



SNC • LAVALIN

Notice of Annual Meeting of Shareholders

To the shareholders of SNC-Lavalin Group Inc. (the “Company”):

NOTICE IS HEREBY GIVEN THAT the annual meeting of the shareholders (the “**Meeting**”) of the Company will be held in the convention room on Level 5 of the Palais des congrès, located at 1001 Place Jean-Paul-Riopelle, Montreal, Quebec, H2Z 1M2, Canada, on Thursday, May 5, 2016, commencing at 11:00 a.m., Eastern Time, for the following purposes:

1. to receive the consolidated financial statements of the Company for the year ended December 31, 2015 and the auditor’s report thereon;
2. to elect the Directors for the ensuing year;
3. to appoint the auditor for the ensuing year and to authorize the Directors of the Company to determine the auditor’s compensation;
4. to consider and, if deemed appropriate, to adopt a resolution (the full text of which is reproduced in the “Adoption of a Say on Pay Resolution” subsection under the “Business of the 2016 Annual Meeting of Shareholders” section of the accompanying Management Proxy Circular) providing for a non-binding advisory vote on the Company’s approach to executive compensation;
5. to consider a shareholder proposal set forth in Schedule A of this Management Proxy Circular; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Registration of shareholders will begin at 10:30 a.m. We would appreciate your early arrival and registration so that the Meeting may start promptly at 11:00 a.m.

Montreal, Quebec, March 14, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

Arden R. Furlotte *(signed)*

Vice-President and Corporate Secretary

SHAREHOLDERS MAY EXERCISE THEIR RIGHTS BY ATTENDING THE MEETING OR BY COMPLETING A FORM OF PROXY. SHOULD YOU BE UNABLE TO ATTEND THE MEETING IN PERSON, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY AND RETURN IT IN THE ENVELOPE PROVIDED FOR THAT PURPOSE. PROXIES MUST BE RECEIVED BY THE TRANSFER AGENT AND REGISTRAR OF THE COMPANY (COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 8th FLOOR, NORTH TOWER, TORONTO, ONTARIO, CANADA M5J 2Y1) NO LATER THAN 11:00 A.M. (EASTERN TIME) ON TUESDAY, MAY 3, 2016. THE PROXY DEADLINE MAY BE WAIVED OR EXTENDED BY THE CHAIRMAN OF THE MEETING, IN HIS SOLE DISCRETION WITHOUT NOTICE. YOUR SHARES WILL BE VOTED IN ACCORDANCE WITH YOUR INSTRUCTIONS AS INDICATED ON THE FORM OF PROXY, OR FAILING INSTRUCTIONS, IN THE MANNER SET FORTH IN THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR.