



**SNC • LAVALIN**

# Management's

# Discussion and Analysis

Third Quarter and First Nine Months of 2021 versus  
Third Quarter and First Nine Months of 2020

October 28, 2021

All financial information in Canadian dollars, unless otherwise indicated

## Table of Contents

1	Our Business	7
2	How We Analyze and Report Our Results	8
3	Third Quarter and First Nine Months of 2021 Executive Summary	11
4	Financial Performance Analysis	13
5	Backlog (Remaining Performance Obligations)	28
6	Liquidity and Capital Resources	31
7	Related Party Transactions	39
8	Accounting Policies and Changes	39
9	Non-IFRS Financial Measures, Additional IFRS Measures and Other Non-Financial Information	40
10	Risks and Uncertainties	48
11	Controls and Procedures	48
12	Quarterly Information	49

# Management's Discussion and Analysis

## October 28, 2021

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. Reference in this MD&A to the "Company" or to "SNC-Lavalin" means, as the context may require, SNC-Lavalin Group Inc. and all or some of its subsidiaries or joint arrangements or associates, or SNC-Lavalin Group Inc. or one or more of its subsidiaries or joint arrangements or associates. It is intended to enhance the understanding of the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021 and accompanying notes, and should therefore **be read in conjunction with that document, together with the annual Management's Discussion and Analysis dated March 8, 2021 ("2020 Annual MD&A") and the annual audited consolidated financial statements ("2020 Annual Financial Statements") and accompanying notes for the years ended December 31, 2020 and December 31, 2019.** Unless otherwise specified, references herein to "Sections" means 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](http://www.snclavalin.com) and through SEDAR at [www.sedar.com](http://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 growth figures are determined on a constant currency basis using financial results from the comparable periods of the prior year denominated in foreign currencies translated at the foreign exchange rates of the current periods. 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, Additional IFRS 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, additional IFRS 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 certain 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 non-IFRS financial measures 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, ADDITIONAL IFRS 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 EBITDA to revenue ratio
- Adjusted net income (loss) attributable to SNC-Lavalin shareholders
- Booking-to-revenue ratio
- Earnings (loss) before net financial expenses (income) and income taxes ("**EBIT**")
- Earnings (loss) before net financial expenses (income), income taxes, depreciation and amortization ("**EBITDA**")
- Return on average shareholders' equity ("**ROASE**")
- Segment Adjusted EBIT
- Segment Adjusted EBITDA
- Segment Adjusted EBIT to segment revenues ratio (%)
- Segment Adjusted EBITDA to segment revenues ratio (%)

#### Liquidity

- Current ratio
- Net recourse debt (or Cash net of recourse debt)
- Days Sales Outstanding ("**DSO**")
- Working capital

#### Other

- Constant currency basis

Definitions of all non-IFRS financial measures, additional IFRS measures and non-financial information are provided in Section 9 to give the reader a better understanding of the indicators used by management. In addition, when applicable, the Company provides a clear quantitative reconciliation from the non-IFRS financial measures to the most directly comparable measure calculated in accordance with IFRS. Refer to Section 9 for references to the sections of this MD&A where these reconciliations are provided.

## Comparative figures

### Discontinued Operations

Certain comparative amounts in the interim condensed consolidated income statement and in the interim condensed consolidated statement of comprehensive income have been re-presented, as a result of the Oil & Gas business, which was previously included in the Resources segment, now being presented as discontinued operations. Unless otherwise indicated, all financial information represents the Company's results from continuing operations.

## 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", "may", "objective", "outlook", "plans", "projects", "should", "synergies", "target", "vision", "will", "likely", 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; 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 October 28, 2021. The assumptions are set out throughout the Company's 2020 Annual MD&A (particularly in the sections entitled "Critical Accounting Judgments and Key Sources of Estimation Uncertainty" and "How We Analyze and Report Our Results") and as updated in this MD&A. If these assumptions are inaccurate, the Company's actual results could differ materially from those expressed or implied in such forward-looking statements. In addition, important risk factors could cause the Company's assumptions and estimates to be inaccurate and actual results or events to differ materially from those expressed in or implied by these forward-looking statements. These risks include, but are not limited to: (a) additional impacts of the COVID-19 pandemic; (b) execution of the strategic direction announced in 2019; (c) fixed price contracts or the Company's failure to meet contractual schedule, performance requirements or to execute projects efficiently; (d) remaining performance obligations; (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) joint ventures and partnerships; (l) information systems and data and compliance with privacy legislation; (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) extreme weather conditions and the impact of natural or other disasters and global health crises; (u) divestitures and the sale of significant assets; (v) intellectual property; (w) liquidity and financial position; (x) indebtedness; (y) impact of operating results and level of indebtedness on financial situation; (z) security under the CDPQ Loan Agreement; (aa) dependence on subsidiaries to help repay indebtedness; (bb) dividends; (cc) post-employment benefit obligations, including pension-related obligations; (dd) working

capital requirements; (ee) collection from customers; (ff) impairment of goodwill and other assets; (gg) the impact on the Company of legal and regulatory proceedings, investigations and litigation settlements; (hh) further regulatory developments as well as employee, agent or partner misconduct or failure to comply with anti-bribery and other government laws and regulations; (ii) reputation of the Company; (jj) inherent limitations to the Company's control framework; (kk) environmental laws and regulations; (ll) Brexit; (mm) global economic conditions; (nn) fluctuations in commodity prices; and (oo) 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 Judgments and Key Sources of Estimation Uncertainty" in the 2020 Annual 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 October 28, 2021, when 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.

# 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 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 (“O&M”), decommissioning and sustaining capital.

SNC-Lavalin maintains exceptionally high standards for health and safety, ethics and compliance, and environmental protection. The Company is committed to delivering quality projects on budget and on schedule to the complete satisfaction of its clients.

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 EDPM, Nuclear, Infrastructure Services, Resources and Infrastructure EPC Projects, while Capital is its own reportable segment and separate from PS&PM.



## How We Analyze and Report Our Results

### HOW WE REPORT OUR RESULTS

The Company presents its financial information consistent with the manner in which management evaluates performance by regrouping its activities in six reportable segments, namely: (i) EDPM; (ii) Nuclear; (iii) Infrastructure Services; (iv) Resources; (v) Infrastructure EPC Projects; and (vi) Capital.

In addition, we further report certain results and provide certain financial information separately for (i) PS&PM activities across our lines of business, which is thus comprised of five of our six segments, namely EDPM, Nuclear, Infrastructure Services, Resources and Infrastructure EPC Projects, and (ii) Capital.

#### PS&PM

What we report in PS&PM includes contracts generating revenues derived mainly from consulting & advisory, 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 to bid in July 2019, except for certain repetitive EPC offerings that are lower-risk, standardized solutions.

**EDPM** incorporates all consultancy, engineering, design and project management services around the world. It also leads our efforts to transform the global infrastructure sector by leveraging data and technology to improve the delivery of our clients’ projects from conception through to eventual operation. EDPM projects are mainly in transportation (including rail, mass transit, roads and airports), civil infrastructure, aerospace, defense and security and technology, including some of the world’s most transformational projects. A significant portion of EDPM’s revenues are derived from the public sector, including national, provincial, state and local and municipal authorities. Similar for the first nine months of 2020, the EDPM segment derived all of its revenues during the first nine months of 2021 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 from reimbursable and engineering services contracts (first nine months of 2021: 97%; first nine months of 2020: 99%), and LSTK construction contracts (first nine months of 2021: 3%; first nine months of 2020: 1%).

**Infrastructure Services** includes O&M projects, as well as the Company’s repetitive EPC offerings that are lower-risk, standardized solutions for: i) district cooling plants; and ii) power substations executed through its Linxon subsidiary. The segment also includes engineering solutions in hydro, transmission and distribution, renewables, energy storage, and intelligent networks and cybersecurity. Segment Adjusted EBIT includes the contribution attributable to non-controlling interests. As such, the Segment Adjusted EBIT of Linxon, a 51%-owned subsidiary, is reported at 100%. The Infrastructure Services segment derives its revenues from both reimbursable and engineering services contracts (first nine months of 2021: 58%; first nine months of 2020: 60%) and standardized EPC contracts (first nine months of 2021: 42%; first nine months of 2020: 40%).

Combined, the three segments described above are presented under the SNCL Engineering Services line of business.

**Resources** provides a full suite of delivery services primarily to the mining & metallurgy sector, covering the project lifecycle from project development through project delivery and support services. Resources ceased bidding for new EPC projects under the LSTK construction contracting model in July 2019. Resources is now focused on providing engineering, EPCM, project management consultancy (“PMC”), commissioning and technical support services through a lower risk contracting model and operational delivery is focused on key regions and global clients. Resources also includes the operating phase of a Build-Own-Operate (BOO) contract in the United States. In the past, Resources included services and LSTK projects in Oil & Gas, which are presented as discontinued operations for both 2021 and 2020 and were disposed of in the third quarter of 2021. The Resources segment derives its revenues from reimbursable and engineering services contracts (first nine months of 2021: 79%) and LSTK construction contracts (first nine months of 2021: 21%).

**Infrastructure EPC Projects** includes LSTK construction contracts related to mass transit, heavy rail, roads, bridges, airports, ports and harbours and water infrastructure. In addition, Infrastructure EPC Projects includes the LSTK construction contracts related to the former Clean Power segment, as well as from thermal power activities which the Company exited in 2018. In July 2019, the Company decided to cease bidding on new LSTK construction contracts. The Infrastructure EPC Projects segment derives its revenues from LSTK construction contracts (first nine months of 2021: 98%; first nine months of 2020: 98%) and reimbursable and engineering services contracts (first nine months of 2021: 2%; first nine months of 2020: 2%).

Combined, the two segments described above are presented under the SNCL Projects line of business.

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

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

PS&PM Breakdown					
	SNCL Engineering Services Line of Business			SNCL Projects Line of Business	
	EDPM Segment	Nuclear Segment	Infrastructure Services Segment	Infrastructure EPC Projects Segment	Resources Segment
Reimbursable and engineering services contracts	✓	✓	✓	✓	✓
LSTK construction contracts	N/A	N/A <sup>(1)</sup>	N/A	✓	✓
Standardized EPC contracts	N/A	N/A	✓	N/A	N/A

<sup>(1)</sup> Nuclear includes certain legacy LSTK construction contracts.

The Company derives its PS&PM revenues from reimbursable and engineering services contracts (first nine months of 2021: 78%; first nine months of 2020: 80%), standardized EPC contracts (first nine months of 2021: 8%; first nine months of 2020: 8%) and LSTK construction contracts (first nine months of 2021: 14%; first nine months of 2020: 12%).

## 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.

All investments are structured to earn a return on capital adequate for the risk profile of each individual project. 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 much higher than their net book value of \$575.0 million as at September 30, 2021. 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 September 30, 2021 and December 31, 2020, the net book value of Capital investments can be summarized as follows:

(IN MILLIONS \$)	SEPTEMBER 30 2021	DECEMBER 31 2020
Highway 407 ETR <sup>(1)</sup>	\$ —	\$ —
Others	575.0	426.7
<b>Total</b>	<b>\$ 575.0</b>	<b>\$ 426.7</b>

<sup>(1)</sup> 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.

# 3 Third Quarter and First Nine Months of 2021 Executive Summary

## 3.1 EXECUTIVE SUMMARY – KEY FINANCIAL INDICATORS

### FINANCIAL HIGHLIGHTS

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020 <sup>(1)</sup>	2021	2020 <sup>(1)</sup>
<b>Income Statements</b>				
Revenues	\$ 1,808.8	\$ 1,781.1	\$ 5,426.3	\$ 5,309.6
EBIT <sup>(2)</sup>	46.1	87.4	230.0	80.7
EBITDA <sup>(2)</sup>	112.6	155.9	428.0	329.4
Net income (loss) from continuing operations	19.8	(8.1)	120.8	(27.3)
Net income (loss) from discontinued operations	582.1	(76.3)	603.9	(229.5)
Net income (loss) for the period	601.9	(84.4)	724.7	(256.8)
Diluted earnings (loss) per share from continuing operations ("Diluted EPS") (in \$)	0.11	(0.05)	0.66	(0.19)
Revenues from PS&PM from continuing operations	1,781.4	1,742.2	5,357.4	5,202.8
Adjusted net income (loss) attributable to SNC-Lavalin shareholders from PS&PM <sup>(2)</sup>	40.4	(2.5)	177.6	80.3
Adjusted diluted EPS from PS&PM (in \$) <sup>(2)</sup>	0.23	(0.01)	1.01	0.46
Adjusted EBITDA from PS&PM (% of revenues from PS&PM) <sup>(2)</sup>	6.5%	8.1%	8.0%	6.9%
<b>Financial Position &amp; Cash Flows</b>				
Cash and cash equivalents (as at December 31 for 2020 column)			\$ 519.8	\$ 932.9
Net recourse debt (as at December 31 for 2020 column) <sup>(2)</sup>			(534.9)	(240.0)
Net cash generated from operating activities			18.8	16.9
<b>Additional Indicator</b>				
Revenue backlog (at September 30)			\$ 12,757.1	\$ 13,208.9

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

<sup>(2)</sup> Non-IFRS financial measures or additional IFRS measures. Please refer to Section 9 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.

The Company's financial highlights reflect the following major items for the third quarter of 2021:

- Revenues in the third quarter of 2021 increased compared to the corresponding period of 2020, mainly from Infrastructure EPC Projects, Infrastructure Services and EDPM.
- Net income from continuing operations totaled \$19.8 million in the third quarter of 2021, compared to a net loss from continuing operations of \$8.1 million in the third quarter of 2020, reflecting :
  - lower income taxes;
  - a higher level of corporate selling, general and administrative expenses;
  - a lower contribution from Segment Adjusted EBIT, primarily from a decrease in Capital, partially offset by a higher contribution from EDPM; and
  - a higher level of restructuring and transformation costs.
- Net income from discontinued operations totaled \$582.1 million in the third quarter of 2021, compared to a net loss from discontinued operations of \$76.3 million in the third quarter of 2020, mainly due to the gain on disposal of such operations in 2021, while the discontinued operations were negatively impacted in 2020 by unfavourable reforecasts on certain projects. The gain on disposal 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 \$519.8 million and revenue backlog of \$12.8 billion as at September 30, 2021.

## 3.2 EXECUTIVE SUMMARY – OTHER ITEMS

### COVID-19 PANDEMIC

There has been no material change to the estimated impacts of the COVID-19 pandemic on the Company's ongoing and future operations and results since the filing of the 2020 Annual MD&A on March 9, 2021. Refer to Section 3.2 of the 2020 Annual MD&A.

### DISPOSAL - OIL AND 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. Refer to Note 14A to the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021 for financial information relating to the disposal.

### THREE-YEAR GLOBAL GROWTH PLAN AND NEW OPERATIONAL STRUCTURE

On September 28, 2021, the Company released its three-year global strategic plan "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 States and the United Kingdom - and distinct end customer markets. The strategy leverages SNC-Lavalin's unique end-to-end global capabilities, and expects to be driven largely by four growth areas:

- Engineering Services in the United States
- Nuclear Decommissioning and Waste Management
- Major Projects with a focus on collaborative contract models
- Digital Transformation

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 to further improve SNC-Lavalin's leverage and target 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, to be effective January 1, 2022. The new global market-facing structure will best serve the evolving needs of its clients, as well as support win-work efforts across its three core geographical markets, and will result in the following segments:

- Engineering Services business, bringing together EDPM, Mining and Metallurgy (currently within Resources), as well as Infrastructure Services (excluding Operations & Maintenance ("O&M") and Linxon);
- Linxon, a majority-owned subsidiary which is a global leader in delivering sustainable energy solutions and an essential component of our Power and Renewables market offering;
- Nuclear;
- O&M;
- Infrastructure LSTK Projects, for the final run-off of the remaining three major Lump Sum Turnkey ("LSTK") projects – REM, Eglinton and Trillium; and
- Capital.

The Engineering Services, Nuclear, O&M and Linxon businesses will be separate operating and reportable segments and be grouped as the SNCL Services line of business, while Infrastructure LSTK Projects and Capital will continue to be separate operating and reportable segments. The Company's financial reporting will be changed, starting in the first quarter of 2022, with comparative figures restated to reflect these new operating and reportable segments and lines of businesses.



## Financial Performance Analysis

The financial information presented in the table below has been derived from the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021 and 2020 prepared in accordance with IAS 34, *Interim Financial Reporting*, with the exception of the non-IFRS financial measures specifically identified in the "Additional financial indicators from continuing operations" section below.

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020 <sup>(1)</sup>	2021	2020 <sup>(1)</sup>
<b>Continuing operations</b>				
Revenues	\$ 1,808.8	\$ 1,781.1	\$ 5,426.3	\$ 5,309.6
Segment Adjusted EBIT - Total	\$ 139.2	\$ 151.1	\$ 422.7	\$ 366.0
Corporate selling, general and administrative expenses	\$ 52.2	\$ 25.3	\$ 95.2	\$ 80.2
Impairment loss from expected credit losses	—	—	—	0.9
Loss (gain) arising on financial instruments at fair value through profit or loss	(1.3)	0.7	(7.1)	61.6
Restructuring and transformation costs	19.2	7.1	39.3	31.5
Amortization of intangible assets related to business combinations	22.3	23.2	66.1	103.6
Loss on disposals of PS&PM businesses	0.6	7.5	0.6	7.5
Gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell	—	—	(1.3)	—
<b>Earnings before interest and income taxes</b>	\$ 46.1	\$ 87.4	\$ 230.0	\$ 80.7
Net financial expenses	\$ 26.3	\$ 28.7	\$ 83.5	\$ 86.5
<b>Earnings (loss) before income taxes from continuing operations</b>	\$ 19.8	\$ 58.7	\$ 146.6	\$ (5.8)
Income taxes	\$ —	\$ 66.9	\$ 25.8	\$ 21.5
<b>Net income (loss) from continuing operations</b>	\$ 19.8	\$ (8.1)	\$ 120.8	\$ (27.3)
<b>Net income (loss) from discontinued operations</b>	582.1	(76.3)	603.9	(229.5)
<b>Net income (loss) for the period</b>	\$ 601.9	\$ (84.4)	\$ 724.7	\$ (256.8)
<b>Net income (loss) attributable to:</b>				
SNC-Lavalin shareholders	\$ 600.7	\$ (85.1)	\$ 719.4	\$ (262.7)
Non-controlling interests	1.2	0.7	5.3	5.9
<b>Net income (loss) for the period</b>	\$ 601.9	\$ (84.4)	\$ 724.7	\$ (256.8)
<b>Earnings (loss) per share from continuing operations (in \$):</b>				
Basic	\$ 0.11	\$ (0.05)	\$ 0.66	\$ (0.19)
Diluted	\$ 0.11	\$ (0.05)	\$ 0.66	\$ (0.19)
<b>Additional financial indicators from continuing operations:</b>				
<b>Net income (loss) attributable to SNC-Lavalin shareholders from PS&amp;PM</b>	\$ 7.8	\$ (34.4)	\$ 94.9	\$ (45.3)
<b>Diluted EPS from PS&amp;PM (in \$)</b>	\$ 0.04	\$ (0.20)	\$ 0.54	\$ (0.26)
<b>Adjusted diluted EPS from PS&amp;PM (in \$) <sup>(2)</sup></b>	\$ 0.23	\$ (0.01)	\$ 1.01	\$ 0.46
<b>Adjusted EBITDA from PS&amp;PM <sup>(2)</sup></b>	\$ 115.8	\$ 140.3	\$ 428.9	\$ 359.0

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

<sup>(2)</sup> Non-IFRS financial measures or additional IFRS measures. Please refer to Section 9 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.

## 4.1 REVENUES AND SEGMENT ADJUSTED EBIT ANALYSIS

THIRD QUARTERS				
(IN MILLIONS \$)	2021		2020 <sup>(1)</sup>	
BY SEGMENT	REVENUES	SEGMENT ADJUSTED EBIT	REVENUES	SEGMENT ADJUSTED EBIT
EDPM	\$ 916.8	\$ 86.5	\$ 899.0	\$ 81.1
Nuclear	220.5	36.0	225.1	36.2
Infrastructure Services	342.6	22.5	323.6	25.1
<b>SNCL Engineering Services - Total</b>	<b>\$ 1,479.8</b>	<b>\$ 145.0</b>	<b>\$ 1,447.7</b>	<b>\$ 142.4</b>
Resources	\$ 44.7	\$ (3.1)	\$ 57.7	\$ (3.3)
Infrastructure EPC Projects	256.8	(26.4)	236.8	(25.1)
<b>SNCL Projects - Total</b>	<b>\$ 301.6</b>	<b>\$ (29.5)</b>	<b>\$ 294.5</b>	<b>\$ (28.4)</b>
<b>PS&amp;PM - Total</b>	<b>\$ 1,781.4</b>	<b>\$ 115.5</b>	<b>\$ 1,742.2</b>	<b>\$ 114.0</b>
<b>Capital</b>	<b>\$ 27.4</b>	<b>\$ 23.6</b>	<b>\$ 38.9</b>	<b>\$ 37.1</b>
<b>Total</b>	<b>\$ 1,808.8</b>	<b>\$ 139.2</b>	<b>\$ 1,781.1</b>	<b>\$ 151.1</b>

NINE MONTHS ENDED SEPTEMBER 30				
(IN MILLIONS \$)	2021		2020 <sup>(1)</sup>	
BY SEGMENT	REVENUES	SEGMENT ADJUSTED EBIT	REVENUES	SEGMENT ADJUSTED EBIT
EDPM	\$ 2,785.3	\$ 252.5	\$ 2,777.8	\$ 217.4
Nuclear	684.2	101.1	683.3	103.8
Infrastructure Services	1,029.7	69.4	990.9	65.2
<b>SNCL Engineering Services - Total</b>	<b>\$ 4,499.2</b>	<b>\$ 422.9</b>	<b>\$ 4,452.0</b>	<b>\$ 386.4</b>
Resources	\$ 142.3	\$ 0.2	\$ 109.2	\$ (77.7)
Infrastructure EPC Projects	715.8	(59.1)	641.6	(40.3)
<b>SNCL Projects - Total</b>	<b>\$ 858.2</b>	<b>\$ (58.9)</b>	<b>\$ 750.8</b>	<b>\$ (118.0)</b>
<b>PS&amp;PM - Total</b>	<b>\$ 5,357.4</b>	<b>\$ 364.0</b>	<b>\$ 5,202.8</b>	<b>\$ 268.5</b>
<b>Capital</b>	<b>\$ 68.9</b>	<b>\$ 58.7</b>	<b>\$ 106.7</b>	<b>\$ 97.5</b>
<b>Total</b>	<b>\$ 5,426.3</b>	<b>\$ 422.7</b>	<b>\$ 5,309.6</b>	<b>\$ 366.0</b>

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

## 4.1.1 EDPM

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
Revenues from EDPM	\$ 916.8	\$ 899.0	\$ 2,785.3	\$ 2,777.8
Segment Adjusted EBIT from EDPM	\$ 86.5	\$ 81.1	\$ 252.5	\$ 217.4
Segment Adjusted EBIT to revenues ratio from EDPM (%)	9.4%	9.0%	9.1%	7.8%
Additional information				
Segment Adjusted EBITDA from EDPM	\$ 105.8	\$ 105.7	\$ 314.6	\$ 293.0
Segment Adjusted EBITDA to revenues ratio from EDPM (%)	11.5%	11.8%	11.3%	10.5%

**EDPM revenues were \$916.8 million in the third quarter of 2021**, compared with \$899.0 million in the third quarter of 2020, a 2.0% increase. This was primarily driven by increased volumes in the United Kingdom, partially offset by lower volumes in the Middle East, the United States and Canada and included an unfavourable impact from the change in foreign exchange rates year-over-year, mainly from the variation of the U.S. dollar compared to the Canadian dollar. When excluding the impact of changes in foreign exchange rates year-over-year, revenue growth on a constant currency basis was 4.1%. A strong pipeline of future work remains in place with key project wins in the quarter.

**EDPM revenues were \$2,785.3 million for the first nine months of 2021**, compared with \$2,777.8 million for the first nine months of 2020, a 0.3% increase. This was driven primarily by a continuation of the strong start to the year in the United Kingdom, offset by lower volumes in the Middle East, the United States and Canada and included an unfavourable impact from the change in foreign exchange rates year-over-year, mainly from the variation of the U.S. dollar compared to the Canadian dollar. When excluding the impact of changes in foreign exchange rates year-over-year, revenue growth on a constant currency basis was 3.0%.

**Segment Adjusted EBIT from EDPM increased to \$86.5 million (Segment Adjusted EBITDA of \$105.8 million) in the third quarter of 2021**, compared with a Segment Adjusted EBIT of \$81.1 million (Segment Adjusted EBITDA of \$105.7 million) in the third quarter of 2020. The increase reflected the continued solid performance seen across the United Kingdom and a successful arbitration outcome on a previously completed project in the Middle East, partially offset by weaker performance on projects in Canada.

**Segment Adjusted EBIT from EDPM increased to \$252.5 million (Segment Adjusted EBITDA of \$314.6 million) for the first nine months of 2021**, compared with a Segment Adjusted EBIT of \$217.4 million (Segment Adjusted EBITDA of \$293.0 million) for the first nine months of 2020. The increase reflected improved operating margin performance across the segment compared to the prior year, and the impact of settling a number of project final accounts.

It should be noted that Segment Adjusted EBIT and Segment Adjusted EBITDA are presented before restructuring expenses, of which \$1.4 million in the third quarter of 2021 (third quarter of 2020: \$3.7 million) and \$11.1 million for the first nine months of 2021 (\$22.9 million for the first nine months of 2020) were incurred in connection with the EDPM segment.

### OTHER KEY PERFORMANCE INDICATOR

AS AT (IN NUMBER OF DAYS)	SEPTEMBER 30, 2021	SEPTEMBER 30, 2020
DSO from EDPM	56 days	68 days

As at September 30, 2021, EDPM segment's DSO stood at 56 days, compared to 68 days as at September 30, 2020. The improvement is mainly due to accelerated cash receipts from reduced government payment terms. The DSO is expected to increase in the remainder of 2021, as the situation normalizes during that period.

## 4.1.2 NUCLEAR

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
Revenues from Nuclear	\$ 220.5	\$ 225.1	\$ 684.2	\$ 683.3
Segment Adjusted EBIT from Nuclear	\$ 36.0	\$ 36.2	\$ 101.1	\$ 103.8
Segment Adjusted EBIT to revenues ratio from Nuclear (%)	16.3%	16.1%	14.8%	15.2%
Additional information				
Segment Adjusted EBITDA from Nuclear	\$ 38.7	\$ 39.3	\$ 110.2	\$ 114.1
Segment Adjusted EBITDA to revenues ratio from Nuclear (%)	17.6%	17.5%	16.1%	16.7%

**Nuclear revenues amounted to \$220.5 million in the third quarter of 2021**, compared with \$225.1 million in the third quarter of 2020, a 2.1% decrease. This was primarily due to higher volume in the United States and Europe, more than offset by a decreased volume in Canada and Asia and included an unfavourable impact from the change in foreign exchange rates year-over-year, mainly from the variation of the U.S. dollar compared to the Canadian dollar. When excluding the impact of changes in foreign exchange rates year-over-year, revenues were flat on a constant currency basis.

**Nuclear revenues amounted to \$684.2 million for the first nine months of 2021**, compared with \$683.3 million for the first nine months of 2020, a 0.1% increase. This was primarily due to higher volume in the United States and Europe, offset by a decreased volume in Canada and Asia and included an unfavourable impact from the change in foreign exchange rates year-over-year, mainly from the variation of the U.S. dollar compared to the Canadian dollar. When excluding the impact of changes in foreign exchange rates year-over-year, revenue growth on a constant currency basis was 2.2%.

**In the third quarter of 2021, Segment Adjusted EBIT from Nuclear of \$36.0 million (Segment Adjusted EBITDA \$38.7 million)** remained in line with a Segment Adjusted EBIT of \$36.2 million (Segment Adjusted EBITDA \$39.3 million) in the third quarter of 2020, mainly due to lower contributions from Canada and Asia offset by a higher contribution in the United States and Europe.

**For the first nine months of 2021, Segment Adjusted EBIT from Nuclear decreased to \$101.1 million (Segment Adjusted EBITDA of \$110.2 million)**, compared with \$103.8 million (Segment Adjusted EBITDA of \$114.1 million) for the first nine months of 2020, mainly due to a lower contribution from Asia resulting from lower volume, partially offset by a higher contribution from North America and Europe.

It should be noted that Segment Adjusted EBIT and Segment Adjusted EBITDA are presented before restructuring expenses, of which \$5.7 million in the third quarter of 2021 (third quarter of 2020: nil) and \$6.6 million for the first nine months of 2021 (nil for the first nine months of 2020) were incurred in connection with the Nuclear segment.

### 4.1.3 INFRASTRUCTURE SERVICES

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
Revenues from Infrastructure Services	\$ 342.6	\$ 323.6	\$ 1,029.7	\$ 990.9
Segment Adjusted EBIT from Infrastructure Services	\$ 22.5	\$ 25.1	\$ 69.4	\$ 65.2
Segment Adjusted EBIT to revenues ratio from Infrastructure Services (%)	6.6%	7.8%	6.7%	6.6%
Additional information				
Segment Adjusted EBITDA from Infrastructure Services	\$ 25.2	\$ 27.5	\$ 77.1	\$ 72.8
Segment Adjusted EBITDA to revenues ratio from Infrastructure Services (%)	7.3%	8.5%	7.5%	7.4%

**Infrastructure Services revenues were \$342.6 million in the third quarter of 2021**, compared with \$323.6 million in the third quarter of 2020, a 5.9% increase. This was mainly due to higher engineering services related to hydro power projects and growth in Linxon and included an unfavourable impact from the change in foreign exchange rates year-over-year, mainly from the variation of the U.S. dollar compared to the Canadian dollar. When excluding the impact of changes in foreign exchange rates year-over-year, revenue growth on a constant currency basis was 7.6%.

**Infrastructure Services revenues were \$1,029.7 million for the first nine months of 2021**, compared with \$990.9 million for the first nine months of 2020, a 3.9% increase for the same reasons stated above. When excluding the impact of changes in foreign exchange rates year-over-year, revenue growth on a constant currency basis was 5.6%.

**In the third quarter of 2021, Segment Adjusted EBIT from Infrastructure Services decreased to \$22.5 million (Segment Adjusted EBITDA of \$25.2 million)**, compared with \$25.1 million (Segment Adjusted EBITDA of \$27.5 million) in the third quarter of 2020, resulting mainly from a lower contribution from Linxon.

**For the first nine months of 2021, Segment Adjusted EBIT from Infrastructure Services increased to \$69.4 million (Segment Adjusted EBITDA of \$77.1 million)**, compared with \$65.2 million (Segment Adjusted EBITDA of \$72.8 million) for the corresponding period of 2020, resulting mainly from the increase in revenues year-over-year, and improved contribution margins in O&M and Linxon.

## 4.1.4 RESOURCES

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020 <sup>(1)</sup>	2021	2020 <sup>(1)</sup>
Revenues from Resources	\$ 44.7	\$ 57.7	\$ 142.3	\$ 109.2
Segment Adjusted EBIT from Resources	\$ (3.1)	\$ (3.3)	\$ 0.2	\$ (77.7)
Segment Adjusted EBIT to revenues ratio from Resources (%)	(6.9%)	(5.7%)	0.1%	(71.1%)
Additional information				
Segment Adjusted EBITDA from Resources	\$ (0.5)	\$ (0.3)	\$ 7.8	\$ (68.5)
Segment Adjusted EBITDA to revenues ratio from Resources (%)	(1.1%)	(0.6%)	5.5%	(62.8%)

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

**Resources revenues were \$44.7 million in the third quarter of 2021**, compared with \$57.7 million in the third quarter of 2020. The decline in revenues was mainly attributable to a legacy LSTK construction project in the Middle-East that continues to run-off to completion, which had lower revenues in 2021 compared to the prior year, partially offset by higher mining services revenues.

**Resources revenues were \$142.3 million for the first nine months of 2021** compared with \$109.2 million for the first nine months of 2020. Excluding an unfavourable revenue adjustment for an LSTK construction contract in the Middle East in the second quarter of 2020, revenues have decreased year-over-year mainly due to the run-off of LSTK construction contracts and the disposal of the Company's Belgium activities in the third quarter of 2020.

**Segment Adjusted EBIT from Resources was negative \$3.1 million (negative Segment Adjusted EBITDA of \$0.5 million) in the third quarter of 2021**, compared with a negative Segment Adjusted EBIT of \$3.3 million (negative Segment Adjusted EBITDA of \$0.3 million) in the third quarter of 2020, mainly attributable to COVID-19 cost pressures on a legacy LSTK construction project in the Middle East, partially offset by a higher contribution from mining services compared to the same period last year.

**Segment Adjusted EBIT from Resources was \$0.2 million (Segment Adjusted EBITDA of \$7.8 million) for the first nine months of 2021**, compared with a negative Segment Adjusted EBIT of \$77.7 million (negative Segment Adjusted EBITDA of \$68.5 million) for the first nine months of 2020. Excluding a \$70 million charge related to client disputes on a Middle East LSTK project in the second quarter of 2020, the increase in Segment Adjusted EBIT was driven primarily by a higher contribution from mining services.

### 4.1.5 INFRASTRUCTURE EPC PROJECTS

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
Revenues from Infrastructure EPC Projects	\$ 256.8	\$ 236.8	\$ 715.8	\$ 641.6
Segment Adjusted EBIT from Infrastructure EPC Projects	\$ (26.4)	\$ (25.1)	\$ (59.1)	\$ (40.3)
Segment Adjusted EBIT to revenues ratio from Infrastructure EPC Projects (%)	(10.3%)	(10.6%)	(8.3%)	(6.3%)
Additional information				
Segment Adjusted EBITDA from Infrastructure EPC Projects	\$ (20.8)	\$ (22.6)	\$ (47.1)	\$ (28.2)
Segment Adjusted EBITDA to revenues ratio from Infrastructure EPC Projects (%)	(8.1%)	(9.6%)	(6.6%)	(4.4%)

**Infrastructure EPC Projects revenues were \$256.8 million in the third quarter of 2021**, compared with \$236.8 million in the third quarter of 2020, as the work performed in 2021 in the continuing run-off of LSTK backlog reflects higher progress compared to the corresponding period of 2020.

**Infrastructure EPC Projects revenues were \$715.8 million for the first nine months of 2021**, compared with \$641.6 million for the first nine months of 2020, as the work performed in 2021 in the continuing run-off of LSTK backlog reflects higher progress compared to the corresponding period of 2020.

**In the third quarter of 2021, Segment Adjusted EBIT from Infrastructure EPC Projects was negative \$26.4 million (negative Segment Adjusted EBITDA of \$20.8 million)**, compared with a negative Segment Adjusted EBIT of \$25.1 million (negative Segment Adjusted EBITDA \$22.6 million) in the third quarter of 2020, mainly due to a reduction of gross margin including higher close out costs on certain projects and varying impacts of COVID-19 on productivity and supply chain costs.

**For the first nine months of 2021, Segment Adjusted EBIT from Infrastructure EPC Projects was negative \$59.1 million (negative Segment Adjusted EBITDA of \$47.1 million)**, compared with a negative Segment Adjusted EBIT of \$40.3 million (negative Segment Adjusted EBITDA of \$28.2 million) for the first nine months of 2020, mainly for the same reasons stated above.

## 4.1.6 CAPITAL

(IN MILLIONS \$)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
<b>Revenues from Capital</b>	\$ 27.4	\$ 38.9	\$ 68.9	\$ 106.7
Segment Adjusted EBIT from Capital investments:				
From Highway 407 ETR	\$ —	\$ 16.9	\$ —	\$ 38.0
From other Capital investments <sup>(1)</sup>	23.6	20.2	58.7	59.4
<b>Segment Adjusted EBIT from Capital</b>	\$ 23.6	\$ 37.1	\$ 58.7	\$ 97.5

<sup>(1)</sup> 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 the third quarter of 2021 amounted to \$27.4 million**, compared with \$38.9 million in the third quarter of 2020, mainly due to the decrease in contribution from Highway 407 ETR, where no dividend was received in the third quarter of 2021 compared to \$16.9 million of dividends received in the third quarter of 2020.

**Revenues from Capital for the first nine months of 2021 amounted to \$68.9 million**, compared with \$106.7 million for the first nine months of 2020. The decrease in revenues for 2021 was mainly due to the decrease in contribution from Highway 407 ETR, where no dividends were received in the first nine months of 2021 compared to \$38.0 million of dividends received in the first nine months of 2020.

**Segment Adjusted EBIT from Capital decreased to \$23.6 million in the third quarter of 2021**, compared with \$37.1 million in the third quarter of 2020, mainly due to the reduction in revenues outlined above.

**Segment Adjusted EBIT from Capital decreased to \$58.7 million for the first nine months of 2021**, compared with \$97.5 million for the first nine months of 2020. The decrease in Segment Adjusted EBIT was mainly due to the reduction in revenues outlined above.

It should be noted that Segment Adjusted EBIT excludes the \$57.2 million loss in the first nine months of 2020 arising from the negative fair value revaluation of the Highway 407 ETR contingent consideration receivable related to the partial disposal of this investment in August 2019.

## 4.2 CORPORATE SELLING, GENERAL AND ADMINISTRATIVE EXPENSES ANALYSIS

THIRD QUARTERS ENDED SEPTEMBER 30 (IN MILLIONS \$)	2021			2020		
	FROM PS&PM	FROM CAPITAL	TOTAL	FROM PS&PM	FROM CAPITAL	TOTAL
<b>Corporate selling, general and administrative expenses</b>	<b>\$ 45.2</b>	<b>\$ 7.0</b>	<b>\$ 52.2</b>	<b>\$ 18.3</b>	<b>\$ 7.0</b>	<b>\$ 25.3</b>

NINE MONTHS ENDED SEPTEMBER 30 (IN MILLIONS \$)	2021			2020		
	FROM PS&PM	FROM CAPITAL	TOTAL	FROM PS&PM	FROM CAPITAL	TOTAL
<b>Corporate selling, general and administrative expenses</b>	<b>\$ 74.0</b>	<b>\$ 21.1</b>	<b>\$ 95.2</b>	<b>\$ 59.1</b>	<b>\$ 21.1</b>	<b>\$ 80.2</b>

**Corporate selling, general and administrative expenses totaled \$52.2 million in the third quarter of 2021**, compared with \$25.3 million in the third quarter of 2020, mainly reflecting revised estimates on certain long-term employee incentives, an increase in certain insurance provisions and the in-year phasing of spend on digital initiatives.

**For the first nine months of 2021, corporate selling, general and administrative expenses totaled \$95.2 million**, compared with \$80.2 million in the first nine months of 2020, mainly due to revised estimates on certain long-term employee incentives, the in-year phasing of spend on digital initiatives and an increase in certain insurance provisions, partially offset by a \$10.0 million negative adjustment in the first quarter of 2020 related to the Pyrrhotite Case litigation (such litigation being described in Note 12 to the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

## 4.3 LOSS (GAIN) ARISING ON FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

(IN MILLIONS \$)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
<b>Loss (gain) arising on financial instruments at fair value through profit or loss</b>	<b>\$ (1.3)</b>	<b>\$ 0.7</b>	<b>\$ (7.1)</b>	<b>\$ 61.6</b>

**The gain arising on financial instruments at fair value through profit or loss amounted to \$1.3 million in the third quarter of 2021**, compared to a loss of \$0.7 million in the third quarter of 2020.

**The gain arising on financial instruments at fair value through profit or loss amounted to \$7.1 million in the first nine months of 2021**, compared to a loss of \$61.6 million in the first nine months of 2020, which was mainly due to a \$57.2 million negative fair value revaluation for the Highway 407 ETR contingent consideration receivable. Such contingent consideration is payable over a period of 10 years by the acquirer of the 10.01% ownership interest in Highway 407 ETR sold by the Company in August 2019. The fair value of this financial asset was negatively impacted in 2020 mainly by the actual and expected performance impacts on traffic volumes as a result of COVID-19, and resulting effect on Highway 407 ETR. The underlying contingent consideration payments are conditioned on the attainment of certain cumulative financial thresholds related to the performance of Highway 407 ETR.

#### 4.4 RESTRUCTURING AND TRANSFORMATION COSTS

(IN MILLIONS \$)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020 <sup>(1)</sup>	2021	2020 <sup>(1)</sup>
Restructuring costs	\$ 13.0	\$ 7.1	\$ 25.3	\$ 31.5
Transformation costs	6.2	—	14.0	—
<b>Restructuring and transformation costs</b>	<b>\$ 19.2</b>	<b>\$ 7.1</b>	<b>\$ 39.3</b>	<b>\$ 31.5</b>

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

The Company incurred **\$19.2 million of restructuring and transformation costs in the third quarter of 2021** (third quarter of 2020: \$7.1 million) and **\$39.3 million in the first nine months of 2021** (first nine months of 2020: \$31.5 million). The restructuring costs recognized in the third quarter of 2021 were mainly related to actions taken in the Nuclear segment and in Corporate activities, and included \$7.6 million of non-cash charges, notably \$4.9 million of impairment of right-of-use assets and \$2.7 million of impairment of property and equipment. The restructuring costs recognized in the third quarter of 2020 were mainly for severances and were mainly related to actions taken by the EDPM segment.

The restructuring costs recognized in the first nine months of 2021 were mainly related to actions taken in the EDPM and Nuclear segments, partly for severances, and also included \$19.0 million of non-cash charges, notably \$16.3 million of impairment of right-of-use assets and \$2.7 million of impairment of property and equipment. The restructuring cost recognized in the first nine months of 2020 included mainly actions taken in the second and third quarters of 2020 to adjust the cost base, notably in the Middle East and United Kingdom regions of the EDPM segment, as a result of the impact of COVID-19 on the current and forecasted business activity levels.

#### 4.5 AMORTIZATION OF INTANGIBLE ASSETS RELATED TO BUSINESS COMBINATIONS

(IN MILLIONS \$)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
<b>Amortization of intangible assets related to business combinations</b>	<b>\$ 22.3</b>	<b>\$ 23.2</b>	<b>\$ 66.1</b>	<b>\$ 103.6</b>

Amortization of intangible assets related to business combinations amounted to **\$22.3 million in the third quarter of 2021** (third quarter of 2020: \$23.2 million) and **\$66.1 million for the first nine months of 2021** (first nine months of 2020: \$103.6 million) both mainly attributable to the amortization expense of intangible assets related to Atkins. The variance for the first nine months was mainly due to the end of the amortization period in the third quarter of 2020 of intangible assets related to the revenue backlog of the Atkins acquisition.

#### 4.6 GAIN ON REMEASUREMENT OF ASSETS OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE TO FAIR VALUE LESS COST TO SELL

(IN MILLIONS \$)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
<b>Gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ (1.3)</b>	<b>\$ —</b>

In the third quarter of 2021, the amount of impairment gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell was nil (third quarter of 2020: nil) and **\$1.3 million for the first nine months of 2021** (first nine months of 2020: nil) due to the remeasurement related to Atkins Consulting Engineers Limited, in Kenya, a subsidiary that was part of the EDPM segment. This subsidiary was presented as a disposal group classified as held for sale since the end of 2020 until the completion of its disposal in July 2021. Refer to Section 4.7.

## 4.7 LOSS ON DISPOSALS OF PS&PM BUSINESSES

(IN MILLIONS \$)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
<b>Loss on disposals of PS&amp;PM businesses</b>	<b>\$ 0.6</b>	\$ 7.5	<b>\$ 0.6</b>	\$ 7.5

At the beginning of 2021, the Company entered into an agreement to sell its ownership interest in Atkins Consulting Engineers Limited, which was part of the EDPM segment. 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.

In the third quarter of 2020, SNC-Lavalin completed the sale of its ownership interest of 100% in SNC-Lavalin SA (Belgium) in exchange for a total consideration of \$nil. On the date of disposal, SNC-Lavalin SA held \$7.5 million in cash and cash equivalents, which amount was effectively transferred to the acquirer on closing as per the terms of the sale agreement. The loss on disposal of SNC-Lavalin's ownership interest in SNC-Lavalin SA amounted to \$7.5 million before and after income taxes.

## 4.8 EBIT AND EBITDA ANALYSIS

**EBIT and EBITDA** are non-IFRS financial measures. Definitions and reconciliations of these financial measures to net income are presented in Section 9.

**In the third quarter of 2021, EBIT was \$46.1 million**, compared with \$87.4 million in the third quarter of 2020. The decrease in EBIT was primarily due to an increase in corporate selling, general and administrative expenses, combined with a decrease in Segment Adjusted EBIT and a higher level of restructuring costs.

**For the first nine months of 2021, EBIT was \$230.0 million**, compared with \$80.7 million for the first nine months of 2020. The increase in EBIT was primarily due to an increase in Segment Adjusted EBIT, mainly from an increased contribution from Resources and EDPM partially offset by a lower contribution from Capital and Infrastructure EPC Projects, combined with a lower level of amortization of intangible assets related to business combinations and the impact in the first nine months of 2020 of the negative fair value revaluation of the Highway 407 ETR contingent consideration receivable related to the partial disposal of this investment in August 2019.

**EBITDA was \$112.6 million in the third quarter of 2021**, compared with \$155.9 million in the third quarter of 2020, mainly due to the factors described above for EBIT. When adjusting for the charges related to restructuring and transformation costs and the loss on disposals of PS&PM businesses, **Adjusted EBITDA amounted to \$132.4 million in the third quarter of 2021**, compared with \$170.4 million in the third quarter of 2020. When excluding results from Capital, **Adjusted EBITDA from PS&PM amounted to \$115.8 million in the third quarter of 2021**, compared to \$140.3 million in the third quarter of 2020.

**EBITDA was \$428.0 million for the first nine months of 2021**, compared with \$329.4 million for the first nine months of 2020, mainly due to the factors described above for the EBIT other than the decrease in amortization of intangible assets related to business combinations. When adjusting for the charges related to restructuring and transformation costs, fair value revaluation of the Highway 407 ETR contingent consideration receivable, the loss on disposals of PS&PM businesses, the adjustment to the provision for the Pyrrhotite Case litigation and the gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell, **Adjusted EBITDA amounted to \$466.5 million for the first nine months of 2021**, compared with 435.6 million for the first nine months of 2020. When excluding results from Capital, **Adjusted EBITDA from PS&PM amounted to \$428.9 million for the first nine months of 2021**, compared to \$359.0 million for the first nine months of 2020.

## 4.9 NET FINANCIAL EXPENSES

THIRD QUARTERS ENDED SEPTEMBER 30 (IN MILLIONS \$)	2021			2020 <sup>(1)</sup>		
	FROM PS&PM	FROM CAPITAL	TOTAL	FROM PS&PM	FROM CAPITAL	TOTAL
Interest revenues	\$ (0.6)	\$ (0.2)	\$ (0.7)	\$ (1.8)	\$ (0.3)	\$ (2.1)
Interest on debt:						
Recourse	8.7	—	8.7	10.1	—	10.1
Limited recourse	4.0	—	4.0	4.0	—	4.0
Non-recourse	1.0	4.2	5.2	1.2	3.9	5.1
Net foreign exchange losses (gains)	(2.0)	(0.1)	(2.1)	4.3	0.1	4.5
Interest on lease liabilities	4.3	—	4.3	5.5	—	5.5
Other	6.9	—	6.9	1.5	0.1	1.6
<b>Net financial expenses</b>	<b>\$ 22.3</b>	<b>\$ 4.0</b>	<b>\$ 26.3</b>	<b>\$ 24.8</b>	<b>\$ 3.9</b>	<b>\$ 28.7</b>

NINE MONTHS ENDED SEPTEMBER 30 (IN MILLIONS \$)	2021			2020 <sup>(1)</sup>		
	FROM PS&PM	FROM CAPITAL	TOTAL	FROM PS&PM	FROM CAPITAL	TOTAL
Interest revenues	\$ (3.3)	\$ (0.2)	\$ (3.5)	\$ (9.5)	\$ (0.3)	\$ (9.8)
Interest on debt:						
Recourse	25.8	—	25.8	36.3	—	36.3
Limited recourse	11.9	—	11.9	13.2	—	13.2
Non-recourse	2.8	12.5	15.4	3.6	12.1	15.7
Net foreign exchange losses (gains)	1.1	(0.1)	1.0	1.3	0.5	1.8
Interest on lease liabilities	13.5	0.1	13.6	16.0	—	16.0
Other	19.2	0.1	19.4	13.3	0.1	13.4
<b>Net financial expenses</b>	<b>\$ 71.0</b>	<b>\$ 12.5</b>	<b>\$ 83.5</b>	<b>\$ 74.1</b>	<b>\$ 12.4</b>	<b>\$ 86.5</b>

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

**Net financial expenses from PS&PM amounted to \$22.3 million in the third quarter of 2021**, compared with \$24.8 million in the third quarter of 2020, mainly due to the lower level of interest expense combined with net foreign exchange gains in 2021 compared to net foreign exchange losses in 2020. **Net financial expenses from PS&PM amounted to \$71.0 million for the first nine months of 2021**, compared with \$74.1 million for the first nine months of 2020, mainly due to the lower level of interest expense.

**Net financial expenses from Capital were \$4.0 million in the third quarter of 2021**, in line with \$3.9 million in the third quarter of 2020. **Net financial expenses from Capital were \$12.5 million for the first nine months of 2021**, in line with \$12.4 million for the first nine months of 2020.

## 4.10 INCOME TAXES ANALYSIS

THIRD QUARTERS ENDED SEPTEMBER 30 (IN MILLIONS \$)	2021			2020 <sup>(1)</sup>		
	FROM PS&PM	FROM CAPITAL	TOTAL	FROM PS&PM	FROM CAPITAL	TOTAL
Earnings from continuing operations before income taxes	\$ 7.3	\$ 12.5	\$ 19.8	\$ 32.5	\$ 26.2	\$ 58.7
Income tax expense (recovery)	\$ (1.7)	\$ 1.7	\$ —	\$ 66.2	\$ 0.7	\$ 66.9
<b>Effective income tax rate (%)</b>	<b>(23.0)%</b>	<b>13.7 %</b>	<b>0.2 %</b>	<b>203.5 %</b>	<b>2.6 %</b>	<b>113.9 %</b>

NINE MONTHS ENDED SEPTEMBER 30 (IN MILLIONS \$)	2021			2020 <sup>(1)</sup>		
	FROM PS&PM	FROM CAPITAL	TOTAL	FROM PS&PM	FROM CAPITAL	TOTAL
Earnings from continuing operations before income taxes	\$ 121.5	\$ 25.1	\$ 146.6	\$ (12.6)	\$ 6.8	\$ (5.8)
Income tax expense (recovery)	\$ 21.3	\$ 4.5	\$ 25.8	\$ 26.8	\$ (5.3)	\$ 21.5
<b>Effective income tax rate (%)</b>	<b>17.5 %</b>	<b>18.0 %</b>	<b>17.6 %</b>	<b>(212.7)%</b>	<b>(78.0)%</b>	<b>(370.0)%</b>

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

**In the third quarter of 2021, the Company reported an income tax expense of nil**, compared to an income tax expense of \$66.9 million in the third quarter of 2020.

**In the third quarter of 2021, the effective income tax rate from PS&PM was lower than the Canadian statutory income tax rate of 26.2%**, mainly due to net income not affected by tax, partially offset by the geographic mix of earnings and other permanent items.

In the third quarter of 2020, the effective income tax rate from PS&PM was higher than the Canadian statutory income tax rate of 26.3% mainly due to a \$53.3 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, partially offset by the geographic mix of earnings.

**The effective income tax rate from Capital Investments was lower than the Canadian statutory income tax rate of 26.2% in the third quarter of 2021**, mainly due to the non-taxable portion of investment income.

In the third quarter of 2020, the effective income tax rate from Capital Investments was lower than the Canadian statutory income tax rate of 26.3%, mainly due to the non-taxable portion of investment income (including dividends from Highway 407 ETR).

**For the first nine months of 2021, the Company reported an income tax expense of \$25.8 million**, compared to an income tax expense of \$21.5 million for the first nine months of 2020.

**For the first nine months of 2021, the effective income tax rate from PS&PM was lower than the Canadian statutory income tax rate of 26.2%**, mainly due to net income not affected by tax, revised estimates on certain income tax liabilities and the geographic mix of earnings, partially offset by adjustments to deferred income tax balances attributable to changes in tax rates and laws and other permanent items.

For the first nine months of 2020, the Company reported an income tax expense from PS&PM, mainly due to the \$53.3 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 losses not affected by tax, and other permanent items. These impacts were partially offset with an income tax recovery on the carry back of net operating losses to a prior year at a higher tax rate, adjustments to deferred income tax balances attributable to changes in tax rates and laws and geographic mix of earnings.

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

For the first nine months of 2020, the Company reported an income tax recovery from Capital, mainly due to the non-taxable portion of the investment income (including dividends from Highway 407 ETR), partially offset by the non-deductible portion of the capital loss on the negative fair value revaluation for the Highway 407 ETR contingent consideration receivable.

## 4.11 NET INCOME (LOSS) FROM CONTINUING OPERATIONS ANALYSIS

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	THIRD QUARTERS			
	2021		2020 <sup>(1)</sup>	
		PER DILUTED SHARE		PER DILUTED SHARE
Net income (loss) from continuing operations attributable to SNC-Lavalin shareholders:				
From PS&PM	\$ 7.8	\$ 0.04	\$ (34.4)	\$ (0.20)
From Capital	10.8	0.06	25.5	0.15
<b>Net income (loss) from continuing operations attributable to SNC-Lavalin shareholders</b>	<b>\$ 18.6</b>	<b>\$ 0.11</b>	<b>\$ (8.8)</b>	<b>\$ (0.05)</b>
Non-controlling interests	1.2	N/A	0.7	N/A
<b>Net income (loss) from continuing operations</b>	<b>\$ 19.8</b>	<b>N/A</b>	<b>\$ (8.1)</b>	<b>N/A</b>

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	NINE MONTHS ENDED SEPTEMBER 30			
	2021		2020 <sup>(1)</sup>	
		PER DILUTED SHARE		PER DILUTED SHARE
Net income (loss) from continuing operations attributable to SNC-Lavalin shareholders:				
From PS&PM	\$ 94.9	\$ 0.54	\$ (45.3)	\$ (0.26)
From Capital	20.6	0.12	12.1	0.07
<b>Net income (loss) from continuing operations attributable to SNC-Lavalin shareholders</b>	<b>\$ 115.5</b>	<b>\$ 0.66</b>	<b>\$ (33.2)</b>	<b>\$ (0.19)</b>
Non-controlling interests	5.3	N/A	5.9	N/A
<b>Net income (loss) from continuing operations</b>	<b>\$ 120.8</b>	<b>N/A</b>	<b>\$ (27.3)</b>	<b>N/A</b>

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

### NET INCOME (LOSS) FROM PS&PM

**Net income attributable to SNC-Lavalin shareholders from continuing operations from PS&PM was \$7.8 million in the third quarter of 2021**, compared with a net loss attributable to SNC-Lavalin shareholders from continuing operations from PS&PM of \$34.4 million in the third quarter of 2020, mainly due to a decrease in income taxes and in net financial expenses, partially offset by an increase of corporate general and administrative expenses and a higher level of restructuring and transformation costs.

**Net income attributable to SNC-Lavalin shareholders from continuing operations from PS&PM was \$94.9 million for the first nine months of 2021**, compared with a net loss attributable to SNC-Lavalin shareholders from continuing operations from PS&PM of \$45.3 million for the first nine months of 2020, mainly due to an increase in Segment Adjusted EBIT, mainly from an increased contribution from Resources and EDPM partly offset by a lower contribution from Infrastructure EPC Projects, combined with a lower level of amortization of intangible assets related to business combinations and lower income tax expense in 2021 compared to the corresponding period in 2020, partially offset by an increase of corporate general and administrative expenses.

### NET INCOME FROM CAPITAL

**Net income attributable to SNC-Lavalin shareholders from continuing operations from Capital amounted to \$10.8 million in the third quarter of 2021**, compared with a net income attributable to SNC-Lavalin shareholders from continuing operations from Capital of \$25.5 million in the third quarter of 2020. The variance was mainly due to the decrease in contribution from Highway 407 ETR, where no dividend was received in the third quarter of 2021 compared to \$16.9 million of dividends received in the third quarter of 2020.

**Net income attributable to SNC-Lavalin shareholders from continuing operations from Capital amounted to \$20.6 million for the first nine months of 2021**, compared with a net income attributable to SNC-Lavalin shareholders from continuing operations from Capital of \$12.1 million for the first nine months of 2020. The variance was mainly due to a negative fair value revaluation in 2020 of \$57.2 million of the Highway 407 ETR contingent consideration receivable, partially offset by the decrease in contribution from Highway 407 ETR, where no dividends were received in the first nine months of 2021 compared to \$38.0 million of dividends received in the first nine months of 2020.

## 4.12 NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS

The Oil & Gas business was previously presented as part of the Resources segment and has been presented as discontinued operations since the end of 2020, with re-presentation of comparative figures, until the completion of its disposal in the third quarter of 2021.

The table below presents the main components of the net income (loss) from discontinued operations for the third quarters and the first nine months of 2021 and 2020:

(IN MILLIONS \$)	THIRD QUARTERS		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
Contribution from discontinued operations, before items listed below	\$ (3.9)	\$ (71.7)	\$ (29.5)	\$ (177.8)
Restructuring costs	4.1	(25.7)	(3.5)	(57.8)
Gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell	—	—	4.9	—
Gain on disposal of Oil & Gas business before income taxes	573.0	—	573.0	—
Net financial income (expenses)	(0.5)	(0.6)	2.1	(0.7)
Income tax recovery	9.3	21.8	56.9	6.8
<b>Net income (loss) from discontinued operations</b>	<b>\$ 582.1</b>	<b>\$ (76.3)</b>	<b>\$ 603.9</b>	<b>\$ (229.5)</b>

**Net income from discontinued operations was \$582.1 million in the third quarter of 2021**, compared to a net loss from discontinued operations of \$76.3 million in the third quarter of 2020, mainly due to the gain on disposal of such operations in 2021, while the discontinued operations were negatively impacted in 2020 by unfavourable reforecasts on certain projects. The gain on disposal 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.

**Net income from discontinued operations was \$603.9 million for the first nine months of 2021**, compared to a net loss from discontinued operations of \$229.5 million for the first nine months of 2020, mainly due to the same reasons stated above and the fact that, for the first nine months of 2021, the overall contribution was positively impacted by the favourable outcome from a claim on a legacy LSTK construction project, which was more than offset by unfavourable reforecasts on certain projects.

The income tax recovery of \$9.3 million for the third quarter of 2021 mainly results from revised estimates on the income tax liabilities related to the discontinued operations.

The income tax recovery of \$56.9 million for first nine months of 2021 mainly results from the same reason stated above.

## 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:** 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 i) time and material agreements based on hourly rates and fixed-price lump-sum contracts with limited procurement or construction risks, and ii) O&M contracts.
- 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.

### REVENUE BACKLOG BY SEGMENT

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

(IN MILLIONS \$) BY SEGMENT	SEPTEMBER 30, 2021	DECEMBER 31, 2020	SEPTEMBER 30, 2020 <sup>(1)</sup>
EDPM	\$ 3,192.6	\$ 2,864.4	\$ 2,769.4
Nuclear	802.5	890.6	968.5
Infrastructure Services	7,099.6	7,098.5	6,961.7
<b>SNCL Engineering Services - Total</b>	<b>\$ 11,094.7</b>	<b>\$ 10,853.5</b>	<b>\$ 10,699.7</b>
Resources	\$ 159.1	\$ 161.6	\$ 153.1
Infrastructure EPC Projects	1,351.3	2,014.0	2,194.1
<b>SNCL Projects - Total</b>	<b>\$ 1,510.4</b>	<b>\$ 2,175.6</b>	<b>\$ 2,347.2</b>
<b>PS&amp;PM - Total</b>	<b>\$ 12,605.1</b>	<b>\$ 13,029.1</b>	<b>\$ 13,046.9</b>
<b>Capital <sup>(2)</sup></b>	<b>\$ 152.0</b>	<b>\$ 158.7</b>	<b>\$ 162.0</b>
<b>Total from continuing operations <sup>(3)</sup></b>	<b>\$ 12,757.1</b>	<b>\$ 13,187.8</b>	<b>\$ 13,208.9</b>

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

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

<sup>(3)</sup> Revenue backlog excluding backlog related to discontinued operations of nil as at September 30, 2021, \$0.8 billion as at December 31, 2020 and \$0.7 billion as at September 30, 2020.

**The Company's revenue backlog decreased to \$12.8 billion as at September 30, 2021 compared with \$13.2 billion as at December 31, 2020, mainly reflecting a decrease in Infrastructure EPC Projects and Nuclear, partially offset by an increase in EDPM.**

## 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 September 30, 2021, December 31, 2020 and September 30, 2020:

AT SEPTEMBER 30, 2021 (IN MILLIONS \$)	REIMBURSABLE AND ENGINEERING SERVICES CONTRACTS		STANDARDIZED EPC CONTRACTS		LSTK CONSTRUCTION CONTRACTS	
BY SEGMENT						
EDPM	\$ 3,192.6	100 %	\$ —	— %	\$ —	— %
Nuclear	776.8	97 %	—	— %	25.7	3 %
Infrastructure Services	6,044.2	85 %	1,055.4	15 %	—	— %
<b>SNCL Engineering Services - Total</b>	<b>\$ 10,013.6</b>	<b>90 %</b>	<b>\$ 1,055.4</b>	<b>10 %</b>	<b>\$ 25.7</b>	<b>— %</b>
Resources	\$ 117.3	74 %	\$ —	— %	\$ 41.8	26 %
Infrastructure EPC Projects	234.7	17 %	—	— %	1,116.6	83 %
<b>SNCL Projects - Total</b>	<b>\$ 352.0</b>	<b>23 %</b>	<b>\$ —</b>	<b>— %</b>	<b>\$ 1,158.4</b>	<b>77 %</b>
<b>PS&amp;PM - Total</b>	<b>\$ 10,365.6</b>	<b>82 %</b>	<b>\$ 1,055.4</b>	<b>8 %</b>	<b>\$ 1,184.1</b>	<b>9 %</b>
<b>Capital</b>	<b>\$ 152.0</b>	<b>100 %</b>	<b>\$ —</b>	<b>— %</b>	<b>\$ —</b>	<b>— %</b>
<b>Total from continuing operations</b>	<b>\$ 10,517.6</b>	<b>82 %</b>	<b>\$ 1,055.4</b>	<b>8 %</b>	<b>\$ 1,184.1</b>	<b>9 %</b>

AT DECEMBER 31, 2020 (IN MILLIONS \$)	REIMBURSABLE AND ENGINEERING SERVICES CONTRACTS		STANDARDIZED EPC CONTRACTS		LSTK CONSTRUCTION CONTRACTS	
BY SEGMENT						
EDPM	\$ 2,864.4	100 %	\$ —	— %	\$ —	— %
Nuclear	840.0	94 %	—	— %	50.6	6 %
Infrastructure Services	5,997.4	84 %	1,101.1	16 %	—	— %
<b>SNCL Engineering Services - Total</b>	<b>\$ 9,701.8</b>	<b>89 %</b>	<b>\$ 1,101.1</b>	<b>10 %</b>	<b>\$ 50.6</b>	<b>— %</b>
Resources	\$ 89.3	55 %	\$ —	— %	\$ 72.3	45 %
Infrastructure EPC Projects	248.2	12 %	—	— %	1,765.8	88 %
<b>SNCL Projects - Total</b>	<b>\$ 337.5</b>	<b>16 %</b>	<b>\$ —</b>	<b>— %</b>	<b>\$ 1,838.1</b>	<b>84 %</b>
<b>PS&amp;PM - Total</b>	<b>\$ 10,039.3</b>	<b>77 %</b>	<b>\$ 1,101.1</b>	<b>8 %</b>	<b>\$ 1,888.7</b>	<b>14 %</b>
<b>Capital</b>	<b>\$ 158.7</b>	<b>100 %</b>	<b>\$ —</b>	<b>— %</b>	<b>\$ —</b>	<b>— %</b>
<b>Total from continuing operations</b>	<b>\$ 10,198.0</b>	<b>77 %</b>	<b>\$ 1,101.1</b>	<b>8 %</b>	<b>\$ 1,888.7</b>	<b>14 %</b>

AT SEPTEMBER 30, 2020 <sup>(1)</sup> (IN MILLIONS \$)	REIMBURSABLE AND ENGINEERING SERVICES CONTRACTS		STANDARDIZED EPC CONTRACTS		LSTK CONSTRUCTION CONTRACTS	
BY SEGMENT						
EDPM	\$ 2,769.4	100 %	\$ —	— %	\$ —	— %
Nuclear	912.7	94 %	—	— %	55.9	6 %
Infrastructure Services	6,231.9	90 %	729.9	10 %	—	— %
<b>SNCL Engineering Services - Total</b>	<b>\$ 9,913.9</b>	<b>93 %</b>	<b>\$ 729.9</b>	<b>7 %</b>	<b>\$ 55.9</b>	<b>1 %</b>
Resources	\$ 54.6	36 %	\$ —	— %	\$ 98.5	64 %
Infrastructure EPC Projects	257.5	12 %	—	— %	1,936.7	88 %
<b>SNCL Projects - Total</b>	<b>\$ 312.1</b>	<b>13 %</b>	<b>\$ —</b>	<b>— %</b>	<b>\$ 2,035.2</b>	<b>87 %</b>
<b>PS&amp;PM - Total</b>	<b>\$ 10,226.0</b>	<b>78 %</b>	<b>\$ 729.9</b>	<b>6 %</b>	<b>\$ 2,091.1</b>	<b>16 %</b>
<b>Capital</b>	<b>\$ 162.0</b>	<b>100 %</b>	<b>\$ —</b>	<b>— %</b>	<b>\$ —</b>	<b>— %</b>
<b>Total from continuing operations</b>	<b>\$ 10,388.0</b>	<b>79 %</b>	<b>\$ 729.9</b>	<b>6 %</b>	<b>\$ 2,091.1</b>	<b>16 %</b>

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

### BACKLOG PHASING

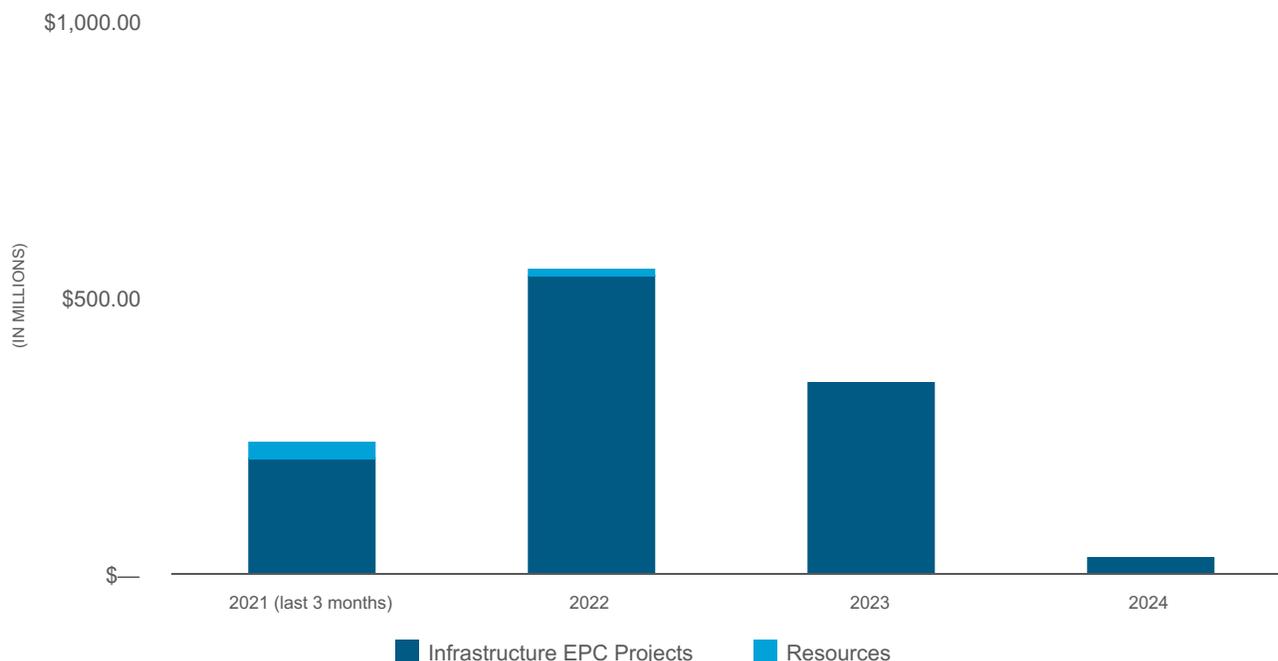
The LSTK construction contracts included in the backlog of the Resources and Infrastructure EPC Projects segments have expected completions varying between 2021 and 2024. The Company will fulfill the contractual obligations of its current LSTK construction projects. It may be necessary for the Company to accept change orders under existing LSTK construction contracts, which may temporarily extend the performance timeframe of such contracts.

In addition, a number of project contracts, particularly in the Resources and Infrastructure EPC Projects segments, as well as in discontinued operations, have warranty periods and/or outstanding claims, that may result in costs or legal proceedings extending beyond the actual performance and completion dates of the projects. Please refer to Note 12 to the Company’s unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021.

Most of the backlog from LSTK construction contracts in these segments is derived from the following projects: Réseau Express Métropolitain (REM), Trillium Line Extension (Trillium), and Eglinton LRT. The REM project was temporarily suspended towards the end of the first quarter of 2020 due to the COVID-19 pandemic, but was authorized to resume in the second quarter of 2020. The Eglinton and Trillium projects remained open throughout 2020 and in the nine-month periods ended September 30, 2021. All three projects have been negatively affected, and continue to be negatively affected, by revised working conditions due to COVID-19 related impact.

As such, while the backlog phasing presented below incorporates the Company’s best estimates, the timing of projects is subject to uncertainties. See Section 14, “Risks and Uncertainties” of the 2020 Annual MD&A for a more specific overview of the risks and uncertainties relating to the Company caused by the COVID-19 pandemic.

BACKLOG PHASING – LSTK construction contracts



# 6 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 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**;
- 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; and
- A discussion of the Company's **financial position** as at September 30, 2021, compared with its financial position as at December 31, 2020.

## 6.1 CASH FLOWS ANALYSIS

### SUMMARY OF CASH FLOWS

NINE MONTHS ENDED SEPTEMBER 30 (IN MILLIONS \$)	2021	2020
Cash flows generated from (used for):		
Operating activities	\$ 18.8	\$ 16.9
Investing activities	(212.1)	(143.6)
Financing activities	(218.5)	90.5
Decrease from exchange differences on translating cash and cash equivalents	(1.4)	(1.8)
Net decrease in cash and cash equivalents	\$ (413.1)	\$ (38.1)
Cash and cash equivalents at beginning of period	932.9	1,188.6
Cash and cash equivalents at end of period	\$ 519.8	\$ 1,150.5

**Cash and cash equivalents decreased by \$413.1 million for the first nine months of 2021**, compared with a decrease of \$38.1 million for the first nine months of 2020, as discussed further below.

## OPERATING ACTIVITIES

**Net cash generated from operating activities totaled \$18.8 million for the first nine months of 2021**, compared with net cash generated from operating activities of \$16.9 million for the first nine months of 2020, a variance reconciled as follows:

(IN MILLIONS \$)	NINE-MONTH PERIOD
<b>Net cash generated from operating activities for the first nine months of 2020</b>	<b>\$ 16.9</b>
<b>Changes between the first nine months of 2021 and first nine months of 2020:</b>	
Increase in net income	981.5
Increase in income taxes paid	(50.4)
Decrease in income taxes recognized in net income	(45.8)
Decrease in net financial expenses recognized in net income	(5.8)
Lower depreciation of property and equipment and amortization of other non-current non-financial assets	(45.5)
Lower depreciation of right-of-use assets	(14.6)
Decrease in interest paid	15.5
Decrease in income from Capital investments accounted for by the equity method	43.8
Decrease in dividends and distributions received from Capital investments accounted for by the equity method	(53.4)
Increase in share-based expense	35.6
Gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell	(6.2)
Increase in income from PS&PM investments accounted for by the equity method	(28.2)
Increase in dividends and distributions received from PS&PM investments accounted for by the equity method	19.1
Lower net change in provisions related to forecasted losses on certain contracts	(40.8)
Decrease in restructuring and transformation costs paid	55.5
Change in loss (gain) arising on financial instruments at fair value through profit or loss	(68.7)
Gain on disposals of PS&PM businesses	(579.9)
Other items	(62.8)
Changes in net cash used for operating activities before net change in non-cash working capital items	\$ 148.9
Variance from net change in non-cash working capital items	(147.0)
<b>Net cash generated from operating activities for the first nine months of 2021</b>	<b>\$ 18.8</b>

- **Net cash generated from operating activities before net change in non-cash working capital items totaled \$154.1 million for the first nine months of 2021**, compared with net cash generated from operating activities before net change in working capital items of \$5.3 million for the first nine months of 2020.
- As detailed in Note 9B to the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021, **changes in non-cash working capital items used net cash of \$135.4 million for the first nine months of 2021**, compared with net cash generated of \$11.6 million in the corresponding period of 2020. This difference mainly reflected an unfavourable variance in contract assets, trade receivables, other current non-financial liabilities and inventories, partially offset by a favourable variance mainly in other current financial assets and trade payables and accrued liabilities.
- From a business line perspective, SNCL Engineering Services generated \$351.5 million of cash from operating activities for the first nine months of 2021 compared to \$549.7 million for the first nine months of 2020, while SNCL Projects used \$259.1 million of cash from operating activities during the same period compared to \$187.6 million used for the first nine months of 2020. Discontinued operations generated \$21.0 million of cash from operating activities for the first nine months of 2021 compared to \$45.5 million of cash used from operating activities for the first nine months of 2020. The remaining balance of cash flows from operating activities relates to Capital, corporate activities and items not allocated to the Company's segments or to discontinued operations.

## INVESTING ACTIVITIES

**Net cash used for investing activities amounted to \$212.1 million for the first nine months of 2021**, compared with net cash used for investing activities of \$143.6 million for the first nine months of 2020, a variance reconciled as follows:

(IN MILLIONS \$)	NINE-MONTH PERIOD
<b>Net cash used for investing activities for the first nine months of 2020</b>	<b>\$ (143.6)</b>
<b>Changes between the first nine months of 2021 and first nine months of 2020:</b>	
Decrease in acquisition of property and equipment	2.0
Decrease in payments for Capital investments	26.1
Unfavourable variance in change in restricted cash position	(13.3)
Lower increase in receivables under service concession arrangements, net of recovery	(70.3)
Increase in cash outflow on disposals of PS&PM businesses	(13.6)
Other items	0.6
<b>Net cash used for investing activities for the first nine months of 2021</b>	<b>\$ (212.1)</b>

- For the first nine months of 2021, payments for Capital investments amounted to \$29.7 million, compared with \$55.8 million for the corresponding period of 2020. The payments made for the first nine months of 2021 included the contribution made by the Company to Carlyle Global Infrastructure Opportunity Fund, L.P. The payments made for the first nine months of 2020 included the contributions made to Signature on the Saint-Laurent Group General Partnership and Carlyle Global Infrastructure Opportunity Fund, L.P.

## FINANCING ACTIVITIES

**Net cash used for financing activities totaled \$218.5 million for the first nine months of 2021**, compared with net cash generated from financing activities of \$90.5 million for the first nine months of 2020, a variance reconciled as follows:

(IN MILLIONS \$)	NINE-MONTH PERIOD
<b>Net cash generated from financing activities for the first nine months of 2020</b>	<b>\$ 90.5</b>
<b>Changes between the first nine months of 2021 and first nine months of 2020:</b>	
Lower repayment of recourse debt	863.0
Lower increase in recourse debt	(1,241.4)
Lower repayment of non-recourse debt	62.8
Lower increase in non-recourse debt	(3.0)
Lower increase in other non-current financial liabilities	(3.6)
Other items	9.6
<b>Net cash used for financing activities for the first nine months of 2021</b>	<b>\$ (218.5)</b>

- The changes in cash flows related to financing activities between the first nine months of 2021 and 2020 were primarily explained by the elements in the table above. Notably, the following transactions on recourse debt took place during these periods:
  - 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.
  - In the first quarter of 2020, the Company drew down \$1.0 billion under its committed revolving facility (the "Credit Agreement") in order to secure access to liquidity while financial markets were facing challenges at the onset of the COVID-19 pandemic. The Company subsequently repaid \$500.0 million of this draw-down in the second quarter of 2020 and the remaining balance in the third quarter of 2020.
  - In the third quarter of 2020, the Company issued, on a private placement basis, new unsecured Series 6 Debentures in the principal amount of \$300 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 nine-month periods ended

September 30, 2021 and 2020 in Note 9C to its unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021.

- The Company did not issue and did not repurchase any shares during either the first nine months of 2021 or 2020. The number of common shares outstanding as at October 20, 2021 was 175,554,252.
- **Dividends paid during the first nine months of 2021** were in line with dividends paid in the first nine months of 2020.

## 6.2 CAPITAL RESOURCES

(IN MILLIONS \$)	SEPTEMBER 30 2021	DECEMBER 31 2020
Cash and cash equivalents	\$ 519.8	\$ 932.9
Unused portion of committed revolving credit facilities <sup>(1), (2)</sup>	2,332.4	2,394.7
<b>Available short-term capital resources</b>	<b>\$ 2,852.2</b>	<b>\$ 3,327.6</b>

<sup>(1)</sup> 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.

<sup>(2)</sup> Before considering potential limitations resulting from contractual covenants.

As at September 30, 2021, the Company had a committed revolving facility of \$2,600 million under its Credit Agreement (December 31, 2020: \$2,600 million), of which \$2,332.4 million was unused, 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 “Risks and Uncertainties” of the 2020 Annual 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. However, the ongoing COVID-19 pandemic has created and continues to create an environment and circumstances in which it is difficult to anticipate future economic and financial conditions and access to capital, credit and financial markets and, as such, statements regarding the Company’s future liquidity are uncertain and subject to the risks and uncertainties relating to the COVID-19 pandemic. See also Section 14, “Risks and Uncertainties” of the 2020 Annual MD&A, for a more specific overview of the risks and uncertainties relating to the Company caused by the COVID-19 pandemic.

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, joint arrangements or investees or use credit facilities to meet the capital requirements of certain projects or other cash disbursements.

## 6.3 DEBT AND FINANCING AGREEMENTS

### NON-RECOURSE DEBT, LIMITED RECOURSE DEBT AND RECOURSE DEBT

The Company does not consider non-recourse and limited recourse debt when monitoring its capital because such debt results from the consolidation of certain 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 Capital investments or investment in Capital investments they finance. The Company's investments and underlying assets in its 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 was required to maintain, as at September 30, 2021, a ratio of net recourse debt to EBITDA 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 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"). As at September 30, 2021, the ratio of the Company's net recourse debt to EBITDA, as calculated under both the Credit Agreement and the CDPQ Loan Agreement, was 1.9x and, as such, the Company was in compliance with its financial ratio covenants under such agreements.

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 specific terms used in this MD&A. Furthermore, such ratio is calculated using certain financial information not disclosed in the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021 or in this MD&A. For example, the ratio includes the amount of down-payments on contracts totaling \$151.0 million as at September 30, 2021 (December 31, 2020: \$226.1 million) and the amount of outstanding financial letters of credit totaling 96.8 million as at September 30, 2021 (December 31, 2020: \$101.7 million) as part of the net recourse debt calculation.

### 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.

### AMENDMENTS TO THE REVOLVING CREDIT FACILITY

On March 26, 2021, certain lenders under the Company's revolving credit facility agreed to extend the maturity of such facility with respect only to such lenders from May 15, 2022 to April 30, 2023 and, as a condition to securing the consent of such lenders to the maturity extension, the blended pricing applicable to the revolving credit facility was increased commensurately. As such, the notional amount of Tranche A of the revolving credit facility is \$2,000 million until May 15, 2022 and \$1,690.8 million from May 16, 2022 to April 30, 2023 and the notional amount of Tranche B of the revolving credit facility is \$600 million until May 15, 2022 and \$507.2 million from May 16, 2022 to April 30, 2023.

### ISSUANCE OF SERIES 6 DEBENTURES AND REPURCHASE OF A PORTION OF 2020 DEBENTURES

In the third quarter of 2020, SNC-Lavalin issued, on a private placement basis, new unsecured Series 6 Debentures in the principal amount of \$300 million, which bear interest at the rate of 3.80% *per annum* and mature on August 19, 2024. The net proceeds from this offering amounted to \$297.6 million and were used as follows: (i) to repay certain outstanding indebtedness under SNC-Lavalin's Revolving Facility; (ii) to fund the repurchase, through open market purchases, of \$40 million of the outstanding 2020 Debentures (which matured on November 24, 2020) (plus accrued and unpaid interest thereon up to closing); and (iii) for general corporate purposes.

## 6.4 CAPITAL MANAGEMENT INDICATORS

The Company periodically monitors capital using certain ratios, which are described further below.

### CASH NET OF RECOURSE DEBT (NET RECOURSE DEBT)

Cash net of recourse debt (Net recourse debt) is a non-IFRS financial measure. A definition of this financial measure is provided in Section 9.

(IN MILLIONS \$)	SEPTEMBER 30 2021	DECEMBER 31 2020
Cash and cash equivalents	\$ 519.8	\$ 932.9
Less:		
Cash and cash equivalents of Capital investments accounted for by the consolidation method	4.9	1.9
Recourse debt:		
Short-term debt and current portion of long-term debt	52.8	175.0
Long-term debt	996.9	996.0
<b>Net recourse debt</b>	<b>\$ (534.9)</b>	<b>\$ (240.0)</b>

- **Net recourse debt as at September 30, 2021 was \$534.9 million**, compared with Net recourse debt of \$240.0 million as at December 31, 2020, mainly resulting from a decrease in cash and cash equivalents as explained in Section 6.1.

### RETURN ON AVERAGE SHAREHOLDERS' EQUITY ("ROASE")

**ROASE is a non-IFRS financial measure.** A definition of this financial measure is provided in Section 9. **ROASE was 0.4% for the 12-month period ended September 30, 2021**, compared with -18.4% for the corresponding period of 2020.

## 6.5 CREDIT RATINGS

On February 10, 2021, DBRS placed the Company's Issuer Rating and Unsecured Debentures rating, both currently rated BB (high), Under Review with Negative Implications. On April 22, 2021, DBRS confirmed its BB (high) rating and removed it from Under Review with Negative Implications. DBRS considers that the agreement to sell the Company's Oil and Gas business allows for a relatively clean exit from its active contracts and the ongoing warranty obligations of former contracts. For DBRS, the sale is also an important milestone in achieving the strategic initiative of focusing on core Engineering Services business. The rating confirmation is supported by the Company's comfortable liquidity position and a largely unused revolving credit facility, as well as, the Company's portfolio of Capital investments. DBRS integrated its methodology "Rating Companies in the Services Industry" into the Company's rating, along with the methodology "Rating Companies in the Construction and Property Development Industry", which better aligns the risk profile with the strategic direction to exit LSTK construction contracts. DBRS notes the modestly improved business risk assessment of the Company with this incorporation.

On June 14, 2021, S&P Global Ratings revised its outlook on the Company from negative to stable and affirmed its BB+ issuer credit rating. The stable outlook reflects the expectation that the Company will generate steady improvement in its earnings and cash flow over the next two years, with reduced financial risk associated with the Company's remaining LSTK projects.

## 6.6 DIVIDENDS DECLARED

Quarterly cash dividends of \$0.02 per share were declared on March 9, 2021, May 14, 2021 and July 30, 2021 and were paid on April 6, 2021, June 11, 2021 and August 27, 2021 respectively, compared with the corresponding quarterly cash dividends of \$0.02 per share declared and paid in the first, second and third quarters of 2020.

## 6.7 CONTRACTUAL OBLIGATIONS

Details of the Company's various contractual obligations are provided in Section 8.8 of the Company's 2020 Annual MD&A. In the first nine months of 2021, there was no material change to the Company's contractual obligations.

## 6.8 FINANCIAL INSTRUMENTS

The nature and extent of risks arising from financial instruments, and their related risk management, are described in Note 30 to the 2020 Annual Financial Statements as updated in Note 11 to its unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021. In the first nine months of 2021, there was no material change to the nature of risks arising from financial instruments, related risk management or classification of financial instruments. Furthermore, there was no change in the methodology used to determine the fair value of the financial instruments that are measured at fair value on the Company's consolidated statement of financial position.

## 6.9 FINANCIAL POSITION

The following is an analysis of the changes to the Company's financial position between December 31, 2020 and September 30, 2021.

(IN MILLIONS \$)	SEPTEMBER 30 2021	DECEMBER 31 2020	CHANGE (\$)	EXPLANATIONS
Current assets	\$ 3,385.6	\$ 4,051.6	\$ (665.9)	The decrease in current assets was mainly due to a decrease in cash and cash equivalents and the disposal of PS&PM businesses, for which assets were presented as part of assets of disposal groups classified as held for sale as at December 31, 2020.
Non-current assets	6,313.9	6,288.7	25.1	The level of non-current assets remained in line as an increase mainly in the non-current portion of receivables under service concession arrangements, other non-current financial assets and Capital investments at fair value through other comprehensive income was offset mainly by a decrease in goodwill, due to foreign currency translation, combined with a decrease in intangible assets related to business combinations.
<b>Total assets</b>	<b>\$ 9,699.5</b>	<b>\$ 10,340.3</b>	<b>\$ (640.8)</b>	
Current liabilities	\$ 3,651.8	\$ 4,274.4	\$ (622.6)	The decrease in current liabilities was mainly due to the disposal of PS&PM businesses, for which liabilities were presented as part of liabilities of disposal groups classified as held for sale as at December 31, 2020, combined with a decrease in other current non-financial liabilities, as well as a decrease in short-term debt and current portion of long-term debt, and was partially offset by an increase in trade payables and accrued liabilities and other current financial liabilities.
Non-current liabilities	3,214.4	3,497.1	(282.7)	The decrease in non-current liabilities was mainly due to a decrease in non-current portion of provisions.
<b>Total liabilities</b>	<b>\$ 6,866.2</b>	<b>\$ 7,771.6</b>	<b>\$ (905.4)</b>	
Equity attributable to SNC-Lavalin shareholders	\$ 2,819.9	\$ 2,557.5	\$ 262.4	The increase was mainly due to an increase in retained earnings, in part from the net income for the period, partially offset by a decrease in other components of equity.
Non-controlling interests	13.3	11.2	2.2	Not a significant balance.
<b>Total equity</b>	<b>\$ 2,833.3</b>	<b>\$ 2,568.7</b>	<b>\$ 264.6</b>	
<b>Total liabilities and equity</b>	<b>\$ 9,699.5</b>	<b>\$ 10,340.3</b>	<b>\$ (640.8)</b>	

## WORKING CAPITAL

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	SEPTEMBER 30 2021	DECEMBER 31 2020	CHANGE (\$)	EXPLANATIONS
Working Capital <sup>(1)</sup>	\$ (266.2)	\$ (222.9)	\$ (43.3)	Working capital and current ratio remained in line with the level at December 31, 2020.
Current Ratio <sup>(1)</sup>	0.93	0.95	(0.02)	

<sup>(1)</sup> Additional IFRS financial measures. Please refer to Section 9 for further information on these financial measures.

## 7 Related Party Transactions

The Company discloses information on its related party transactions, as defined in IAS 24, *Related Party Disclosures*, in Note 10 to its unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021.

## 8 Accounting Policies and Changes

Please refer to Note 2 to the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021 for more information regarding the Company's significant accounting policies and changes, including the changes made to comparative figures as described below.

Certain comparative amounts in the interim condensed consolidated income statement and in the interim condensed consolidated statement of comprehensive income have been re-presented, as a result of the Oil & Gas business, which was previously included in the Resources segment, now being presented as discontinued operations.



## Non-IFRS Financial Measures, Additional IFRS Measures and Other Non-Financial Information

The following section provides information regarding non-IFRS financial measures, additional IFRS measures and other non-financial information used by the Company to analyze and evaluate its results. Non-IFRS financial 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 non-IFRS measures and other non-financial information 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 non-IFRS financial measures 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. Furthermore, certain non-IFRS financial measures and additional IFRS measures 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.

### 9.1 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 financial measure that is an indicator of the financial performance of the Company's activities and allows the Company to present the adjusted net income (loss) attributable to SNC-Lavalin shareholders on a diluted share basis. Refer to [Section 9.4](#) 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, as the Company believes that such measures are useful since these PS&PM activities are usually analyzed separately by the Company.

**Adjusted EBITDA** is a non-IFRS financial measure used by management to facilitate operating performance comparison from period to period and to prepare annual operating budgets and forecasts. Adjusted EBITDA is based on EBITDA from continuing operations and excludes 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 adjustment to provision for the Pyrrhotite Case litigation (described in Note 33 to the 2020 Annual Financial Statements, as updated in Note 12 to the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021), the fair value revaluation of the Highway 407 ETR contingent consideration receivable, the Guaranteed Minimum Pension ("GMP") equalization expenses and the gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell. It should be noted that the following adjustments were removed from the list of adjustments disclosed in prior periods as there was no adjustment of this nature in the current periods and the previous year: acquisition-related costs and integration costs and the federal charges settlement (PPSC) expense. 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 9.4](#) 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, as the Company believes that such measures are useful since these PS&PM activities are analyzed separately by the Company.

**Adjusted net income (loss) attributable to SNC-Lavalin shareholders** 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 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 fair value revaluation of the Highway 407 ETR contingent consideration receivable, the adjustment to provision for the Pyrrhotite Case litigation, gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell, the GMP equalization expense, as well as income taxes and non-controlling interests on these adjustments. It should be noted that the following adjustments were removed from the list of adjustments disclosed in prior periods as there was no adjustment of this nature in the current and comparative periods: acquisition-related costs and integration costs, financing costs related to the agreement to sell shares of Highway 407 ETR and the federal charges settlement (PPSC) expense. 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 9.4](#) 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 (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 PS&PM activities are analyzed separately by the Company.

**Booking-to-revenue ratio** 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 given period.

**EBIT** is an indicator of the entity's capacity to generate earnings from continuing operations before income taxes and before taking into account management's financing decisions. Accordingly, EBIT is defined as earnings from continuing operations before net financial expenses (income) and income taxes. Refer to [Section 9.4](#) for a reconciliation of EBIT to net income (loss) from continuing operations as determined under IFRS.

**EBITDA** 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 9.4](#) for a reconciliation of EBITDA to net income (loss) from continuing operations as determined under IFRS.

**Return on Average Shareholders' Equity ("ROASE")** 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 6.4](#) for results.

**Segment Adjusted EBIT** consists of revenues allocated to the applicable segment less i) direct costs of activities, ii) directly related selling, general and administrative expenses, and iii) corporate selling, general and administrative expenses that are allocated to segments. Segment Adjusted EBIT is the measure used by management to evaluate the performance of the Company's segments, and gives investors an indication of the

profitability of each segment, as it excludes certain items that the Company believes are not reflective of the segment's underlying operations. Such financial measure also facilitates period-to-period comparisons of the underlying segment's performance. Expenses that are not allocated to the Company's segments are: certain corporate selling, general and administrative expenses that are not directly related to projects or segments, impairment loss arising from expected credit losses, gain (loss) arising on financial instruments at fair value through profit or loss, 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), gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell, net financial expenses and income taxes. It should be noted that the following adjustments were removed from the list of adjustments disclosed in prior periods as there was no adjustment of this nature in the current periods and the previous year: acquisition-related costs and integration costs and the federal charges settlement (PPSC) expense. See a reconciliation of total Segment Adjusted EBIT to net income (loss) in [Section 4](#).

**Segment Adjusted EBITDA** is a supplemental measure derived from Segment Adjusted EBIT and 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 against competitors. See a reconciliation of Segment Adjusted EBITDA to Segment Adjusted EBIT in [Section 9.4](#), whereas the Segment Adjusted EBIT is reconciled to net income (loss) in [Section 4](#).

**Segment Adjusted EBIT to segment revenue ratio** and **Segment Adjusted EBITDA to segment revenue ratio** are two measures used to analyze the profitability of the Company's segments and facilitate period-to-period comparisons, as well as comparison with peers. These financial measures are calculated by dividing the amount of Segment Adjusted EBIT (Segment Adjusted EBITDA) of a given period by the amount of segment revenue for the same period. See a reconciliation of Segment Adjusted EBIT to segment revenue ratio and Segment Adjusted EBITDA to segment revenue ratio in [Section 4](#).

**Adjusted EBITDA to revenue ratio** is a measure used to analyze the profitability of the Company and facilitate period-to-period comparisons, as well as comparison with peers. This financial measure is calculated by dividing the amount of Adjusted EBITDA of a given period to the amount of revenue for the same period: Such financial measure is provided on a consolidated basis and also separately for PS&PM activities (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 measure is useful since these PS&PM activities are analyzed separately by the Company. See result in [Section 9.4](#).

## 9.2 LIQUIDITY

**Days Sales Outstanding (“DSO”) for the EDPM segment** corresponds to the average number of days needed to convert the trade receivables and contract assets of the EDPM 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 EDPM 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 EDPM segment in [Section 4](#).

**Net recourse debt (or Cash net of recourse debt)** corresponds to cash and cash equivalents, less cash and cash equivalents from Capital investments accounted for by the consolidation method and the Company’s recourse debt. It provides a view of the Company’s liquidity compared to its indebtedness, excluding the cash and cash equivalent of Capital investments recognized using the consolidation method and debts related to non-recourse and limited recourse financing. As such, it is believed to be helpful when analyzing the Company’s liquidity. Refer to [Section 6.4](#) for a reconciliation of Cash net of recourse debt (or Net recourse debt) to cash and cash equivalents as determined under IFRS.

**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. Both measures are 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. Refer to [Section 6](#).

## 9.3 OTHER

**Constant currency basis** is obtained by translating financial results from the comparable periods of the prior year denominated in foreign currencies at the foreign exchange rates of the current periods. The Company analyses its results on that basis for the EDPM, Nuclear and Infrastructure Services segments, for which it is more meaningful. The Company believes that this non-IFRS financial measure is useful to compare such performance that excludes certain elements prone to volatility.

## 9.4 RECONCILIATIONS

The tables below provide a quantitative reconciliation between certain non-IFRS measures to the most comparable measure specified under IFRS:

THIRD QUARTERS ENDED SEPTEMBER 30 (IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	2021		2020 <sup>(1)</sup>	
	Diluted EPS in \$		Diluted EPS in \$	
<b>Net income (loss)</b>	<b>\$ 601.9</b>		<b>\$ (84.4)</b>	
Less:				
Discontinued operations	<b>582.1</b>		<b>(76.3)</b>	
Non-controlling interests	<b>1.2</b>		<b>0.7</b>	
<b>Net income (loss) attributable to SNC-Lavalin shareholders from continuing operations</b>	<b>\$ 18.6</b>	<b>\$ 0.11</b>	<b>\$ (8.8)</b>	<b>\$ (0.05)</b>
Restructuring and transformation costs	<b>\$ 19.2</b>		<b>\$ 7.1</b>	
Amortization of intangible assets related to business combinations	<b>22.3</b>		<b>23.2</b>	
Loss on disposals of PS&PM businesses	<b>0.6</b>		<b>7.5</b>	
Income taxes and non-controlling interests on adjustments above	<b>(9.5)</b>		<b>(5.8)</b>	
<b>Total adjustments</b>	<b>\$ 32.6</b>	<b>\$ 0.19</b>	<b>\$ 31.8</b>	<b>\$ 0.18</b>
<b>Adjusted net income attributable to SNC-Lavalin shareholders</b>	<b>\$ 51.2</b>	<b>\$ 0.29</b>	<b>\$ 23.0</b>	<b>\$ 0.13</b>
Segment Adjusted EBIT from Capital	<b>\$ (23.6)</b>		<b>\$ (37.1)</b>	
Corporate selling, general and administrative expenses not allocated to the segments - Capital	<b>7.0</b>		<b>7.0</b>	
Net financial expenses from Capital	<b>4.0</b>		<b>3.9</b>	
Income taxes from Capital on adjustments above	<b>1.7</b>		<b>0.7</b>	
<b>Total adjustments to exclude Capital</b>	<b>\$ (10.8)</b>	<b>\$ (0.06)</b>	<b>\$ (25.5)</b>	<b>\$ (0.15)</b>
<b>Adjusted net income (loss) attributable to SNC-Lavalin shareholders from PS&amp;PM</b>	<b>\$ 40.4</b>	<b>\$ 0.23</b>	<b>\$ (2.5)</b>	<b>\$ (0.01)</b>

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

NINE MONTHS ENDED SEPTEMBER 30 (IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	2021		2020 <sup>(1)</sup>	
	Diluted EPS in \$		Diluted EPS in \$	
<b>Net income (loss)</b>	<b>\$ 724.7</b>		<b>\$ (256.8)</b>	
Less:				
Discontinued operations	<b>603.9</b>		<b>(229.5)</b>	
Non-controlling interests	<b>5.3</b>		<b>5.9</b>	
<b>Net income (loss) attributable to SNC-Lavalin shareholders from continuing operations</b>	<b>\$ 115.5</b>	<b>\$ 0.66</b>	<b>\$ (33.2)</b>	<b>\$ (0.19)</b>
Restructuring and transformation costs	<b>\$ 39.3</b>		<b>\$ 31.5</b>	
Amortization of intangible assets related to business combination	<b>66.1</b>		<b>103.6</b>	
Fair value revaluation of Highway 407 ETR contingent consideration receivable	<b>—</b>		<b>57.2</b>	
Loss on disposals of PS&PM businesses	<b>0.6</b>		<b>7.5</b>	
Adjustment to provision for the Pyrrhotite Case litigation	<b>—</b>		<b>10.0</b>	
Gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell	<b>(1.3)</b>		<b>—</b>	
Income taxes and non-controlling interests on adjustments above	<b>(21.9)</b>		<b>(34.6)</b>	
<b>Total adjustments</b>	<b>\$ 82.8</b>	<b>\$ 0.47</b>	<b>\$ 175.2</b>	<b>\$ 1.00</b>
<b>Adjusted net income attributable to SNC-Lavalin shareholders</b>	<b>\$ 198.2</b>	<b>\$ 1.13</b>	<b>\$ 142.0</b>	<b>\$ 0.81</b>
Segment Adjusted EBIT from Capital	<b>\$ (58.7)</b>		<b>\$ (97.5)</b>	
Corporate selling, general and administrative expenses not allocated to the segments - Capital	<b>21.1</b>		<b>21.1</b>	
Net financial expenses from Capital	<b>12.5</b>		<b>12.4</b>	
Income taxes from Capital on adjustments above	<b>4.5</b>		<b>2.3</b>	
<b>Total adjustments to exclude Capital</b>	<b>\$ (20.6)</b>	<b>\$ (0.12)</b>	<b>\$ (61.7)</b>	<b>\$ (0.35)</b>
<b>Adjusted net income attributable to SNC-Lavalin shareholders from PS&amp;PM</b>	<b>\$ 177.6</b>	<b>\$ 1.01</b>	<b>\$ 80.3</b>	<b>\$ 0.46</b>

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

THIRD QUARTERS ENDED SEPTEMBER 30 (IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	2021	2020 <sup>(1)</sup>
Net income (loss) from continuing operations	\$ 19.8	\$ (8.1)
Net financial expenses	26.3	28.7
Income taxes	—	66.9
<b>EBIT</b>	<b>\$ 46.1</b>	<b>\$ 87.4</b>
Depreciation and amortization	\$ 44.1	\$ 45.3
Amortization of intangible assets related to business combinations	22.3	23.2
<b>EBITDA</b>	<b>\$ 112.6</b>	<b>\$ 155.9</b>
<b>(as % of Revenues)</b>	<b>6.2 %</b>	<b>8.8 %</b>
Restructuring and transformation costs	\$ 19.2	\$ 7.1
Loss on disposals of PS&PM businesses	0.6	7.5
<b>Adjusted EBITDA</b>	<b>\$ 132.4</b>	<b>\$ 170.4</b>
<b>(as % of Revenues)</b>	<b>7.3 %</b>	<b>9.6 %</b>
Net income from Capital	\$ (10.8)	\$ (25.5)
Depreciation and amortization from Capital	—	(0.1)
Net financial expenses from Capital	(4.0)	(3.9)
Income taxes from Capital	(1.7)	(0.7)
<b>Total adjustments to exclude Capital</b>	<b>\$ (16.6)</b>	<b>\$ (30.1)</b>
<b>Adjusted EBITDA from PS&amp;PM</b>	<b>\$ 115.8</b>	<b>\$ 140.3</b>
<b>(as % of Revenues from PS&amp;PM)</b>	<b>6.5 %</b>	<b>8.1 %</b>

NINE MONTHS ENDED SEPTEMBER 30 (IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	2021	2020 <sup>(1)</sup>
Net income (loss) from continuing operations	\$ 120.8	\$ (27.3)
Net financial expenses	83.5	86.5
Income taxes	25.8	21.5
<b>EBIT</b>	<b>\$ 230.0</b>	<b>\$ 80.7</b>
Depreciation and amortization	\$ 131.9	\$ 145.1
Amortization of intangible assets related to business combinations	66.1	103.6
<b>EBITDA</b>	<b>\$ 428.0</b>	<b>\$ 329.4</b>
<b>(as % of Revenues)</b>	<b>7.9 %</b>	<b>6.2 %</b>
Restructuring and transformation costs	\$ 39.3	\$ 31.5
Fair value revaluation of the Highway 407 ETR contingent consideration receivable	—	57.2
Loss on disposals of PS&PM businesses	0.6	7.5
Adjustment to provision for the Pyrrhotite Case litigation	—	10.0
Gain on remeasurement of assets of disposal group classified as held for sale to fair value less cost to sell	(1.3)	—
<b>Adjusted EBITDA</b>	<b>\$ 466.5</b>	<b>\$ 435.6</b>
<b>(as % of Revenues)</b>	<b>8.6 %</b>	<b>8.2 %</b>
Net income from Capital	\$ (20.6)	\$ (12.1)
Depreciation and amortization from Capital	(0.1)	(0.2)
Fair value revaluation of the Highway 407 ETR contingent consideration receivable from Capital	—	(57.2)
Net financial expenses from Capital	(12.5)	(12.4)
Income taxes from Capital	(4.5)	5.3
<b>Total adjustments to exclude Capital</b>	<b>\$ (37.7)</b>	<b>\$ (76.6)</b>
<b>Adjusted EBITDA from PS&amp;PM</b>	<b>\$ 428.9</b>	<b>\$ 359.0</b>
<b>(as % of Revenues from PS&amp;PM)</b>	<b>8.0 %</b>	<b>6.9 %</b>

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

THIRD QUARTERS ENDED SEPTEMBER 30 (IN MILLIONS \$)		2021			2020 <sup>(1)</sup>		
BY SEGMENT	SEGMENT ADJUSTED EBIT	DEPRECIATION AND AMORTIZATION	SEGMENT ADJUSTED EBITDA	SEGMENT ADJUSTED EBIT	DEPRECIATION AND AMORTIZATION	SEGMENT ADJUSTED EBITDA	
EDPM	\$ 86.5	\$ 19.3	\$ 105.8	\$ 81.1	\$ 24.6	\$ 105.7	
Nuclear	36.0	2.7	38.7	36.2	3.1	39.3	
Infrastructure Services	22.5	2.6	25.2	25.1	2.4	27.5	
<b>SNCL Engineering Services - Total</b>	<b>\$ 145.0</b>	<b>\$ 24.6</b>	<b>\$ 169.7</b>	<b>\$ 142.4</b>	<b>\$ 30.1</b>	<b>\$ 172.5</b>	
Resources	\$ (3.1)	\$ 2.6	\$ (0.5)	\$ (3.3)	\$ 3.0	\$ (0.3)	
Infrastructure EPC Projects	(26.4)	5.5	(20.8)	(25.1)	2.5	(22.6)	
<b>SNCL Projects - Total</b>	<b>\$ (29.5)</b>	<b>\$ 8.1</b>	<b>\$ (21.3)</b>	<b>\$ (28.4)</b>	<b>\$ 5.4</b>	<b>\$ (23.0)</b>	
<b>PS&amp;PM - Total</b>	<b>\$ 115.5</b>	<b>\$ 32.8</b>	<b>\$ 148.3</b>	<b>\$ 114.0</b>	<b>\$ 35.6</b>	<b>\$ 149.5</b>	
<b>Capital</b>	<b>\$ 23.6</b>	<b>\$ —</b>	<b>\$ 23.6</b>	<b>\$ 37.1</b>	<b>\$ 0.1</b>	<b>\$ 37.2</b>	
<b>Total from continuing operations</b>	<b>\$ 139.2</b>	<b>\$ 32.8</b>	<b>\$ 172.0</b>	<b>\$ 151.1</b>	<b>\$ 35.6</b>	<b>\$ 186.7</b>	

NINE MONTHS ENDED SEPTEMBER 30 (IN MILLIONS \$)		2021			2020 <sup>(1)</sup>		
BY SEGMENT	SEGMENT ADJUSTED EBIT	DEPRECIATION AND AMORTIZATION	SEGMENT ADJUSTED EBITDA	SEGMENT ADJUSTED EBIT	DEPRECIATION AND AMORTIZATION	SEGMENT ADJUSTED EBITDA	
EDPM	\$ 252.5	\$ 62.2	\$ 314.6	\$ 217.4	\$ 75.6	\$ 293.0	
Nuclear	101.1	9.1	110.2	103.8	10.2	114.1	
Infrastructure Services	69.4	7.7	77.1	65.2	7.6	72.8	
<b>SNCL Engineering Services - Total</b>	<b>\$ 422.9</b>	<b>\$ 78.9</b>	<b>\$ 501.9</b>	<b>\$ 386.4</b>	<b>\$ 93.5</b>	<b>\$ 479.9</b>	
Resources	\$ 0.2	\$ 7.6	\$ 7.8	\$ (77.7)	\$ 9.1	\$ (68.5)	
Infrastructure EPC Projects	(59.1)	12.0	(47.1)	(40.3)	12.1	(28.2)	
<b>SNCL Projects - Total</b>	<b>\$ (58.9)</b>	<b>\$ 19.6</b>	<b>\$ (39.3)</b>	<b>\$ (118.0)</b>	<b>\$ 21.3</b>	<b>\$ (96.7)</b>	
<b>PS&amp;PM - Total</b>	<b>\$ 364.0</b>	<b>\$ 98.6</b>	<b>\$ 462.6</b>	<b>\$ 268.5</b>	<b>\$ 114.8</b>	<b>\$ 383.2</b>	
<b>Capital</b>	<b>\$ 58.7</b>	<b>\$ 0.1</b>	<b>\$ 58.8</b>	<b>\$ 97.5</b>	<b>\$ 0.2</b>	<b>\$ 97.7</b>	
<b>Total from continuing operations</b>	<b>\$ 422.7</b>	<b>\$ 98.6</b>	<b>\$ 521.4</b>	<b>\$ 366.0</b>	<b>\$ 115.0</b>	<b>\$ 480.9</b>	

<sup>(1)</sup> Comparative figures have been re-presented as a result of the Oil & Gas business, which was previously included in the Resources segment, being presented as discontinued operations (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).

## 10 Risks and Uncertainties

The risks and uncertainties and risk management practices of the Company described in Section 14 of the 2020 Annual MD&A have not materially changed in the first nine months of 2021. See also Note 12, Contingent Liabilities, to the unaudited interim condensed consolidated financial statements of the Company for the three-month and nine-month periods ended September 30, 2021.

## 11 Controls and Procedures

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

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

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

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

There have been no changes in the Company's internal control over financial reporting that occurred during the period beginning on July 1, 2021 and ended on September 30, 2021 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

# 12 Quarterly Information

(IN MILLIONS \$, EXCEPT AS OTHERWISE NOTED)	2021			2020 <sup>(1)</sup>				2019 <sup>(1)</sup>
	THIRD QUARTER	SECOND QUARTER	FIRST QUARTER	FOURTH QUARTER	THIRD QUARTER	SECOND QUARTER	FIRST QUARTER	FOURTH QUARTER
<b>Continuing operations</b>								
<b>Revenues:</b>								
SNCL Engineering Services <sup>(1)</sup>	1,479.8	1,504.3	1,515.1	1,523.0	1,447.7	1,469.5	1,534.8	1,573.6
SNCL Projects	301.6	273.7	282.9	152.3	294.5	168.9	287.5	357.8
Capital <sup>(1)</sup>	27.4	19.8	21.7	22.6	38.9	21.6	46.2	36.2
<b>Total Revenues</b>	<b>1,808.8</b>	<b>1,797.8</b>	<b>1,819.7</b>	<b>1,697.9</b>	<b>1,781.1</b>	<b>1,660.0</b>	<b>1,868.5</b>	<b>1,967.6</b>
<b>EBIT</b>	<b>46.1</b>	<b>80.4</b>	<b>103.5</b>	<b>(372.7)</b>	<b>87.4</b>	<b>(21.5)</b>	<b>14.9</b>	<b>(132.9)</b>
Net financial expenses	26.3	25.9	31.2	27.5	28.7	25.9	31.9	28.4
<b>Earnings (loss) before income taxes from continuing operations</b>	<b>19.8</b>	<b>54.5</b>	<b>72.3</b>	<b>(400.2)</b>	<b>58.7</b>	<b>(47.5)</b>	<b>(17.0)</b>	<b>(161.3)</b>
Income taxes	—	22.2	3.6	(80.5)	66.9	(24.0)	(21.4)	15.0
<b>Net income (loss) from continuing operations</b>	<b>19.8</b>	<b>32.3</b>	<b>68.7</b>	<b>(319.7)</b>	<b>(8.1)</b>	<b>(23.5)</b>	<b>4.4</b>	<b>(176.3)</b>
<b>Net income (loss) from discontinued operations</b>	<b>582.1</b>	<b>16.5</b>	<b>5.3</b>	<b>(379.8)</b>	<b>(76.3)</b>	<b>(86.3)</b>	<b>(66.9)</b>	<b>(112.7)</b>
<b>Net income (loss)</b>	<b>601.9</b>	<b>48.9</b>	<b>74.0</b>	<b>(699.5)</b>	<b>(84.4)</b>	<b>(109.9)</b>	<b>(62.5)</b>	<b>(289.0)</b>
<b>Net income (loss) attributable to:</b>								
SNC-Lavalin shareholders	600.7	45.7	73.0	(702.7)	(85.1)	(111.6)	(66.0)	(292.9)
Non-controlling interests	1.2	3.1	0.9	3.3	0.7	1.8	3.4	3.9
<b>Net income (loss)</b>	<b>601.9</b>	<b>48.9</b>	<b>74.0</b>	<b>(699.5)</b>	<b>(84.4)</b>	<b>(109.9)</b>	<b>(62.5)</b>	<b>(289.0)</b>
<b>Basic earnings (loss) per share (\$)</b>	<b>3.42</b>	<b>0.26</b>	<b>0.42</b>	<b>(4.00)</b>	<b>(0.48)</b>	<b>(0.64)</b>	<b>(0.38)</b>	<b>(1.67)</b>
<b>Diluted earnings (loss) per share (\$)</b>	<b>3.42</b>	<b>0.26</b>	<b>0.42</b>	<b>(4.00)</b>	<b>(0.48)</b>	<b>(0.64)</b>	<b>(0.38)</b>	<b>(1.67)</b>
<b>Net income (loss) from continuing operations attributable to:</b>								
SNC-Lavalin shareholders	18.6	29.2	67.7	(322.9)	(8.8)	(25.3)	1.0	(180.2)
Non-controlling interests	1.2	3.1	0.9	3.3	0.7	1.8	3.4	3.9
<b>Net income (loss) from continuing operations</b>	<b>19.8</b>	<b>32.3</b>	<b>68.7</b>	<b>(319.7)</b>	<b>(8.1)</b>	<b>(23.5)</b>	<b>4.4</b>	<b>(176.3)</b>
<b>Basic earnings (loss) per share from continuing operations (\$)</b>	<b>0.11</b>	<b>0.17</b>	<b>0.39</b>	<b>(1.84)</b>	<b>(0.05)</b>	<b>(0.14)</b>	<b>0.01</b>	<b>(1.03)</b>
<b>Diluted earnings (loss) per share from continuing operations (\$)</b>	<b>0.11</b>	<b>0.17</b>	<b>0.39</b>	<b>(1.84)</b>	<b>(0.05)</b>	<b>(0.14)</b>	<b>0.01</b>	<b>(1.03)</b>
<b>Dividend declared per share (\$)</b>	<b>0.02</b>	<b>0.02</b>	<b>0.02</b>	<b>0.02</b>	<b>0.02</b>	<b>0.02</b>	<b>0.02</b>	<b>0.02</b>

<sup>(1)</sup> Comparative figures have been revised to reflect a change made to the Company's presentation of financial results of Capital, now presented separately from SNCL Engineering Services and, furthermore, comparative figures have been re-presented as a result of an operation discontinued (Refer to Note 2 to the unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended September 30, 2021).