

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

We invite you to the 2024 Annual Meeting of Shareholders of SNC-Lavalin Group Inc., doing business under the name AtkinsRéalis (the “**Meeting**”).

Date and time

Thursday, May 16, 2024
11:00 a.m. (Eastern Time)

How can I attend?

Online
via live video webcast at
<https://web.lumiagm.com/453602059>

Who can attend and vote at the Meeting?

Registered shareholders and duly appointed proxyholders can attend, ask questions and vote at the Meeting of SNC-Lavalin Group Inc., doing business under the name AtkinsRéalis (the “**Company**”).

Each holder of the common shares of the Company (the “**Common Shares**”) is entitled to one (1) vote at the Meeting for each Common Shares registered in the holder’s name as at the close of business on the record date, March 25, 2024.

Guests may attend the Meeting but will not be allowed to vote or ask questions.

What is the difference between a registered shareholder and a beneficial owner?

You are a registered shareholder if your Common Shares are registered directly in your name with Computershare Trust Company of Canada (“**Computershare**”), our transfer agent.

You are a **non-registered (or “beneficial”) owner** if your Common Shares are listed in an account statement provided to you by the Company’s Canada Employee Share Ownership Plan (ESOP) administrator or by a bank, a trust company, a securities broker or another financial institution.

What will I be voting on?

You will vote on the matters listed below, for which you will find additional information in the “Business of the Meeting” section of the Company’s Management Proxy Circular dated March 25, 2024 (the “**Circular**”) and will be asked to consider any other business that is properly brought before the Meeting. The following matters will be approved by a simple majority of the votes cast, except for the special resolution regarding the amendment to the Articles of Incorporation of the Company to change its corporate name to “AtkinsRéalis Group Inc.”, which will require a two-thirds majority of the votes cast to be approved:

	Board recommendation	Additional Information in the Circular
1. To elect the Directors of the Company;	VOTE FOR	p. 13
2. To appoint the auditor for the fiscal year ended December 31, 2024 and to authorize the Board of Directors of the Company to fix the auditor’s remuneration;	VOTE FOR	p. 13
3. To consider and, if deemed appropriate, to adopt a special resolution approving the amendment to the Articles of Incorporation of the Company to change its corporate name to “AtkinsRéalis Group Inc.” (the full text of the resolution is reproduced in subsection “Amendment to the Articles of Incorporation – Change of Corporate Name to AtkinsRéalis Group Inc.” under the “Business of the Meeting” section of the Circular);	VOTE FOR	p. 14
4. To consider, and if deemed appropriate, to adopt a resolution approving the AtkinsRéalis U.S. Employee Stock Purchase Plan in order to qualify that plan as an “employee stock purchase plan” under Section 423 of the United States <i>Internal Revenue Code</i> (the full text of the resolution is reproduced in subsection “Approval of the U.S. Employee Stock Purchase Plan” under the “Business of the Meeting” section of the Circular);	VOTE FOR	p. 14
5. To consider and, if deemed appropriate, to adopt a resolution providing for a non-binding advisory vote on the Company’s approach to executive compensation; and	VOTE FOR	p. 15
6. To consider two (2) shareholder proposals set forth in Schedule A of this Circular.	VOTE AGAINST	p. 15

Please take a moment to vote and read the following pages where you will find useful information about the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS



Geneviève Simard
Corporate Secretary

Delivery of Meeting Materials

Notice and Access

As permitted by Canadian securities regulators, we are using the “notice-and-access” mechanism for the delivery of the Circular and 2023 annual financial documents to our shareholders (together, the “**Meeting Materials**”).

Under notice-and-access, shareholders continue to receive a proxy form or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the Meeting Materials, shareholders receive this notice which contains information on how they may access the Meeting Materials and how to request a paper copy. The use of notice-and-access directly benefits the Company by substantially reducing its printing and mailing costs in addition to being more environmentally friendly.

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

How to access the Meeting Materials Online

On our website at

www.atkinsrealis.com
under “Investors”/“Investor’s Briefcase” or

On SEDAR+ at

www.sedarplus.com

How can I request a paper copy of the Meeting Materials?

Before the Meeting

If you request the Circular before the date of the Meeting, it will be sent to you within three (3) business days of receiving your request. To receive the Circular before the voting deadline and the date of the Meeting, we estimate that your request must be received no later than 5:00 p.m. (Eastern Time) on May 3, 2024.

Please note that you will not receive another form of proxy or voting instruction form; please retain your current one to vote your Common Shares.

Registered Shareholders

Call Computershare at 1-866-962-0498 (within North America) or 514-982-8716 (international direct dial) and enter your control number as indicated on your form of proxy.

Non-Registered Shareholders

Visit www.proxyvote.com and enter the control number located on your voting instruction form.

or

Submit a request by calling 1-877-907-7643 (within North America) or 905-507-5450 (international direct dial), or by email to noticeandaccess@broadridge.com.

After the Meeting

Submit a request by email at investors@atkinsrealis.com. A copy of the Meeting Materials will be sent to you within ten (10) calendar days of receiving your request.

You may request a paper copy of the Meeting Materials at no cost up to one (1) year from the date the Circular was filed on SEDAR+ at www.sedarplus.com.

Proxy Solicitation

The solicitation of proxies in connection with the Meeting is being made primarily by mail, but proxies may also be solicited by telephone, email or other personal contact by Directors, officers or other employees of the Company. The Company has also hired Laurel Hill Advisory Group (“**Laurel Hill**”) to act as the Company’s proxy solicitation agent and shareholder communications advisor in connection with the Meeting, among other responsibilities. The solicitation costs will be at the expense of the Company and Laurel Hill will receive a fee of \$42,500, for such services, in addition to certain out-of-pocket expenses. The Company may also reimburse brokers and other intermediaries for their costs incurred in sending proxy materials to shareholders.

How will my Common Shares be voted if I give my proxy?

Your proxyholder must vote according to the instructions provided on your form of proxy or voting instruction form. If you properly complete and submit your form of proxy or voting instruction form but do not appoint a different proxyholder and do not specify how you want to vote, your Common Shares will be voted for you as follows:

- **for** the election of the nominated Directors to the Board;
- **for** the appointment of the independent auditor;
- **for** the adoption of a special resolution authorizing the amendment to the Articles of Incorporation of the Company to change the Company’s corporate name to “AtkinsRéalis Group Inc.”;
- **for** the adoption of a U.S. Employee Stock Purchase Plan in order to qualify it as an “employee stock purchase plan” under Section 423 of the United States *Internal Revenue Code*;
- **for** the advisory resolution on the Company’s approach to executive compensation; and
- **against** the shareholder proposals.

Your proxyholder will also decide how to vote on any amendment or variation to any item of business in this Notice of Meeting or any other matters that are properly brought before the Meeting, or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested.

The Chair of the Meeting has the discretion to accept or reject any late forms of proxy or voting instruction forms submitted after **11:00 a.m. (Eastern Time) on Tuesday, May 14, 2024**, and can waive or extend the time limit for deposit of proxies (this deadline) without notice.

How can I vote?

Option 1 – Exercise your voting rights by proxy (before the meeting)

Registered Shareholders

**Internet**

Visit www.investorvote.com and follow the instructions.

**Smart Phone or Tablet**

Scan the QR code on your form of proxy and follow the instructions.

**Telephone**

Call 1-866-732-8683 toll free and follow the instructions.

If you choose to vote by telephone, you cannot appoint any person other than the persons whose names already appear in your form of proxy.

**Mail**

Fill out your form of proxy and return it by mail in the envelope provided.

All forms of proxy must be received by 11:00 a.m. (Eastern Time) on Tuesday, May 14, 2024.

Non-Registered Shareholders

**Internet**

Visit www.proxyvote.com and follow the instructions. You will need the control number indicated on your voting instruction form.

**Smart Phone or Tablet**

Scan the QR code on your voting instruction form and follow the instructions.

**Telephone**

Call 1-800-474-7493 toll free and follow the instructions.

If you choose to vote by telephone, you cannot appoint any person other than the persons whose names already appear in your voting instruction form.

**Mail**

Fill out your voting instruction form and return it by mail in the envelope provided.

All voting instruction forms must be received by 11:00 a.m. (Eastern Time) on Tuesday, May 14, 2024.

Option 2 – Vote at the meeting

Registered Shareholders

**Online via Live Webcast**

If you wish to vote online at the Meeting, you do not have to return your form of proxy and you must follow these steps:

1. Visit <https://web.lumiagm.com/453602059> and register online at least 15 minutes before the start of the Meeting. You will need the latest version of Chrome, Safari, Edge or Firefox.
2. Enter the control number located on your form of proxy as username and **"atkinsrealis2024"** as password.

Non-Registered Shareholders

**Online via Live Webcast**

If you wish to vote online at the Meeting, you must follow these steps:

1. Name yourself as proxyholder on your voting instruction form. To do so, write your name in the space provided for such purpose on the voting instruction form and follow the instructions to submit such voting instruction form.
2. You MUST also register yourself as proxyholder by visiting www.computershare.com/ATRL by **11:00 a.m. (Eastern Time) on Tuesday, May 14, 2024**. Please see the "How can I appoint a third-party proxyholder?" section below for more information.

Failure to register yourself as proxyholder will result in you, the proxyholder, not receiving a username to participate in the Meeting online.

How can I appoint a third-party as proxyholder?

As a shareholder, you have the right to appoint another person to be your proxyholder to attend, participate or vote for you at the Meeting. You can also appoint a proxyholder other than the persons whose names already appear in your form of proxy or voting instruction form and that is not a shareholder of the Company. Make sure that the person you appoint is aware that they have been appointed and participates in the Meeting, otherwise your vote will not be taken into account.

Registered Shareholders



Internet and Mail

If you wish to appoint a third-party proxyholder to attend, participate or vote for you online via live webcast at the Meeting:

1. Insert the name of your chosen proxyholder in the space provided for such purpose in your form of proxy. Follow the instructions to submit your form of proxy by Internet or by mail.
2. You **MUST** also register your proxyholder by visiting www.computershare.com/ATRL by **11:00 a.m. (Eastern Time) on Tuesday, May 14, 2024** and providing the proxyholder's contact information so that Computershare may provide the proxyholder with a username via email.

Failure to register your proxyholder will result in the proxyholder not receiving a username to participate in the Meeting online.

Non-Registered Shareholders



Internet and Mail

If you wish to appoint a third-party proxyholder to attend, participate or vote for you online via live webcast at the Meeting:

1. Insert the name of your chosen proxyholder in the space provided for such purpose in your voting instruction form. Follow the instructions to submit your voting instruction form by Internet or by mail.
2. You **MUST** also register your proxyholder by visiting www.computershare.com/ATRL by **11:00 a.m. (Eastern Time) on Tuesday, May 14, 2024** and providing the proxyholder's contact information so that Computershare may provide the proxyholder with a username via email.

Failure to register your proxyholder will result in the proxyholder not receiving a username to participate in the Meeting online.

If I change my mind, how can I revoke a proxy or voting instruction form?

Registered Shareholders

To revoke a previously submitted proxy:

- Fill out a new form of proxy bearing a later date and return it by using one of the manners indicated under section "How can I vote?" above.

or

- Attend the Meeting online, where you will be provided the opportunity to revoke any and all previously submitted proxies, and vote by ballot on the matters put forth at the Meeting.

To appoint a different third-party proxyholder to attend, participate or vote for you online via live webcast at the Meeting, follow the steps indicated under the section "How can I appoint a third-party as proxyholder?" above.

All forms of proxy must be received by **11:00 a.m (Eastern Time) on Tuesday, May 14, 2024.**

Non-Registered Shareholders

To revoke a previously submitted voting instruction form and appoint yourself as proxyholder to attend, participate or vote online via live webcast at the Meeting, fill out a new voting instruction form bearing a later date and follow the steps indicated under section "How can I appoint a third-party as proxyholder?" above and make sure to register yourself prior to attending the Meeting.

To appoint a different third-party proxyholder to attend, participate or vote for you online via live webcast at the Meeting, fill out a new voting form bearing a later date and follow the steps indicated under the section "How can I appoint a third-party as proxyholder?" above.

All voting instruction forms must be received by **11:00 a.m. (Eastern Time) on Tuesday, May 14, 2024.**

Questions?

If you have questions or require assistance in voting your Common Shares, please contact our proxy solicitation agent, Laurel Hill toll-free at 1-877-452-7184 (for shareholders in North America) or 416-304-0211 (for shareholders outside of North America) or by email at assistance@laurelhill.com.