

## BOARD OF DIRECTORS

### MANDATE OF THE BOARD CHAIR

The Board of Directors (the “**Board**”) of Aecon Group Inc. (the “**Corporation**”) is chaired by the Board Chair with assistance from the Lead Director, as applicable (per the Position Description for the Lead Director, so long as the Chair of the Board of the Corporation is deemed to not be independent, the Board shall ensure that there is a Lead Director of the Board). The Lead Director shall be an independent director. The Board Chair, with the co-operation and assistance of the Lead Director, is responsible for the management, the development and the effective performance of the Board. The Board Chair is charged with taking all reasonable measures to ensure that the Board fully executes its mandate.

### RESPONSIBILITIES

The Board Chair has the following responsibilities:

#### With Respect to Board Effectiveness

- (1) Taking all reasonable steps to ensure that the Board works as a cohesive team and providing the leadership essential to achieve cohesiveness.
- (2) Arranging for adequate resources being made available to the Board (in particular timely and relevant information) to support its work.
- (3) Taking all reasonable steps to ensure that the Board has the information and access to management necessary to fulfill its mandate.

#### With Respect to Board Management

- (1) Chairing meetings of the Board.
- (2) Setting the agenda of each Board meeting, in consultation with the Chief Executive Officer, Chief Financial Officer and the Chief Legal Officer.
- (3) Taking all reasonable steps to ensure that the conduct of Board meetings facilitates discussion and provides sufficient time for proper analysis and discussion of the business under consideration.
- (4) Adopting procedures to ensure that the Board conducts its work in an effective and efficient manner.
- (5) Ensuring that the Board fulfills its mandate and responsibilities.
- (6) Taking all reasonable steps to ensure that, where responsibilities are delegated to committees or individual directors, said responsibilities are carried out and results are reported to the Board.
- (7) Taking all reasonable steps to ensure that independent directors meet periodically without management and without the other non-independent directors being present.
- (8) Along with the Lead Director, as applicable, approaching potential Board candidates, once identified by other members of the Board and senior management, and approved by the Corporate Governance, Nominating and Compensation Committee, to explore their interest in joining the Board.
- (9) Taking steps to ensure that the behaviour and actions of the Board conform to the Vision, Mission and Core Values of Aecon.
- (10) Along with the Lead Director, as applicable, 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.

**With Respect to Relationships Between the Board and Management, Shareholders and other Stakeholders**

- (1) Taking all reasonable steps to ensure that the expectations of the Board toward management, and the expectations of management toward the Board, are clearly expressed, understood and respected.
- (2) Acting as liaison between the Board and senior management including taking the necessary steps to ensure that Aecon is building a healthy governance culture and striving for best practices.
- (3) Setting the “ethical tone at the top” by becoming the personification of the Vision, Mission and Core Values of Aecon.
- (4) Taking the steps necessary to ensure that senior management adheres to the Vision, Mission and Core Values of Aecon.
- (5) Chairing annual and special meetings of the shareholders.
- (6) Along with the Lead Director, as applicable, representing Aecon to external groups such as shareholders and other stakeholders, including local community groups and governments.