



**AECON GROUP INC.**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Tuesday, June 2, 2020**

**9:00 AM EDT**

**MEETING RULES OF CONDUCT AND PROCEDURES**

Welcome to the annual meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Aecon Group Inc. (referred to herein as the “**Corporation**”, “**Aecon**”, “**we**” or “**our**”) being held in a virtual-only format by way of live audio webcast. We are committed to holding a fair and informative Meeting which allows a respectful exchange of information. Accordingly, we ask for your cooperation in observing the following rules and procedures during the Meeting.

1. Aecon’s bylaws describe requirements for meetings of our Shareholders and the Chair will conduct the Meeting consistent with those requirements.
2. Only Shareholders as of the close of business on April 3, 2020 (the “**Record Date**”), or duly authorized proxyholders, are entitled to submit questions and vote at the Meeting. To vote or submit questions, please login as a Shareholder to the audio webcast by entering the **16-digit control number** you received with your proxy materials. Shareholders may vote when the polls open until they close. The polls for voting will open immediately after the last motion submitted to Shareholders is moved and seconded. If you have voted your Common Shares prior to the start of the Meeting, your vote has been received by Aecon or Broadridge and there is no need to vote those shares during the Meeting, unless you wish to revoke or change your vote.
3. At the Meeting, Shareholders will be asked to vote on those matters set out in the Corporation’s notice of meeting (the “**Notice**”) and management information circular dated May 6, 2020.
4. We welcome questions from our Shareholders. If a Shareholder has a question about one or more of the matters to be voted on by the Shareholders at the Meeting, such question may be submitted at the appropriate time by typing your question into the *Ask a Question* field on your screen and clicking submit. We will answer as many questions as possible on any matters to be voted on by the Shareholders following any adjournment or postponement of the formal business of the Meeting.
5. To allow us to answer questions from as many Shareholders as possible, **we will limit each Shareholder to two questions**. It will help us if questions are succinct and cover only one topic per question. Questions from multiple Shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
6. Guests will not be able to submit questions or vote at the Meeting. Guests will be able to join the audio webcast at [www.virtualshareholdermeeting.com/Aecon2020](http://www.virtualshareholdermeeting.com/Aecon2020).

7. Shareholder questions are welcome, but the Chair of the Meeting will not address any questions that are, among other things:

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- ⊗ Irrelevant to the business of Aecon or to the business of the Meeting.
  - ⊗ Related to material non-public information of Aecon.
  - ⊗ Related to personal matters, such as personal concerns or grievances or that are not matters of interest to Shareholders generally.
  - ⊗ Derogatory references to individuals or that are otherwise in bad taste.
  - ⊗ Repetitious statements already made by another Shareholder.
  - ⊗ Out of order or not otherwise suitable for the conduct of the Meeting as determined by the Chair or the Secretary in their reasonable judgment.
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8. If there are any matters of individual concern to a Shareholder and not of general concern to all Shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Meeting by contacting our Investor Relations team as follows:

<b>BY E-MAIL</b>	<a href="mailto:ir@aecon.com">ir@aecon.com</a>
<b>BY PHONE</b>	416.297.2600
<b>BY MAIL (in an envelope marked "Confidential – Board of Directors")</b>	Aecon Group Inc. Attn: SVP, Corporate Development & Investor Relations 20 Carlson Court, Suite 105 Toronto, ON M9W 7K6

Shareholders may also contact the board of directors of Aecon (the "**Board**"), or any of its directors as follows:

<b>BY E-MAIL</b>	<a href="mailto:BoardofDirectors@aecon.com">BoardofDirectors@aecon.com</a>
<b>BY MAIL (in an envelope marked "Confidential – Board of Directors")</b>	Aecon Group Inc. Attn: Aecon Board of Directors 20 Carlson Court, Suite 105 Toronto, ON M9W 7K6

The lead director of the Board may be reached directly via e-mail at [LeadDirector@aecon.com](mailto:LeadDirector@aecon.com), or by mail at the address specified above.

9. In the event of technical malfunction or other significant problem that disrupts the Meeting, the Chair of the Meeting may adjourn, recess, or expediate the Meeting, or take such other action that the Chair determines is appropriate in light of the circumstances.
10. Aecon will record the Meeting. A webcast playback will be available on Broadridge's virtual shareholder meeting website. Any other recording of the Meeting is prohibited.

Thank you for your cooperation and for joining Aecon at the Meeting.