QUARTERS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)		2022		2021
Revenue – Linxon (1)	**$**	**133.9**	$	164.3
Less: Costs of equipment provided by the minority shareholder of Linxon		**47.1**		26.2
Segment net revenue – Linxon	**$**	**86.9**	$	138.1
Segment Adjusted EBITDA – Linxon	**$**	**(13.2)**	$	4.1
Segment Adjusted EBITDA to segment net revenue ratio – Linxon (in %)		**(15.2)%**		2.9%

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)		2022		2021
Revenue – Engineering Services (1)	**$**	**4,686.2**	$	4,366.5
Less: Direct costs for sub-contractors and other direct expenses that are recoverable directly from clients - Engineering Services		**1,150.5**		1,076.0
Segment net revenue – Engineering Services	**$**	**3,535.7**	$	3,290.5
Segment Adjusted EBITDA – Engineering Services	**$**	**517.3**	$	587.2
Segment Adjusted EBITDA to segment net revenue ratio – Engineering Services (in %)		**14.6%**		17.8%

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)		2022		2021
Revenue – Linxon (1)	**$**	**561.2**	$	588.4
Less: Costs of equipment provided by the minority shareholder of Linxon		**118.0**		97.4
Segment net revenue – Linxon	**$**	**443.2**	$	491.0
Segment Adjusted EBITDA – Linxon	**$**	**(5.7)**	$	22.1
Segment Adjusted EBITDA to segment net revenue ratio – Linxon (in %)		**(1.3)%**		4.5%

(1) Comparative figures have been restated (Refer to Section 12 of this MD&A).

13.4.7 FREE CASH FLOW (USAGE) TO ADJUSTED NET INCOME (LOSS) ATTRIBUTABLE TO SNC-LAVALIN SHAREHOLDERS RATIO

YEARS ENDED DECEMBER 31 (IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)		2022		2021
Free cash flow (usage) [(1)]	**$**	**(363.7)**	$	(15.9)
Adjusted net income attributable to SNC-Lavalin shareholders [(2)]	**$**	**170.6**	$	221.6
Free cash flow (usage) to Adjusted net income (loss) attributable to SNC-Lavalin shareholders ratio (in %)		**(213.2)%**		(7.2)%

(1) Please refer to Section 8.1 for a quantitative reconciliation of Free cash flow (usage) to net cash generated from (used for) operating activities.

(2) Please refer to Section 13.4.1 for a quantitative reconciliation of Adjusted net income (loss) attributable to SNC-Lavalin shareholders to net income (loss) attributable to SNC-Lavalin shareholders.

14 Risks and Uncertainties

14.1 PRINCIPAL RISKS AND UNCERTAINTIES

The Company is subject to a number of risks and uncertainties in carrying out its activities. SNC-Lavalin has measures in place to identify, monitor and, to a certain extent, mitigate such risks and uncertainties. Such measures include, among others, the enterprise risk management program, the work performed by various committees at the Board of Directors and management levels, as well as the enforcement of numerous policies and procedures. Investors should carefully consider the risks and uncertainties set out below before investing in the Company's securities. Additional risks and/or uncertainties not currently known or that the Company currently believes are immaterial may also impair its future business, financial condition and results of operations.

EPIDEMICS, PANDEMICS, INCLUDING COVID-19, AND OTHER GLOBAL HEALTH CRISES

A significant outbreak, epidemic or pandemic of contagious diseases in any geographic area in which we operate, such as the COVID-19 pandemic, could result in a public health and safety crisis that could adversely affect our business, national and international economies, financial markets and overall demand for our services. The COVID-19 global pandemic significantly disrupted global health, economic, market and labour conditions and created varying degrees of slowdowns in the global economy and recessions. The COVID-19 pandemic had adverse and, in some instances, significant adverse repercussions in the jurisdictions in which the Company has offices, delivers services and holds investments or in the jurisdictions of its suppliers. The COVID-19 global pandemic created significant volatility and negative pressure on virtually all national economies as well as financial markets and it remains challenging for the Company to accurately estimate or quantify the full scope and magnitude of the pandemic's impact on the Company, its business, financial condition and prospects.

In addition to potential future epidemics, pandemics or other global health and safety crises, the COVID-19 pandemic has adversely affected, and could, depending on future waves, strains and potential spread of COVID-19 from certain regions of the world where the local populations have been less immunized to the virus, continue to adversely affect the Company's financial condition, liquidity, future results of operations and outlook due to, among other factors:

- Actions taken by governmental and non-governmental bodies to curtail activity in an effort to help slow the spread of the relevant virus and rapidly emerging variants thereof, and the impacts of such actions on matters relevant to our business, including forcing partial or complete project shutdowns, and supply chain and labour market disruptions.
- The health of the Company's personnel, partners and contractors may be adversely affected by potential future epidemics, pandemics or other global health and safety crises.

- Many employers in various sectors observed that the COVID-19 pandemic may have contributed to or accelerated certain important and potentially systemic changes in the workforce, and there persist labour shortages making it difficult to recruit, attract, train, integrate and retain skilled personnel.
- When operations by the Company are interrupted or restricted in one or more jurisdiction as a result of governmental measures in response to a significant public health event or crisis and then such measures are subsequently loosened or eliminated, operations may be slow to fully resume and may continue to be adversely impacted as a result of lingering effects on the Company's employees, contractors, suppliers, third-party service providers and customers.
- Work-from-home measures implemented by the Company have impacted and may continue to impact the Company by potentially affecting productivity and efficiency of certain employees and potentially having negative effects on workplace morale and employees' sense of common purpose and belonging to the organization. In addition, there persist operational challenges as technology in employees' homes is not as robust as in the Company's offices, which may contribute to an increase in the number of potential points of attack and greater cybersecurity risks.
- The Company's financial and operational performance may also be adversely impacted by the ability of clients, suppliers and other third parties to meet their financial obligations and perform or deliver on non-financial obligations to the Company in a timely manner as a result of an epidemic, pandemic or other significant public health event or crisis pandemic and resulting economic impacts.

The severity of the effects of the COVID-19 pandemic and its ultimate impact on the world's population and the global economy remain uncertain and difficult to fully evaluate and quantify. The Company continues to mitigate any lingering adverse effects to its business, financial condition and prospects as a result of the continued disruption in the global economy and any resulting recession or increased inflation, the effects of which may persist beyond that time and which may not be fully reflected in our results of operations until future periods.

Both the COVID-19 pandemic and other global health crises of a similar scale or scope may also have the effect of heightening other risks and uncertainties disclosed and described below in the "Risks and Uncertainties" section of this MD&A.

RISKS RELATING TO THE COMPANY'S OPERATIONS

Execution of the Company's "Pivoting to Growth Strategy" unveiled in September 2021

Since mid-2019, the Company has been implementing a new strategic direction focused on the high-performing and growth areas of the business as it exits LSTK construction contracting. In September 2021, the Company unveiled a three-year global strategic growth plan and a new operational structure and re-affirmed its strategy comprised of four core elements, namely: (i) focusing on core geographic areas of operation and end customer markets targeted in the built and natural environment; (ii) leveraging SNC-Lavalin's unique end-to-end global capabilities to deliver high value products and services locally; (iii) identifying key growth areas; and (iv) establishing capital allocation priorities to strengthen business and drive further value creation opportunities. The strategy involves SNC-Lavalin focusing its efforts on its three core regions—United Kingdom, Canada and the United States—where it has a leading presence in each region all the while maintaining more targeted operations in select markets in Europe, the Middle East, Asia-Pacific, and Latin America. Within these geographies, SNC-Lavalin intends to focus on seven clearly defined customer end markets, namely Transportation, Buildings and Places, Defence, Water, Industrial and Mining, Power and Renewables, and Nuclear.

The strategic direction may also be affected by various factors, notably that until the exit from LSTK construction projects is completed by the run-off or transfer of existing projects, the Company may experience further losses resulting from the risks inherent in such projects. In addition, it may be necessary for the Company to accept change orders under existing LSTK construction contracts, which may temporarily extend the performance timeframe of such contracts and increase or prolong the Company's financial and legal exposure under the relevant projects as a result thereof.

There can be no assurance that this strategy will succeed, in whole or in part. Implementation of this plan presents various managerial, organizational, administrative, operational and other challenges, and the Company's organizational, administrative and operational systems may require adjustments in order to appropriately implement this strategic direction.

If the Company is unable to successfully execute on any or all of the initiatives contemplated under its strategic direction, the Company's revenues, operating results and profitability may be adversely affected. Even if the Company successfully implements this strategic direction, there can be no guarantee that it will achieve its intended objectives of improved revenues, operating results and/or profitability. Modifications to this strategic direction may also be required to achieve such objectives, which could delay or temporarily pause its implementation.

Fixed-price contracts or the Company's failure to meet contractual schedule, performance requirements or to execute projects efficiently

While the Company is in the process of exiting LSTK construction contracting, its results of operations and operating cash flows will remain to a certain extent dependent on the financial results of fixed-price contracts until the wind-down of the remaining LSTK projects is completed. 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, inflation, 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. In addition, reimbursable contracts such as unit-rate contracts for which a fixed amount per quantity is charged to the customer and reimbursable contracts with a cap bear some risks that are similar to those related to fixed-price contracts, as the estimates used to establish the contract unit-rate and/or the contractual cap are also subject to the assumptions listed above. Also, a significant portion of our services business derives revenues from multi-year contracts where there are caps on cost escalations based on an initially agreed upon pricing indices and, in a period of time in which the rate of inflation and cost increases exceeds the contractually agreed upon cost escalation index, there is a risk that the margins on revenues derived from such contracts would be eroded.

Furthermore, should the Company experience difficulties in the execution of projects due to various factors, such as a lack of efficiency in the implementation of its processes, COVID-19 impacts on productivity, increases in inflation and supply chain disruptions, all of which could lead to higher costs and delays to project completions, failure to accurately estimate project costs and/or conclude strategic transactions pertaining to project resources, such difficulties could have an adverse impact on the Company's financial results from these projects.

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.

Backlog and contracts with termination for convenience provisions

The Company's backlog (also referred to as remaining performance obligations) are derived from contract awards that are considered firm or management's estimates of revenues to be generated from firm contract awards for reimbursable contracts, 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, a number of project contracts have warranty periods and/or outstanding claims, that may result in legal proceedings extending for considerable periods of time beyond the actual performance and completion of the projects. Furthermore, 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.

Contract awards and timing

Obtaining new contract awards, which is a key component for the sustainability of revenues and profitability, is increasingly difficult in a competitive environment. 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. 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. Furthermore, the Company may incur significant costs in order to bid on projects that may not be awarded to the Company, thus resulting in expenses that did not generate any profit for the Company. It should also be noted that 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.

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.

Among other matters, SNC-Lavalin's estimates of future performance depend on 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 or attract and recruit talent in a timely manner; 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 professional judgement, 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.

Being a provider of services to government agencies

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, regulations and policies 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 "Backlog and contracts with termination for convenience provisions".

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 expected 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.

International operations

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, many of which also apply to its Canadian operations, 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 tariffs and restrictions, including those of a retaliatory or political nature as geopolitical events unfold;
- 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;
- the risk that inter-governmental relationships may deteriorate such that the Company's operations in a given country may be negatively impacted because the Company is head-quartered in Canada or because we carry on business in another country;
- difficulties, delays and expense that may be experienced in obtaining critical licenses, permits or the like to carry on the Company's business as a result of administrative processes in certain jurisdictions that differ from those in North America;
- 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 or Canadian 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 British pounds and U.S. dollars. While SNC-Lavalin has a hedging strategy in place to mitigate some of the effects of certain foreign currency exposures, there can be no assurance that such hedging strategy will be effective. The Company does not have hedging strategies in place with respect to all currencies to which it is exposed in the conduct of its 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. See also Note 30 to the 2022 Annual Financial Statements.

Nuclear liability

The Company's Nuclear segment supports clients across the entire Nuclear lifecycle with the full spectrum of services from consultancy, EPCM services, field services, technology services, spare parts, reactor support & decommissioning and waste management. As stewards of the CANDU® technology, it also provides new-build and full refurbishment services of CANDU® reactors. Such services can subject the Company to risks arising out of a nuclear, radiological or criticality incident, whether or not within the Company's control.

Indemnification provisions contained in the domestic legislation of the jurisdictions in which the Company's Nuclear segment operates, such as Canada's Nuclear Liability and Compensation Act, the United Kingdom's Nuclear Installations Act 1965, the United States' Price-Anderson Act, or equivalent protections afforded under international conventions, seek to ensure compensation for the general public, while indemnifying nuclear industry participants against liability arising from nuclear incidents, subject to possible exclusions.

However, these legislative indemnification provisions may not apply to all liabilities incurred while performing services as a contractor for the nuclear industry. If an incident or certain damages resulting therefrom are not covered under applicable legislative indemnification provisions, the Company could be held liable for damages which could have a material adverse impact on the Company's financial condition and results of operations. In addition to legislative indemnification provisions, the Company seeks to protect itself from liability associated with nuclear incidents and damages resulting therefrom in its contracts, but there can be no assurance that such contractual limitations on liability will be effective in all cases or that the Company's or its clients' insurance will cover all the liabilities assumed under those contracts. The costs of defending against claims arising out of a nuclear incident, and any damages that could be awarded as a result of such claims, could have a material adverse impact on the Company's financial condition and results of operations.

Ownership interests in investments

SNC-Lavalin holds investments, mainly through its Capital segment that acts as the Company’s investment and asset management arm. When SNC-Lavalin holds an ownership interest in an investment, it assumes a degree of risk associated with the financial performance of such investment. The value of the Company’s investment is dependent on the ability of the 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 Company’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.

The Company sometimes makes investments in project entities in which it does not hold a controlling interest. These 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 such investments or internal controls relating thereto and, consequently, problems arise within such investments, 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 its investments can be affected by fluctuations in interest rates. A hedging strategy is put in place when the management body of the project entity for such investment deems it appropriate. However, the assumptions and estimates inherent to the hedging strategy could be erroneous, thus rendering the hedging strategy ineffective or partially ineffective. Furthermore, the financial instruments associated with the hedging strategy contain an inherent credit risk related to defaults on obligations by the counterparties to such instruments.

In addition, many of the Company’s 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 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 investments could be limited by such contractual arrangements, which could in turn have an adverse impact on SNC-Lavalin's liquidity or capital resources.

Dependence on third parties

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 or quantity, 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 (altogether or on a timely basis) or the requisite quality or grade of 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, and the bankruptcy or insolvency of one or more suppliers on whom the Company substantially depends for one or more particular project(s) or contract(s) would also adversely impact the Company. Furthermore, irrespective of the importance or number of project or Company subcontractors or suppliers, general global supply chain disruptions and issues outside the control of the Company could adversely affect ongoing operations also resulting in the aforementioned risks to the Company. 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/or reputation and, in the case of government contracts, could also result in fines, penalties, suspension or even debarment being imposed on the Company.

Supply chain disruptions

Global disruptions in supply chains continue to affect companies in a variety of industries, triggering widespread impacts. Shortages and logistical bottlenecks with labour and transportation have in certain instances led to a shortage of material availability and an increase in shipping costs. Illness, travel restrictions and other workforce disruptions could adversely affect the Company's supply chain and its ability to complete its clients' projects in the scheduled time frame, while the shortage of material availability and increased shipping costs could also adversely affect its profitability, notably through inflationary price pressure on material used on certain contracts and increased prolongation costs.

Joint ventures and partnerships

SNC-Lavalin enters into 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 governance framework and corresponding 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 contract requirements, could negatively impact SNC-Lavalin's business and reputation and, in the case of government contracts, could result in fines, penalties, suspension or even debarment being imposed on the Company, which could in turn have a material adverse impact on the Company's reputation, business, financial condition and results of operations.

Information systems and data and compliance with privacy legislation

The integrity, reliability and security of information in all forms are critical to the Company's daily and strategic operations.

The Company relies on a core set of information technologies and systems, which require maintenance and support and which may experience interruptions, deficiencies, delays or cessations of service in connection with systems maintenance, integration or migration work that takes place from time to time. The Company may not be successful in implementing new systems and transitioning data, which could cause disruptions in the Company's business, divert Company resources, and such new systems may not achieve the desired business objectives. Any damage, disruption or shutdown of the Company's information systems, or the failure to successfully implement new or upgraded systems, depending on the specific set of circumstances, could have a material adverse effect on the Company's finances and operations.

Further, cyber-attacks have become more frequent and sophisticated and the Company's information technology and other defenses must be adequate at all times to repel them. Cyber-attacks can involve malware (including ransomware), hacking, industrial espionage, unauthorized access to confidential or proprietary information, phishing or other security breaches and system disruptions. If the Company is unable to protect its information systems, they could be interrupted, slowed down or fail altogether. The Company's information systems and operations could also be interrupted or damaged by natural disasters, failures, acts of war or terrorism, among other causes.

A successful cyber-attack could harm the Company's reputation and adversely affect its business, financial condition and results of operations as it may lead to network failures; unauthorized access to confidential or proprietary information about its business, assets, customers or employees; theft, loss, leakage, destruction or corruption of data, including information about its customers or employees; physical damage to network assets; litigation, fines and liability for failure to comply with privacy and information security laws or contracts; increased fraud; lost revenues; the potential for loss of customers or impairment of the Company's ability to attract new customers; higher insurance premiums or difficulties or inability to obtain insurance coverage; and the incurrence by the Company of significant costs payable to specialist advisors, such as forensic and external communications/ public relations experts, to assist the Company in dealing with such cyber-attacks and the consequences thereof.

In addition, cyber-attacks affecting the Company's suppliers or other business partners could also adversely affect the Company's business, financial condition and results of operations.

As a company that operates globally, SNC-Lavalin is subject to a complex array of legislation designed to protect personal and confidential information. Privacy and data protection legislation and regulations are in constant evolution, and it can be anticipated that more countries will establish personal data protection frameworks in 2023 and beyond.

The constantly evolving nature of technology and applicable privacy legislation and regulations pose increasingly complex compliance challenges and may trigger higher spend by the Company to meet the requirements thereof. Any failure to comply with these laws and regulations could result in significant penalties, legal liability and reputational risk for the Company.

The Company uses security measures and technology to protect the confidential and proprietary information on its computer and information technology systems. The Company adapts its security policies, procedures and controls to protect its assets, as the threat to them evolves. There is no assurance that these measures will prevent the occurrence of cyber-attacks, or that any insurance the Company may have will cover the costs, damages, liabilities or losses that could result therefrom.

Qualified personnel

The success of SNC-Lavalin depends heavily on its workforce and its ability to attract, recruit, develop and retain qualified personnel in a competitive work environment. Engineers, architects, designers, project managers, as well as functional experts and corporate leadership professionals who possess both experience and skills are essential to the success of the Company's business. The ability to retain and motivate qualified personnel, or attract suitable replacements as needed, is dependent on, among other things, the competitive nature of the employment market and the career opportunities and compensation that the Company can offer. There is increasingly strong competition for qualified technical and management personnel in the Company's industry, and if the Company were to lose some or all of these personnel, they could be difficult to replace in the timeline demanded by the Company's clients. For example, some of the Company's personnel hold government granted clearance that may be required to obtain government projects. If the Company were to lose some or all of these personnel, they could be difficult to replace. The inability to attract and retain such qualified personnel would place increased demands on the Company's existing resources, and could result in, among other factors, lost opportunities, cost overruns, failure to successfully complete existing and compete for new projects, and inability to mitigate risks and uncertainties.

In addition, in the event that the Company's corporate leadership professionals and other key personnel were to retire or otherwise leave the Company, the Company would require appropriate succession plans in place, including preparation of internal talent and, where relevant, identification of potential external candidates for key roles, and would need to successfully implement such plans, which requires devoting time and resources toward identifying and integrating new personnel into leadership roles and other key positions. If the Company cannot effectively prepare and implement such succession plans, it could have a material adverse effect on the Company's ability to conduct its business effectively and to provide services to its clients until such qualified replacements are found.

Competition

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 and/or non-traditional competitors and international markets entering any industry segments where SNC-Lavalin is present has also made such market more competitive. New contract awards and contract margins 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, the Company's 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.

***Professional liability or liability for faulty services*.**

The Company's failure to act or to make judgements 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 judgements regarding the planning, design, development and construction of multiple projects, as well as the operations and management of industrial facilities and public infrastructure projects. A failure or incident 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. See the "Insurance coverage" risk factor below. 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 (solidarily) 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.

Monetary damages and penalties in connection with professional and engineering reports and opinions

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 and technical 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.

Gaps in insurance coverage

As part of SNC-Lavalin's business operations, the Company maintains a certain level of 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, or if the Company is found liable on or pays out a significant claim in respect of a project or contract that is not covered by any insurance, 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 of the Company, 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 may 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 and/or claims not covered by insurance could materially deplete its assets.

Health and safety

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.

Work stoppages, union negotiations and other labour matters

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.

Global climate change, extreme weather conditions and the impact of natural or other disasters

The general effects of global climate change, along with the unpredictability of extreme weather conditions and other natural disasters, could affect the Company's operations and profitability. As with the rest of the global economy and similar to other engineering services and projects-driven companies, the Company is exposed to the physical risks related to climate change, including increases in the frequency and intensity of weather-related events, such as storms, floods, wildfires and heatwaves, or longer-term changes, such as temperature changes. Further, the Company's field activities are generally performed outdoors and include professional surveying, resident engineering services, field data surveys and collection, archeology, geotechnical investigations and exploratory drilling, construction oversight and inspection, plant start-up and testing and plant operations. Extreme weather conditions or natural or other disasters, such as earthquakes, fires, floods, tornadoes, hurricanes, lightning, epidemics or pandemics (including the current COVID-19 pandemic) and similar events, may cause postponements in the initiation and/or completion of the Company's field activities and may hinder the ability of its employees, subcontractors or suppliers to perform their duties, which may result in delays or loss of revenues that otherwise would be recognized while certain costs continue to be incurred. Extreme weather conditions or disasters may also delay or eliminate the start and/or completion of various phases of work relating to other services that commence concurrently with or subsequent to field activities. Any delay in the completion of the Company's services may require the Company to incur additional non-compensable costs, including overtime work, that are necessary to meet clients' schedules. Due to various factors, a delay in the commencement or completion of a project may also result in penalties or sanctions under contracts or even the cancellation of contracts.

In addition to the physical risks associated with extreme weather conditions and global climate change, there are also transition risks as the global economy shifts to a net-zero carbon economy. These transition risks may arise from climate-related policy changes, technological changes and behavioral changes, including client preferences toward lower-carbon products and services. As part of international, national, local and internal initiatives such as Net Zero 2030, the Company recognizes the urgency in taking concrete measures, is focusing on pioneering solutions in addressing climate change and climate resiliency, and has formally committed to a variety of climate risk mitigation actions and to meeting climate change related targets and deadlines. The Company's industry expertise and commitment in reducing material effects of climate change aim to limit the negative effects of climate change on its business, as well as the global community. However, the Company may be required to incur significant costs to improve the climate-related resiliency of its infrastructure and otherwise prepare for, respond to, and mitigate the effects of climate change, and there can be no guarantee that such mitigation efforts will effectively negate or adequately insulate the Company from the effects of such climate-change related risks.

Further, disclosures of the Company's progress and performance towards reaching these climate related objectives are an integral part of the Company's engagement in these initiatives. Such disclosures are likely to be increasingly subject to third party validation, audits and publicly available industry rankings and company ratings and scores. The Company's inability to successfully fulfill all or any of its engagements and meet its stated climate risk related targets or to attain favorable climate risk related ratings and scores could adversely affect the Company's reputation. Reputational damage may influence the Company's ability to obtain future projects, negatively affect relationships with clients on ongoing projects or cause the cancellation of current projects, limit the Company's ability and success in retaining and attracting talent, or negatively impact the Company's standing facing financing and investment stakeholders potentially leading to less favorable financing conditions or decline in investor interest.

The Company's financial and/or operating performance could also be adversely affected by the outbreak of epidemics or other public health crises. Refer to the risk factor entitled "Epidemics, pandemics, including COVID-19, and other global health crises" in this Section for a description of the various risks and uncertainties posed by global health crises, including COVID-19, to the Company and its business and financial affairs.

Divestitures and the sale of significant assets

The sale of a business unit and/or significant assets is a complex process that involves certain risks, such as failure to properly plan, prepare and execute the transaction and to prepare a contract that is intended to protect the Company from post-closing adjustments, certain liabilities and additional costs. In addition, the Company is exposed to the risk of the deal falling through, selling at a lower price than the asking price, the buyer not respecting or being in a financial or other position to respect its post-closing contractual obligations and/or extended deal close times.

Divesting businesses involves risks and uncertainties, such as the difficulty separating assets related to such businesses from the businesses the Company retains, senior management and employee distraction, the need to obtain regulatory approvals and other third-party consents, which potentially disrupts customer and supplier relationships, and the fact that the Company may be subject to additional tax obligations or loss of certain tax benefits. Such actions also involve significant costs and require time and attention of management, which may divert attention from other business operations. Because of these challenges, as well as market conditions or other factors, divestitures may take longer or be costlier or generate fewer benefits than expected and may not be completed at all. If the Company is unable to complete divestitures or to successfully transition divested businesses, its business and financial results could be negatively impacted. If the Company disposes of a business, it may not be able to successfully cause a buyer of a divested business to assume the liabilities of that business or, even if such liabilities are assumed, the Company may have difficulties enforcing its rights, contractual or otherwise, against the buyer. The Company may retain exposure on financial or performance guarantees and other contractual, employment, pension and severance obligations, and potential liabilities that may arise under law because of the disposition or the subsequent failure of a buyer. As a result, performance by the divested businesses or other conditions outside of the Company's control could have a material adverse effect on its results of operations. In addition, many contracts for the sale of a subsidiary or a business provide for the delivery of closing financial statements and, depending on the result of such closing financial statements, the buyer could assert a claim, whether founded or not, that the Company, as seller, is obligated to pay certain sums, even material sums, as a post-closing adjustment to the buyer after completion of the transaction and, depending on the amount of any such post-closing adjustment payment that the Company may be required (or decides) to pay, such payment could have an adverse or even a material adverse impact on the Company's cash resources, liquidity and/or its financial results and performance. Conversely, the right to assert a similar claim is generally also available to the Company against a buyer, depending on the result of the closing financial statements. Also, the divestiture of any business could negatively impact the Company's profitability because of losses that may result from such a sale, the loss of revenues or a decrease in cash flows. Following a divestiture, the Company may also have less diversity in its business and in the markets it serves, as well as in its client base.

Intellectual property

SNC-Lavalin's success depends, in part, upon its ability to protect its intellectual property. The Company relies on a combination of intellectual property policies and other contractual arrangements to protect much of its intellectual property where it does not believe that trademark, patent or copyright protection is appropriate or obtainable. Trade secrets are generally difficult to protect. Although SNC-Lavalin's employees are subject to confidentiality obligations, this protection may be inadequate to deter or prevent misappropriation of the Company's confidential information and/or the infringement of the Company's patents and copyrights. Further, the Company may be unable to detect unauthorized use of its intellectual property or otherwise take appropriate steps to enforce its rights. Failure to adequately protect, maintain, or enforce the Company's intellectual property rights may adversely limit the Company's competitive position.

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

Liquidity and financial position

The Company relies on its cash, its credit facilities and other debt instruments, as well as the capital markets to provide some of its liquidity and capital requirements and it is, in certain instances, required to obtain bank guarantees/letters of credit as a means to secure its various contractual obligations for its underlying projects. Significant instability or disruptions of the capital markets or a deterioration in or weakening of its financial position 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 medium- and long-term debt (such as the issuance of debentures, bonds or notes), or the availability of bank guarantees/letters of credit to guarantee its contractual and project obligations. There can be no assurance that the Company will maintain an adequate cash balance 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.

A deterioration in the Company's financial condition could also result in a reduction or downgrade of its credit ratings, which could limit the Company's ability to issue new letters of credit or performance guarantees or accessing external sources of short-term 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 medium- and 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.

Indebtedness

The Company had approximately $2.1 billion of consolidated indebtedness as at December 31, 2022 under recourse, limited recourse and non-recourse debt presented on its statement of financial position.

The Company will need to refinance or reimburse amounts outstanding under the Company's consolidated indebtedness. There can be no assurance that any indebtedness of the Company will be refinanced or that additional financing on commercially reasonable terms will be obtained, if at all.

The Company's degree of leverage could have other important consequences, including the following:

- it may have a negative effect on the current credit ratings of the Company's rated long-term debt;
- it may limit the Company's ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes on commercially reasonable terms, if at all;
- most of the Company's borrowings are at variable rates of interest and expose the Company to the risk of increased interest rates and a resulting increase in financial expenses, which risk may become more acute in the near and mid term as world and North American economies appear to be entering a higher inflation rate environment;
- it may limit the Company's ability to adjust to changing market conditions and place the Company at a competitive disadvantage (including if the Company's credit rating is negatively affected) compared to its competitors that have less debt or greater financial resources;
- it may limit the Company's ability to declare and pay dividends on its Common Shares or to buy back its own shares;
- the Company may be vulnerable in a downturn in general economic conditions; and
- the Company may be unable to make capital expenditures that are important to its growth and strategies.

The credit facilities and instruments governing the Company's consolidated debt contain certain financial covenants requiring the Company, on a consolidated basis, to satisfy net recourse debt to adjusted earnings before interest, taxes, depreciation and amortization ratios. Such credit facilities and instruments also contain covenants restricting the Company's ability to incur liens on its assets, incur additional debt or effect dispositions of assets or fundamental changes in its business, pay dividends and make certain other disbursements, or use the proceeds from the sale of assets and capital stock of subsidiaries. These covenants limit the Company's discretion and financial flexibility in the operation of its business. Under the terms of these credit facilities and instruments, the Company and its subsidiaries are permitted to incur additional debt only in certain circumstances. However, doing so could increase the risks described above. In addition, if the Company or its subsidiaries incur additional debt in the future, the Company may be subject to additional covenants, which may be more restrictive than those that it is subject to now.

A breach of any of these agreements or the Company's inability to comply with these covenants (as the case may be) could, if not cured or waived, result in an acceleration of the Company's consolidated debt or a cross-default under certain of its debt instruments. If the Company's indebtedness is accelerated, the Company may not be able to service its indebtedness, or borrow sufficient funds to refinance its indebtedness.

The Company's ability to service its consolidated debt will depend upon, among other things, its future financial and operating performance, which will be affected by prevailing economic conditions, interest rate fluctuations and financial, business, legal, regulatory and other factors, some of which are beyond the Company's control. If the Company's operating results or liquidity are not sufficient to service its current or future consolidated indebtedness, the Company may be forced to take actions such as reducing dividends, reducing or delaying business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing its debt, or seeking additional equity capital.

Impact of operating results and level of indebtedness on financial situation

As outlined in Section 8.4 of this MD&A, the Company is required to maintain a ratio of net recourse debt to EBITDA not to exceed a certain threshold. While the Company met its covenant requirements in both 2022 and 2021, an increase of net recourse debt due to items such as cash requirements of operating activities or the delay/acceleration of certain investing/divestitures or financing transactions, or an inability to generate sufficient adjusted EBITDA to support the level of indebtedness in the ratio calculation in the future, could have a negative impact on the Company, as further described in the risk factor entitled "Indebtedness" above.

Security under the CDPQ Loan Agreement

The CDPQ Loan is secured by all of Highway Holdings' assets, excluding the Highway 407 ETR shares held by Highway Holdings (until such time as Highway Holdings may elect to grant a pledge thereon), as well as the rights and loan receivables of Highway Holdings under the intercompany loan agreement, dated July 10, 2017, between Highway Holdings, as lender, and the Company, as borrower. In addition to this security, SNC-Lavalin Inc. has provided a guarantee (the "Guarantee") in favour of CDPQ RF secured by a pledge given by SNC-Lavalin Inc. to CDPQ RF over 20,900 common shares held by SNC-Lavalin Inc. in the share capital of Highway Holdings (representing approximately 29.9% of the outstanding common shares of Highway Holdings). CDPQ RF's sole recourse against SNC-Lavalin Inc. in connection with the Guarantee and any potential breach or default by Highway Holdings under the CDPQ Loan Agreement is limited to enforcement on or against the shares of the capital of Highway Holdings held by SNC-Lavalin Inc. The Company has a 6.76% ownership interest in Highway 407 ETR through Highway Holdings. The terms of the CDPQ Loan Agreement include various covenants that must be satisfied by Highway Holdings. There can be no assurance that such covenants will be satisfied. Any event of default under the CDPQ Loan Agreement, including in respect of covenants thereunder, could result in, among other things, CDPQ RF demanding immediate payment of all amounts outstanding under the CDPQ Loan Agreement, or forcing the sale of the Highway 407 ETR shares held by Highway Holdings in compliance with the Highway 407 ETR shareholders' agreement at a time, price and in circumstances outside of the Company's control and/or that may not allow for an optimal sale price of such Highway 407 ETR shares, which could have a material adverse effect on the Company's business and financial position.

Dependence on subsidiaries to help repay indebtedness

A significant portion of the Company's assets are the capital stock of its subsidiaries and the Company conducts an important portion of its business through its subsidiaries. Consequently, the Company's cash flow and ability to service its debt obligations are dependent to a great extent upon the earnings of its subsidiaries and the distribution of those earnings to the Company, or upon loans, advances or other payments made by these entities to the Company.

The Company's subsidiaries are separate and distinct legal entities and may have significant liabilities. The ability of these entities to pay dividends or make other loans, advances or payments to the Company will depend upon their operating results and will be subject to applicable laws and contractual restrictions contained in the instruments governing their debt including, for example, the financial covenants set out in the CDPQ Loan Agreement pursuant to which the Company's consolidated net recourse debt to adjusted earnings before interest, taxes, depreciation and amortization ratio cannot exceed a certain limit. In addition, certain other deeds and agreements governing certain subsidiaries of the Company contain restrictions on the payment of dividends and distributions, as well as specified liquidity covenants. Also, a number of the Company's material subsidiaries have provided guarantees of the Company's primary third-party debt instruments and obligations, including the Company's Credit Agreement and its outstanding debentures.

The ability of the Company's subsidiaries to generate sufficient cash flow from operations will depend on their future financial performance, which will be affected by a range of economic, competitive and business factors, including those discussed in this section, many of which are outside of the control of the Company or its subsidiaries. The cash flow and earnings of the Company's operating subsidiaries and the amount that they are able to distribute to the Company as dividends or otherwise may not generate sufficient cash flow from operations to satisfy the Company's debt obligations. Accordingly, the Company may have to undertake alternative financing plans, such as refinancing or restructuring its debt, selling assets, reducing or delaying capital investments or seeking to raise additional capital. The Company cannot assure that any such alternatives would be possible, that any assets could be sold, or, if sold, of the timing of the sales and the amount of proceeds realized from those sales, that additional financing could be obtained on acceptable terms, if at all, or that additional financing would be permitted under the terms of the Company's various debt instruments then in effect. The Company's inability to generate sufficient cash flow to satisfy its debt obligations, or to refinance its obligations on commercially reasonable terms, would have a material adverse effect on its business, financial condition and results of operations.

Dividends

The declaration and payment of dividends on Common Shares are at the discretion of the board of directors of the Company. The cash available for dividends is a function of numerous factors, including the Company's financial performance, the impact of interest rates, debt covenants and obligations, working capital requirements and future capital requirements. In addition, the Company's ability to pay dividends depends upon the payment of dividends by certain of the Company's subsidiaries or the repayment of funds to the Company by its subsidiaries. The Company's subsidiaries, in turn, may be restricted from paying dividends, making repayments or making other distributions to the Company for financial, regulatory, legal or other reasons. To the extent the Company's subsidiaries are not able to pay dividends or repay funds to the Company, it may adversely affect the Company's ability to pay dividends on Common Shares.

Post-employment benefit obligations, including pension-related obligations

The Company operates certain defined benefits plans and provides other post-employment benefits. More specifically, its subsidiary Atkins operates two significant defined benefit plans, namely the Atkins Pension Plan and the Railways Pension Scheme, with significant retirement benefit obligations. The majority of Atkins' post-employment benefits obligations sit within its U.K. business and is comprised of defined benefit pension obligations. In the U.K., defined benefit pension schemes funding requirements are based on actuarial valuations of the assets and liabilities of each scheme. Scheme's assets are mainly determined by the value of investments held by the scheme and the returns. The valuation of plan liabilities requires significant levels of judgement and technical expertise in choosing appropriate assumptions. Changes in a number of key assumptions, such as the discount rate, the rate of compensation increase or inflation, can have a material impact on the calculation of the obligations. There is also some judgement in the measurement of the fair value of pension assets giving rise to a risk of material misstatement in their valuation.

The nature of the funding regime in the U.K. creates uncertainty around the size and timing of cash that Atkins will be required to pay to the pension schemes. The contribution to the Atkins Pension Plan and the Railways Pension Scheme from Atkins totaled £48.9 million (or approximately CA$78.6 million) and £6.1 million (or approximately CA$9.8 million), respectively, for the year ended December 31, 2022. If Atkins is required to increase cash funding contributions, this will reduce the availability of such funds for other corporate purposes and limit its ability to invest in growth. Deteriorating economic conditions may result in significant increases in Atkins' funding obligations, which could restrict available cash for Atkins' operations, capital expenditures and other requirements, and have a material adverse effect on Atkins' business, financial condition and results of operations.

The Company's post-employment benefit obligations, including its pension-related liabilities, and its future payment obligations thereunder could restrict cash available for the Company's operations, capital expenditures and other requirements and may materially adversely affect its financial condition and liquidity.

Working capital requirements

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, short-term investments or draw on facilities under its Credit Agreement 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 that their assets may be seized by their governments, which may cause the Company to experience a temporary liquidity shortfall or fail to recover its deposits in excess of available insurance, if any.

A significant deterioration of the current global economic and credit market environment 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.

Collection from customers

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

In addition, the Company typically bills clients for engineering services in arrears and is, therefore, subject to its clients delaying or failing to pay invoices after the Company has already committed resources to their projects. If one or more clients delays in paying or fails to pay a significant amount of the Company's outstanding receivables, it could have a material adverse impact on the Company's liquidity, financial condition and results of operations.

Impairment of goodwill and other assets

In accordance with IFRS, goodwill is assessed for impairment no less frequently than on an annual basis 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 judgements 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 requires the exercise of judgement, which might result in significant variances in the carrying amount of these assets.

The Company cannot guarantee that new events or unfavourable 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 position.

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.

RISKS RELATED TO DISPUTES, INVESTIGATIONS, SETTLEMENTS AND REGULATORY MATTERS

The impact on the Company of legal and regulatory proceedings, investigations and dispute settlements

SNC-Lavalin itself, its subsidiaries or the entities through which Capital makes its investments, are or can be party to disputes 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, governmental authorities 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 suppliers, 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.

In addition, in the past, following periods of volatility in the market price of a particular company's securities, securities class action litigation has often been brought against that company. SNC-Lavalin has been in the past and it is currently a defendant in two shareholder-instituted class action proceedings based on alleged disclosure failures under applicable securities legislation. The Company cannot provide any assurance that similar litigation will not occur in the future with respect to it. Such litigation could result in substantial costs and a diversion of management's attention and resources, which could have a material adverse effect upon the Company's business, operating results, and financial condition.

Due to the inherent uncertainties of litigation, it is not possible to (a) predict the final outcome of these and other related proceedings generally, (b) determine if the amount included in the Company's provisions is sufficient or (c) determine the amount of 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 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 in respect of lawsuits or investigations 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 suppliers 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 suppliers. If the Company fails to properly issue the change orders or other claims, or fails to document the nature of claims and change orders or is otherwise unsuccessful in negotiating reasonable settlements with clients, subcontractors and suppliers, the Company could incur cost overruns, reduced profits or, in some cases, a loss for a project. A failure to recover promptly 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.

In addition, a number of project contracts have warranty periods and/or outstanding claims that may result in legal proceedings that extend beyond the actual performance and completion of the projects.

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 subject to ongoing investigations that 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 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. The Company understands that there are investigations by various authorities which may remain ongoing in connection with certain legacy matters (unrelated to the settlements described below) in various jurisdictions, including, without limitation, Algeria, Brazil and Angola.

On September 23, 2021, the Royal Canadian Mounted Police (the "RCMP") represented by the Province of Québec's Directeur des Poursuites Criminelles et Pénales ("DPCP") laid charges against the Company's subsidiary, SNC-Lavalin Inc. and its indirect subsidiary, SNC-Lavalin International Inc. Each entity was jointly charged (along with a former employee of the Company, Normand Morin) with the following counts: 1) forgery under Section 366 of the Criminal Code (Canada) (the "Criminal Code"), 2) fraud under Section 380 of the Criminal Code, and 3) fraud against the government under Section 121 of the Criminal Code. Each entity was charged with one count of conspiracy to commit the aforementioned crimes (the "Criminal Charges"). On the same date, the DPCP gave notice to SNC-Lavalin Inc. and SNC-Lavalin International Inc. of an invitation to negotiate a remediation agreement in accordance with Part XXII.1. of the Criminal Code with respect to the Criminal Charges and on October 1, 2021, both entities formally accepted the invitation. These Criminal Charges follow the RCMP's formal investigation relating to alleged payments in connection with a 2002 contract for the refurbishment of the Jacques Cartier Bridge by a consortium which included SNC-Lavalin Inc. and which has previously led to a guilty plea on certain criminal charges in 2017 by the former head of the Canada Federal Bridges Corporation. Another former employee of the Company, Kamal Francis, was also charged separately with similar offenses.

SNC-Lavalin Inc. and SNC-Lavalin International Inc. reached agreement on the terms of the remediation agreement and, on May 11, 2022, the Québec Superior Court issued an order approving the remediation agreement. The term of the remediation agreement is three years, requires a total payment of $29.6 million payable over three years, and the appointment of a monitor for a three-year period, amongst other obligations. The Criminal Charges are suspended during the term of the remediation agreement, and, upon its expiry, provided the terms will have been complied with by SNC-Lavalin Inc. and SNC-Lavalin International Inc., and subject to Court approval, the Criminal Charges will be dismissed. Also on May 11, 2022, the Company entered into an administrative agreement with Public Services and Procurement Canada allowing the Company to continue to do business with the Canadian federal government and federal departments and agencies under the auspices of the federal Integrity Regime despite the remediation agreement.

Except for the Jacques Cartier Bridge investigation, the Company is currently unable to determine when any of these investigations will be completed or whether other investigations of the Company by these or other authorities will be initiated or the scope of current investigations broadened. The Company continues to cooperate and communicate with authorities in connection with all ongoing investigations.

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 as a result of ongoing or future investigations, 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 restrictions on future conduct or lead to other penalties, including temporary or permanent, mandatory or discretionary suspension, prohibition or debarment from participating in projects, or the revocation of authorizations or certifications, by certain administrative organizations or by governments (such as the Government of Canada and/or the Government of Québec) under applicable procurement laws, regulations, policies or practices. The Company derives a significant percentage of its annual consolidated revenue from government and government-related contracts. Further, public and private sector bid processes in some instances assess whether the bidder, or an affiliate thereof, has ever been the object of any investigations, or sanctions or other actions resulting therefrom. In such instances, if the Company or one of its subsidiaries or investee entities must answer affirmatively to a query as to past or current investigations, or sanctions or other actions resulting therefrom, such answer may affect that entity's ability to be considered for the applicable project. In addition, the Company may not win contracts that it has bid upon due to a client's perception of the Company's reputation and/or perceived reputational advantages held by competitors as a result of such investigations, sanctions or other actions. Loss of bidding opportunities resulting from such investigations, sanctions or other actions, whether discretionary (including as a result of reputational factors) or mandatory, from participating in certain government, government-related and private contracts (in Canada, Canadian provinces or elsewhere) could materially adversely affect the Company's business, financial condition and liquidity and the market price of the Company's issued and traded securities.

The outcomes of ongoing or future investigations 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 price of the Company's issued and traded securities. In addition, these investigations and outcomes of these investigations and any negative publicity associated therewith, could damage SNC-Lavalin's reputation and ability to do business.

Due to the uncertainties related to the outcome of ongoing or future 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 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 and ongoing related matters, as well as the investigations leading to the settlements described below, 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 such 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 below, or other matters, which, in turn, could require the devotion of additional time of senior management and the diversion or utilization of other resources.

In addition, SNC-Lavalin has entered in a number of settlement agreements, including in December 2019 with the Public Prosecution Service of Canada (the "PPSC") in connection with charges against the Company and its indirect subsidiaries SNC-Lavalin International Inc. and SNC-Lavalin Construction Inc. under Section 380 of the Criminal Code and Section 3(1)(b) of the Corruption of Foreign Public Officials Act (Canada) (the "Charges"). As part of the PPSC Settlement, SNC-Lavalin Construction Inc. accepted a plea of guilty to a single charge of fraud (the "Plea"), the Charges were withdrawn and SNC-Lavalin Construction Inc. agreed to pay a fine in the amount of $280 million, payable in equal installments over 5 years, and to be subject to a three-year probation order. The Company estimated the net present cost of these installments at $257.3 million at the date of settlement. The Company has complied and will comply with the probation order for its remaining term. The Plea may result in, among other things, (i) breaches and/or events of default under various project agreements giving rise to discretionary termination rights in favour of the counterparties thereto, (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 financing, or to continue to 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, potential consequences of the Plea could include, in respect of the Company or one or more of its subsidiaries, suspension, prohibition or debarment from participating in public or private sector projects or bids, or the revocation of authorizations or certifications, by certain governments or by certain administrative organizations. While the Company does not anticipate that the Plea will affect the eligibility of the Company to bid on future projects that are aligned with its strategic direction, possible suspension, prohibition, debarment or loss of bidding opportunities or the revocation of authorizations or certifications, as a result of the Plea, could have a short term material adverse effect on the Company's business, financial condition and liquidity and the market prices of the Company's publicly traded securities.

The Company cannot predict 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 Plea.

As previously disclosed, the Company entered into a remediation agreement that was approved by the Québec Superior Court on May 11, 2022 in connection with the Criminal Charges.

Failure by the Company to abide by the terms of this remediation 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 these risks.

A description of the most material legal and regulatory proceedings, investigations and settlements involving SNC-Lavalin and its subsidiaries is set forth in Note 33 to the 2022 Annual Financial Statements.

Further regulatory developments as well as employee, agent or partner misconduct or failure to comply with anti-corruption and other government laws and regulations

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.

Reputation of the Company

The consequence of reputational risk is a negative impact on the Company's public image, which may influence the Company's ability to obtain future projects, negatively affect trust relationships with clients and profitability on ongoing projects or cause the cancellation of current 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 or other ESG issues, 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 COMPLIANCE AND FINANCIAL REPORTING

Inherent limitations to the Company's control framework

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 judgement 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

SNC-Lavalin is exposed to various environmental risks and is required to comply with environmental laws and regulations which vary from country to country and are subject to change. Any non-compliance by the Company 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 neighboring properties and communities. While the Company is taking steps to manage this risk and has taken provisions in its financial statements 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.

Growing concerns about climate change may also result in the imposition of additional environmental regulations. Legislation, international protocols, regulation or other restrictions on emissions could result in increased compliance costs for the Company and its clients, including those who are involved in the exploration, production or refining of fossil fuels, emit greenhouse gases through the combustion of fossil fuels or emit greenhouse gases through the mining, manufacture, utilization or production of materials or goods. Such policy changes could increase the costs of projects for clients or, in some cases, prevent a project from going forward, thereby potentially reducing the need for the Company's services, which would in turn have a material adverse impact on the Company's business, financial condition and results of operations. However, these changes could also increase the pace of projects, such as carbon capture or storage projects and decarbonation projects, that could have a positive impact on the Company's business. SNC-Lavalin cannot predict when or whether any of these various proposals may be enacted or what their effect will be on the Company or on its customers.

GLOBAL / MACROECONOMIC RISKS

Global economic conditions

Fluctuations in global economic conditions, including the continued general impact on global supply chains of the COVID-19 pandemic as well as the Russia-Ukraine war, public health regulatory mandates, rising energy costs and resulting inflationary pressures, 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. Global economic conditions could also be adversely impacted by more restrictions on certain economic relations between countries or group of countries, such as the post-Brexit relationship between the U.K and the European Union or by an increased level of trade protectionism. 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.

Inflation

As indicated above, one of the numerous consequences of the COVID-19 pandemic and Russia-Ukraine war has been the resulting inflationary pressures, in part due to issues from the global supply chains that led to the shortage of certain goods and materials and to the increase in energy costs. Inflation could also result from other factors outside of the control of the Company and could have an impact on the cost of labour, supplies, materials, as well as on various selling, general and administrative expenses, which may vary from different geographic areas.

While certain contracts include price-indexation clauses aimed at protecting the Company from the increase of certain costs, the Company generally bears the risk of rising inflation in connection with LSTK, fixed-rate and other fixed-price contracts. Furthermore, there can be no assurance that price-indexation clauses included in the Company's contracts with its customers will result in recovering all cost increases on a given contract, including but not limited to cost increases resulting from price-indexation clauses in contracts with subcontractors or suppliers, if any.

The inability of the Company to recover, in whole or in part, the increase in costs from inflationary pressures may have a material adverse impact on SNC-Lavalin's business, financial condition and results of operations.

Furthermore, a significant portion of the Company's financial indebtedness is at variable rates of interest and expose the Company to the risk of increased interest rates and a resulting increase in financial expenses as world and North American economies have entered into a higher inflation rate environment.

Fluctuations in commodity prices

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 and price volatility can adversely affect the Company's ability to reasonably forecast or estimate future costs and negatively impact the cost of completing 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.

Income taxes

The Company is subject to income taxes in various jurisdictions throughout the world. The tax legislation, regulations and interpretation that apply to its operations are continually changing. Moreover, future tax benefits and liabilities are dependent on factors that are inherently uncertain and subject to change, including future earnings, future tax rates, and anticipated business mix in the various jurisdictions in which the Company operates and holds assets. Careful judgement is necessary in determining the required provision for income taxes and management uses accounting and fiscal principles to determine income tax positions that it believes are likely to be sustained. However, there is no assurance that the Company's tax benefits or tax liabilities will not materially differ from its estimates or expectations. In the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although management believes that its tax estimates and tax positions are reasonable, they could nonetheless be materially affected by many factors, including the final outcome of tax audits and related litigation, the introduction of new tax accounting standards, legislation, regulations, and related interpretations, the Company's global mix of earnings and the realizability of deferred income tax assets. Any of the above factors could have a material adverse effect on the Company's net income or cash flows by affecting its operations and profitability, the availability of tax credits, the cost of the services it provides, and the availability of deductions for operating losses as the Company grows its business. An increase or decrease in the Company's effective income tax rate could have a material adverse impact on its financial condition and results of operations.

15 Controls and Procedures

15.1 DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

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

i. 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

ii. 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, 2022.

The CEO and the CFO have also evaluated, or caused to be evaluated under their supervision, the effectiveness of the Company’s disclosure controls and procedures, and its internal control over financial reporting, in each case as at December 31, 2022.

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, 2022, using the *Internal Control – Integrated Framework (2013 Framework*) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

15.2 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, 2022 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

16 Quarterly Information

(IN MILLIONS $, EXCEPT AS OTHERWISE NOTED)	2022					2021				
	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER	TOTAL	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER	TOTAL
Continuing operations										
Revenues:										
PS&PM	**1,871.7**	**1,857.6**	**1,859.9**	**1,850.7**	**7,439.9**	1,798.0	1,778.0	1,781.4	1,879.7	7,237.1
Capital	**16.4**	**13.9**	**29.5**	**49.4**	**109.2**	21.7	19.8	27.4	65.2	134.1
Total revenues	**1,888.1**	**1,871.5**	**1,889.4**	**1,900.1**	**7,549.0**	1,819.7	1,797.8	1,808.8	1,944.9	7,371.3
EBIT	**51.5**	**27.1**	**72.9**	**(56.5)**	**95.0**	103.5	80.4	46.1	(35.9)	194.1
Net financial expenses	**25.6**	**20.2**	**23.0**	**46.9**	**115.7**	31.2	25.9	26.3	27.0	110.5
Earnings (loss) before income taxes from continuing operations	**25.8**	**7.0**	**49.9**	**(103.4)**	**(20.7)**	72.3	54.5	19.8	(62.9)	83.6
Income taxes	**4.0**	**3.5**	**3.3**	**(38.5)**	**(27.8)**	3.6	22.2	—	(47.8)	(22.0)
Net income (loss) from continuing operations	**21.9**	**3.5**	**46.6**	**(64.9)**	**7.0**	68.7	32.3	19.8	(15.1)	105.7
Net income (loss) from discontinued operations	**—**	**—**	**(6.9)**	**—**	**(6.9)**	5.3	16.5	582.1	(37.6)	566.4
Net income (loss)	**21.9**	**3.5**	**39.7**	**(64.9)**	**0.1**	74.0	48.9	601.9	(52.7)	672.1
Net income (loss) attributable to:										
SNC-Lavalin shareholders	**24.8**	**1.6**	**37.8**	**(54.4)**	**9.8**	73.0	45.7	600.7	(52.9)	666.6
Non-controlling interests	**(2.9)**	**1.9**	**1.9**	**(10.6)**	**(9.6)**	0.9	3.1	1.2	0.2	5.5
Net income (loss)	**21.9**	**3.5**	**39.7**	**(64.9)**	**0.1**	74.0	48.9	601.9	(52.7)	672.1
Basic earnings (loss) per share ($)	**0.14**	**0.01**	**0.22**	**(0.31)**	**0.06**	0.42	0.26	3.42	(0.30)	3.80
Diluted earnings (loss) per share ($)	**0.14**	**0.01**	**0.22**	**(0.31)**	**0.06**	0.42	0.26	3.42	(0.30)	3.80
Net income (loss) from continuing operations attributable to:										
SNC-Lavalin shareholders	**24.8**	**1.6**	**44.7**	**(54.4)**	**16.6**	67.7	29.2	18.6	(15.3)	100.2
Non-controlling interests	**(2.9)**	**1.9**	**1.9**	**(10.6)**	**(9.6)**	0.9	3.1	1.2	0.2	5.5
Net income (loss) from continuing operations	**21.9**	**3.5**	**46.6**	**(64.9)**	**7.0**	68.7	32.3	19.8	(15.1)	105.7
Basic earnings (loss) per share from continuing operations ($)	**0.14**	**0.01**	**0.25**	**(0.31)**	**0.09**	0.39	0.17	0.11	(0.09)	0.57
Diluted earnings (loss) per share from continuing operations ($)	**0.14**	**0.01**	**0.25**	**(0.31)**	**0.09**	0.39	0.17	0.11	(0.09)	0.57
Dividend declared per share ($)	**0.02**	**0.02**	**0.02**	**0.02**	**0.08**	0.02	0.02	0.02	0.02	0.08

GENERAL SHAREHOLDER INFORMATION

Common Share Information

Listed: Toronto Stock Exchange
Symbol: SNC
Shares outstanding: 175.6 million (December 31, 2022)
Market capitalization: $4,189 million (December 31, 2022)

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 2Yl

Telephone: 1-800-564-6253

www.investorcentre.com

Investor Relations

Denis Jasmin, Vice-President, Investor Relations
denis.jasmin@snclavalin.com 514-393-1000

Annual Meeting

The Annual Shareholders' Meeting will be held on Thursday, May 18, 2023. To learn more, go to www.snclavalin.com/en/investors/shareholder-information/general-information.

Corporate Governance

Our website provides information on our corporate governance practices 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/en/about/leadership-and-governance/governance.

Sustainability

At SNC-Lavalin, we put sustainability at the heart of everything we do and as such, Environmental, social and governance (ESG) considerations are an increasingly important part of our business strategy. We are also making sure that our objectives are aligned with our purpose – to engineer a better future for our planet and its people - as well as with broader initiatives such as the UN Sustainable Development Goals (SDGs), the Task Force on Climate-Related Financial Disclosures (TCFD) and the Science Based Targets (SBTi). To learn more about how we implement sustainability principles to our everyday work and the results we have obtained so far, go to www.snclavalin.com/en/sustainability.

Code of Conduct

Our Code of 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 Conduct, go to www.snclavalin.com/en/about/integrity.

Management Proxy Circular

The Management 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.

Have Your Say

If you would like to ask a question, you can submit it at investors@snclavalin.com or at chairoftheboard@snclavalin.com. You can also send your question in by writing to the Associate General Counsel and Corporate Secretary at:

Associate General Counsel 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

We invite you to visit our website at 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 lnvestisseurs au www.snclavalin.com.

At SNC-Lavalin, we recognize the importance of helping protect the environment.

Our financial report is available online. We invite you to visit our website at **www.snclavalin.com** for a list of our offices and to learn more about SNC-Lavalin.

SNC·LAVALIN

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