

# NOTICE OF 2024 ANNUAL MEETING OF SHAREHOLDERS



You are invited to the Annual Meeting of Shareholders (the "Meeting") of Aecon Group Inc. (the "Corporation" or "Aecon")

**When**

June 4, 2024

9:00 AM (Eastern Daylight Time)

**Where**

At the offices of the Corporation located at 20 Carlson Court, Suite 105 in Toronto, Ontario, Canada M9W 7K6.

**Record Date**

Close of business on April 10, 2024

**BUSINESS OF THE MEETING**

At the Meeting, Shareholders will:

- (i) receive the Corporation's annual financial statements for the financial year ended December 31, 2023, including the external auditor's report;
- (ii) elect directors of the Corporation;
- (iii) consider and, if deemed advisable, approve the advisory resolution to accept the Corporation's approach to executive compensation;
- (iv) to consider and, if deemed advisable, approve an ordinary resolution, in the form set forth in Appendix 4 of the attached Management Information Circular, to confirm all unallocated deferred share units and restricted share units under the Corporation's long-term incentive plan;
- (v) appoint PricewaterhouseCoopers LLP as the auditors of the Corporation for the current fiscal year and to authorize the Board of Directors of the Corporation to fix their remuneration; and
- (vi) transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.


**BY ORDER OF THE BOARD OF DIRECTORS,**

Toronto, Ontario  
May 2, 2024


Martina Doyle  
General Counsel, Public Company & Corporate Secretary

**YOUR VOTE IS IMPORTANT**




Registered Shareholders entitled to vote at the Meeting may use one of the voting methods shown below in order to vote in advance of the Meeting:

**By Phone**  You can vote your shares by calling 1-866-732-8683 (toll-free in North America). You will need to enter your 15-digit control number printed on the front of your proxy form. Follow the interactive voice recording instructions to submit your vote.

**Online**  You can vote your shares online at [www.investorvote.com](http://www.investorvote.com). You will need to enter your 15-digit control number printed on the front of your proxy form and follow the instructions on screen.

**By Mail**  Complete, sign, date and return your form of proxy or voting instruction form in the postage-paid envelope provided to Computershare Investor Services Inc. Attention: Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto ON, M5J 2Y1.

Beneficial Shareholders entitled to vote at the Meeting may use one of the voting methods shown below in order to vote in advance of the Meeting:

	<b>Canadian Beneficial Owner (Canadian Non-Objecting Beneficial Owner (CDN NOBO) or Canadian Objecting Beneficial Owner (CDN OBO))</b>	<b>U.S. Beneficial Owner (US Non-Objecting Beneficial Owner (US NOBO) or U.S. Objecting Beneficial Owner (US OBO))</b>
<b>By Phone</b>	Call 1-800-474-7493 (English) or 1-800-474-7501 (French).	Call 1-800-454-8683.
	You will need to enter your 16-digit control number printed on the front of your voting instruction form. Follow the interactive voice recording instructions to submit your vote.	You will need to enter your 16-digit control number printed on the front of your voting instruction form. Follow the interactive voice recording instructions to submit your vote.
<b>Online</b>	Go to <a href="http://www.proxyvote.com">www.proxyvote.com</a> .	Go to <a href="http://www.proxyvote.com">www.proxyvote.com</a> .
	Enter your 16-digit control number printed on the front of your voting instruction form and follow the instructions on screen.	Enter your 16-digit control number printed on the front of your voting instruction form and follow the instructions on screen.
<b>By Mail</b>	Enter voting instructions and send your completed voting instruction form to:	Enter voting instructions and send your completed voting instruction form to:
	Data Processing Centre PO BOX 3700 STN Industrial Park Markham ON L3R 9Z9	Proxy Services PO Box 9104 Farmington, New York 11735-9533

Further details on the voting processes are provided in the enclosed proxy form or voting instruction form. **All voting instructions, to be valid, must be received by Computershare Investor Services Inc. no later than 9:00 AM (Eastern Daylight Time) on May 31, 2024 (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting) in order for the proxy to be voted. Beneficial shareholders must provide their voting instructions to their intermediary by the deadline specified on the voting instruction form so that the intermediary has sufficient time to act on the voting instructions in advance of the proxy cut-off.**

**Registered and Beneficial Shareholders** - If you have any questions or need assistance voting, you can contact Kingsdale Advisors at 1-877-657-5857 (toll-free within North America) or 416-623-4172 (text or collect outside North America) or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com). To keep current with and obtain information about voting your shares, please visit [www.AECONAGM.com](http://www.AECONAGM.com).

**Aecon employees** - If you have any questions or need assistance voting, you can contact Kingsdale Advisors at 1-888-370-3955 (toll-free and text) or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com). To keep current with and obtain information about voting your shares, please visit [www.AECONAGM.com](http://www.AECONAGM.com).