

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

SNC-Lavalin Group Inc. (**SNC-Lavalin** or the **Company**)
455, boul. René-Lévesque ouest
Montréal, Québec
H2Z 1Z3

Item 2 Date of Material Change

December 18, 2019

Item 3 News Release

On December 18, 2019, the Company issued a news release indicating the material change, which was disseminated in Canada through the facilities of a recognized news service in both French and English and filed on SEDAR at www.sedar.com. The English version is attached as Schedule A of this material change report.

Item 4 Summary of Material Change

On December 18, 2019, the Company announced that the federal charges arising from legacy activities in Libya between 2001 and 2011 have been settled. The Court of Quebec has accepted a plea of guilty from SNC-Lavalin Construction Inc. (a subsidiary of SNC-Lavalin Group Inc.) to a single charge of fraud and all charges against SNC-Lavalin Group Inc. and its international marketing arm, SNC-Lavalin International Inc., have been withdrawn.

Item 5.1 Full Description of Material Change

On December 18, 2019, the Company announced that the federal charges arising from legacy activities in Libya between 2001 and 2011 have been settled. The Court of Quebec has accepted a plea of guilty from SNC-Lavalin Construction Inc. (a subsidiary of SNC-Lavalin Group Inc.) to a single charge of fraud and all charges against SNC-Lavalin Group Inc. and its international marketing arm, SNC-Lavalin International Inc., have been withdrawn.

As part of the settlement, SNC-Lavalin Construction Inc. will pay a fine in the amount of \$280 million, payable in equal instalments over 5 years, and will be subject to a three-year probation order.

SNC-Lavalin Group Inc. will comply with the probation order for the three-year period. Accordingly, SNC-Lavalin Group Inc. will engage an independent monitor who will provide initial and annual reports, executive summaries of which will be posted on the company's website, and will make any changes to its compliance and ethics programs that are identified by the independent monitor and are required. SNC-Lavalin group is already subject to monitoring by Public Services and Procurement Canada and the World Bank, and has put in place a robust ethics and compliance program that meets the highest international standards.

With the withdrawal of the charges against SNC-Lavalin Group Inc. and SNC-Lavalin International Inc., the settlement mitigates uncertainty and distraction that has been a drag on performance and will assist the company in executing its newly announced strategy of building a global engineering services leader. The company does not anticipate that the guilty plea by a construction subsidiary (which has not bid on any new contracts since it was charged in 2015) will affect the eligibility of SNC-Lavalin Group companies to bid on future projects that are aligned with the SNC-Lavalin Group's newly announced strategic direction,

and continuing to serve its strategic clients here and abroad. While it is possible that the guilty plea by the subsidiary may present risks in the near-term, the company believes these risks will be manageable and does not anticipate that the plea will have any long-term material adverse impact on the company's overall business.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

For further information, please contact Charlene A. Ripley, Executive Vice President and General Counsel of the Company, at (514) 393-8000, ext 56393.

Item 9 Date of Report

December 20, 2019

Schedule A
NEWS RELEASE
(December 18, 2019)

See attached.



› FOR IMMEDIATE RELEASE

SNC-Lavalin Group Settles Federal Charges

MONTREAL: December 18, 2019 - SNC-Lavalin Group Inc. (TSX:SNC) today announced that the federal charges arising from legacy activities in Libya between 2001 and 2011 have been settled.

The Court of Quebec has accepted a plea of guilty from SNC-Lavalin Construction Inc. (a subsidiary of SNC-Lavalin Group Inc.) to a single charge of fraud.

All charges against SNC-Lavalin Group Inc. and its international marketing arm, SNC-Lavalin International Inc., have been withdrawn.

As part of the settlement, SNC-Lavalin Construction Inc. will pay a fine in the amount of \$280 million, payable in equal instalments over 5 years, and will be subject to a three-year probation order.

SNC-Lavalin Group Inc. will comply with the probation order for the three-year period. Accordingly, SNC-Lavalin Group Inc. will engage an independent monitor who will provide initial and annual reports, executive summaries of which will be posted on the company's website, and will make any changes to its compliance and ethics programs that are identified by the independent monitor and are required. SNC-Lavalin group is already subject to monitoring by Public Services and Procurement Canada and the World Bank, and has put in place a robust ethics and compliance program that meets the highest international standards.

On behalf of the Board of Directors, Kevin G. Lynch, Chairman said, "We are pleased to settle these legacy issues and remove these legal uncertainties overhanging the Company. We feel this settlement is fair, and we deeply regret this past behaviour which was contrary to our values and ethical standards. The company has changed a great deal, embraced a world-class integrity regime and culture, and going forward we have renewed confidence about the Company's future."

Ian L. Edwards, President and Chief Executive Officer, SNC-Lavalin commented, "This is a game-changer for the Company and finally allows us to put this issue behind us. I apologize for this past misconduct and welcome the opportunity to move forward. We are beginning an exciting new chapter that is focused on our future growth and further de-risking our business. I want to thank all of our stakeholders, and especially our employees, for their continued dedication and support."

With the withdrawal of the charges against SNC-Lavalin Group Inc. and SNC-Lavalin International Inc., the settlement mitigates uncertainty and distraction that has been a drag on performance and will assist the company in executing its newly announced strategy of building a global engineering services leader. The company does not anticipate that



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the guilty plea by a construction subsidiary (which has not bid on any new contracts since it was charged in 2015) will affect the eligibility of SNC-Lavalin Group companies to bid on future projects that are aligned with the SNC-Lavalin Group's newly announced strategic direction, and continuing to serve its strategic clients here and abroad. While it is possible that the guilty plea by the subsidiary may present risks in the near-term, the company believes these risks will be manageable and does not anticipate that the plea will have any long-term material adverse impact on the company's overall business.

About SNC-Lavalin

*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. Our expertise is wide-ranging — consulting & advisory, intelligent networks & cybersecurity, design & engineering, procurement, project & construction management, operations & maintenance, decommissioning and sustaining capital – and delivered to clients in four strategic sectors: EDPM (engineering, design and project management), Infrastructure, Nuclear and Resources, supported by Capital. **People. Drive. Results.** www.snclavalin.com*

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Forward-looking Statements

Reference in this press release, and hereafter, to the “Company” or to “SNC-Lavalin” means, as the context may require, SNC-Lavalin Group Inc. and all or some of its subsidiaries or joint arrangements, or SNC-Lavalin Group Inc. or one or more of its subsidiaries or joint arrangements.

Statements made in this press release that describe the Company's or management's budgets, estimates, expectations, forecasts, objectives, predictions, projections of the future or strategies may be “forward-looking statements”, which can be identified by the use of the conditional or forward-looking terminology such as “aims”, “anticipates”, “assumes”, “believes”, “cost savings”, “estimates”, “expects”, “goal”, “intends”, “may”, “plans”, “projects”, “should”, “synergies”, “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 and future prospects; and ii) business and management strategies and the expansion and growth of the Company's operations. 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



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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 press release are based on a number of assumptions believed by the Company to be reasonable as at the date hereof. If these assumptions are inaccurate, the Company's actual results could differ materially from those expressed or implied in such forward-looking statements. In addition, important risk factors could cause the Company's assumptions and estimates to be inaccurate and actual results or events to differ materially from those expressed in or implied by these forward-looking statements. These risks include, but are not limited to: (a) outcome of pending and future claims and litigation and other ongoing investigations which could subject the Company to criminal and administrative enforcement actions, civil actions and sanctions, fines and other penalties, some of which may be significant; (b) regulatory developments as well as employee, agent or partner misconduct or failure to comply with anti-bribery and other government laws and regulations; (c) reputation of the Company; (d) fixed-price contracts or the Company's failure to meet contractual schedule or performance requirements or to execute projects efficiently; (e) contract awards and timing; (f) remaining performance obligations; (g) being a provider of services to government agencies; (h) international operations; (i) Brexit; (j) ownership interests in Capital investments; (k) dependence on third parties; (l) joint ventures and partnerships; (m) competition; (n) professional liability or liability for faulty services; (o) monetary damages and penalties in connection with professional and engineering reports and opinions; (p) insurance coverage; (q) health and safety; (r) qualified personnel; (s) work stoppages, union negotiations and other labour matters; (t) information systems and data; (u) acquisitions or other investment; (v) divestitures and the sale of significant assets; (w) liquidity and financial position; (x) indebtedness; (y) security under the SNC-Lavalin Highway Holdings Loan; (z) dependence on subsidiaries to help repay indebtedness; (aa) dividends; (bb) post-employment benefit obligations, including pension-related obligations; (cc) working capital requirements; (dd) collection from customers; (ee) impairment of goodwill and other assets; (ff) global economic conditions; (gg) fluctuations in commodity prices; (hh) inherent limitations to the Company's control framework; (ii) environmental laws and regulations; (jj) results of the new 2019 strategic direction coupled with a corporate reorganization; and (kk) impact of operating results and level of indebtedness on financial situation.

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 Judgments and Key Sources of Estimation Uncertainty" in the Company's 2018 MD&A, and as updated in the first, second and third quarter 2019 MD&A.

The forward-looking statements herein reflect the Company's expectations as at the date of this press release and are subject to change after this date. The Company does not undertake to update publicly or



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to revise any such forward-looking statements whether as a result of new information, future events or otherwise, unless required by applicable legislation or regulation.

For more information

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