

## POSITION DESCRIPTION FOR THE LEAD DIRECTOR

### FUNCTION:

So long as the Chair of the Board of Directors (the “**Board**”) of Aecon Group Inc. (the “**Corporation**”) is deemed to not be independent, the Board shall ensure that there is a Lead Director of the Board. The prime responsibility of the Lead Director is to facilitate the functioning of the Board of the Corporation and to facilitate its exercise of independent judgment in carrying out its responsibilities. Critical to meeting this accountability is the relationship between the Board and management. The Lead Director must oversee that the Board’s relationship to management functions effectively and furthers the best interests of the Corporation.

The Lead Director shall be an independent director and is appointed by the Board. The Lead Director holds office until such time as he or she resigns or is replaced by a majority vote of the independent directors.

### SPECIFIC RESPONSIBILITIES:

In fulfilling his responsibility, the Lead Director will:

1. together with the Chairman of the Board of Directors (the “**Chair**”), oversee the Board’s discharge of its duties assigned to it by law, in the constating documents of the Corporation and the Corporate Governance Guidelines;
2. together with the Chair, work with the Committees appointed by the Board, so that they have a proper structure and appropriate assignments;
3. together with the Chair, oversee the responsibilities and functions delegated to the Committees, including, but not limited to, financial reporting, compensation, performance evaluations and internal control systems;
4. together with the Chair, take steps to foster the Board’s understanding of its responsibilities and boundaries with management;
5. chair meetings of the Board when the Chair is not present or when there is a potential conflict of interest involving the Chair;
6. act as a spokesperson for the Board and the Corporation if and when the Chair is absent or incapacitated or when there is a potential conflict of interest involving the Chair;
7. act as a leader for the independent directors;
8. ensure that appropriate processes are in place respecting the annual performance review of the Chair, and, together with the Corporate Governance, Nominating and Compensation Committee Chair, co-ordinate assessment of the Chair’s performance;
9. together with the Chair and Corporate Governance, Nominating and Compensation Committee Chair, ensure that an assessment is conducted, on an annual basis, of the performance of the Board and its members;
10. serve as an independent contact for directors on matters deemed to be inappropriate to be discussed initially with the Chair or in other situations where the Chair is not available;
11. hold one-on-one discussions with the directors when the Corporate Governance, Nomination and Compensation Committee or the Board so requests;
12. communicate with the Chair and CEO of the Corporation so that they are aware of concerns of the independent directors, shareholders and other stakeholders;
13. be available to counsel the Chair on matters appropriate for review in advance of discussion with the full Board;
14. organize and present agenda for in camera independent director meetings based on input from directors and

management;

15. preside over in camera independent director meetings and conduct the meetings in an efficient, effective and focussed manner;
16. oversee the distribution of information to independent directors for purposes of in camera independent directors meetings in a manageable form, sufficiently in advance of the meeting; and
17. perform other functions as may be reasonably requested by the Board.