

## SNC-LAVALIN GROUP INC. SECURITIES CLASS ACTIONS

### NOTICE OF CERTIFICATION AND AUTHORIZATION AND THE GRANTING OF LEAVE TO PROCEED WITH STATUTORY SECONDARY MARKET MISREPRESENTATION CLAIMS

Read this notice carefully as it may affect your legal rights

This notice is directed to all persons, wherever they may reside or be domiciled, who acquired securities of SNC-Lavalin Group Inc. ("SNC") during the period from and including November 6, 2009 to and including February 27, 2012 (the "Class Period"), other than certain excluded persons associated with the defendants described below (the "Class Members").

#### THE CERTIFICATION ORDERS

On September 19, 2012, Justice Perell of the Ontario Superior Court of Justice certified the action *The Trustees of the Drywall Acoustic Lathing and Insulation Local 675 Pension Fund, et al. v SNC-Lavalin Group Inc., et al.*, Court File No. CV-12-453236-00CP (the "Ontario Action") as a class proceeding, and appointed the Trustees of the Drywall Acoustic Lathing and Insulation Local 675 Pension Fund (the "Trustees") and 0793094 B.C. Ltd. as representative plaintiffs.

On January 24, 2013, Justice Francoeur of the Québec Superior Court authorized the action *Delaire v SNC-Lavalin Group Inc., et al.*, Court File No. 200-06-000141-120 (the "Québec Action") as a class proceeding, and appointed Jean-Paul Delaire as representative plaintiff.

The Ontario Action has been certified on behalf of the following class: all persons, wherever they may reside or be domiciled, who acquired securities of SNC during the Class Period, except for: (1) SNC's past and present subsidiaries, affiliates, officers, directors, legal representatives, heirs, predecessors, successors and assigns, and any spouse or child of the defendants Ian A. Bourne, David Goldman, Patricia A. Hammick, Pierre H. Lessard, Edythe A. Marcoux, Lorna R. Marsden, Claude Mongeau, Gwyn Morgan, Michael D. Parker, Hugh D. Segal, Lawrence N. Stevenson, Gilles Laramée, Michael Novak, Pierre Duhaime, Riadh Ben Aïssa and Stéphane Roy (the "Excluded Persons"); and (2) those persons who are members of the class authorized in the Québec Action, as described in the next paragraph.

The Québec Action has been authorized on behalf of the following class: all persons who acquired securities of SNC during the Class Period, who were resident or domiciled in the Province of Québec at the time they acquired such securities, and who are not precluded from participating in a Québec class action by virtue of

Article 999 of the Québec *Code of Civil Procedure*, except for the Excluded Persons.

Under Article 999 of the Québec *Code of Civil Procedure*, a Class Member that is a legal person established for a private interest, partnership or association is part of the class authorized in the Québec Action only if, at all times during the period from March 1, 2011 to February 29, 2012, not more than 50 persons bound to it by contract of employment were under its direction or control, and if it is dealing at arms length with the representative of the group. Persons excluded from the class in the Québec Action by virtue of Article 999 are included in the class in the Ontario Action.

The certification and authorization orders mean that the Ontario Action and the Québec Action may proceed to trial as class actions involving claims under securities legislation described below for damages for misrepresentations in SNC's disclosure documents.

Certification and authorization are preliminary procedural matters. The merits of the claims in the actions, or the allegations of fact on which the claims are based, have not been finally determined by the courts. The defendants deny that the claims in the actions have merit.

#### THE LEAVE ORDERS

On September 19, 2012, Justice Perell of the Ontario Superior Court of Justice also granted leave to the plaintiffs in the Ontario Action to commence an action under the secondary market liability provisions of the Ontario *Securities Act* and the analogous provisions of the securities legislation of each other Canadian jurisdiction.

On January 24, 2013, Justice Francoeur of the Québec Superior Court also granted leave to the plaintiff in the Québec Action to commence an action under the secondary market liability provisions of the Québec *Securities Act*.

The only claims being pursued in the class actions are misrepresentation claims under the secondary market liability provisions of the *Securities Act* of each Canadian province and territory. These claims are subject to damages caps, which limit the amount of damages that

can be recovered from the defendants. Plaintiffs' class counsel believe that the potential total damages for the matters alleged in this case may exceed the damages caps. If you wish to pursue other claims against the defendants relating to the matters at issue in the class actions, you should immediately seek independent legal advice because these other claims will be compromised if you do not opt out. See "Additional Information" for how to access the claims and the certification orders setting out the matters at issue in the class actions.

### **DO NOTHING IF YOU WANT TO PARTICIPATE IN THE CLASS ACTIONS**

Class Members who want to participate in the Ontario Action and the Québec Action are automatically included and need not do anything at this time.

### **YOU MUST OPT OUT IF YOU DO NOT WANT TO PARTICIPATE IN THE CLASS ACTIONS**

Class Members who do not want to participate in the class actions must opt out. **If you want to opt out of the class actions, you must send a signed letter stating that you elect to opt out of the class in the SNC class actions and provide the additional information described below.**

In order for your opt out request to be valid, it must include all of the following information: (i) the date(s) on which you purchased and sold SNC securities; (ii) the number of securities purchased and sold; (iii) the price at which you purchased and sold SNC securities; and (iv) your name, address, telephone number and signature. If you are submitting an opt out request on behalf of a corporation or other entity, you must state your position and provide your authority to bind the corporation or entity.

Your opt out request may be sent by fax or mail to:

NPT RicePoint Class Action Services  
Re: SNC-Lavalin Group Inc. Securities Litigation  
P.O. Box 3355  
London, ON N6A 4K3 Canada  
Fax: (519) 432-6544

**In order for your opt out request to be valid, it must be postmarked or received no later than May 8, 2013 and it must contain all the requested information.**

Each Class Member who does not opt out of the class actions will be bound by the terms of any judgment or settlement, whether favourable or not, and will not be allowed to prosecute an independent action against any of the defendants for any of the factual matters raised in the class actions. If the class actions are successful, you may be entitled to share in the amount of any award

or settlement recovered. In order to determine if you are entitled to share in the award or settlement and the amount, if any, of your share, it may be necessary to conduct an individual determination. There may be costs payable by you if it is determined that you are not entitled to share in the award or settlement. You will have the opportunity to decide if you wish to proceed with your individual determination before it begins.

No person may opt out a minor or a mentally incapable member of the class without permission of the courts after notice to The Children's Lawyer and/or the Public Guardian and Trustee, as appropriate.

A Class Member who opts out will not be entitled to participate in the class actions and will not be entitled to share in the amount of any award, if the class actions are successful, or in any settlement achieved, if any.

### **CLASS COUNSEL AND LEGAL FEES**

The plaintiffs and the class in the Ontario Action are represented by Siskinds LLP and Rochon Genova LLP. The plaintiffs and the class in the Québec Action are represented by Siskinds, Desmeules, Avocats.

In the Ontario Action, Siskinds LLP and Rochon Genova LLP are acting on a contingency basis, such that legal fees, disbursements and applicable taxes will be payable only in the event of success in the Ontario Action. Siskinds LLP and Rochon Genova LLP are also paying all disbursements incurred in the Ontario Action.

In the event of success in the class actions, class counsel will make a motion to the courts to have their fees and disbursements approved.

As a Class Member, you will not be required to pay any costs in the event that the class actions are unsuccessful.

### **ADDITIONAL INFORMATION**

This notice was approved by the Ontario Superior Court of Justice and the Québec Superior Court. The court offices cannot answer any questions about the matters in this notice. The claims, orders of the courts and other information are available on class counsel's websites at [www.classaction.ca](http://www.classaction.ca) and [www.rochongenova.com](http://www.rochongenova.com).

Questions relating to the Ontario Action should be directed by email or telephone to Ontario class counsel:

A. Dimitri Lascaris  
Siskinds LLP  
680 Waterloo Street  
London, ON N6A 3V4  
Tel: 1.800.461.6166 ext. 2380 (toll free)  
Email: dimitri.lascaris@siskinds.com

Joel Rochon  
Rochon Genova LLP  
121 Richmond Street West, Suite 900  
Toronto, ON M5H 2K1  
Tel: 1.866.881.2292 (toll free)  
Email: jrochon@rochongenova.com

Questions relating to the Québec Action should be directed by email or telephone to Québec class counsel:

Samy Elnemr  
Siskinds, Desmeules, Avocats  
480 St-Laurent Blvd., Suite 501  
Montréal, QC H2Y 3Y7  
Tel: 514.849.1970  
Email: samy.elnemr@siskindsdesmeules.com

#### **NOTICE TO BROKERAGE FIRMS**

Please deliver this notice promptly by email to your clients who purchased SNC securities during the Class Period and for whom you have valid email addresses. If you have clients who purchased SNC securities during the Class Period for whom you do not have valid email addresses, please contact NPT RicePoint Class Action Services to obtain hard copies of this notice for the purpose of mailing the notice to those clients or provide to NPT RicePoint the mailing address for those clients so they can mail the notices directly to those clients. Brokerage firms may cumulatively request up to \$15,000 in total for the expenses incurred relating to the distribution of this notice to the Class Members. If the amounts submitted in aggregate exceed \$15,000, each brokerage firm's claim shall be reduced on a pro rata basis.

***The publication of this notice was authorized by the Ontario Superior Court of Justice and the Québec Superior Court***