

Aecon Group Inc.

**Management's Discussion and Analysis
of Operating Results and Financial Condition**

December 31, 2018

Management’s Discussion and Analysis of Operating Results and Financial Condition (“MD&A”)

The following discussion and analysis of the consolidated results of operations and financial condition of Aecon Group Inc. (“Aecon” or the “Company”) should be read in conjunction with the Company’s December 31, 2018 consolidated financial statements and notes. This MD&A has been prepared as at March 5, 2019. Additional information on Aecon is available through the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedar.com and includes the Company’s Annual Information Form and other securities and continuous disclosure filings.

Introduction

Commencing in 2018, Aecon’s Energy and Mining segments were combined into an Industrial segment to align with Aecon’s operating management structure at that time and to build on the “One Aecon” business strategy to capitalize on and combine the strengths and synergies of the Aecon group. Prior year comparative figures have been restated to conform to the presentation adopted in the current year.

Throughout 2018 Aecon operated in three principal segments within the construction and infrastructure development industry: Infrastructure, Industrial, and Concessions.

The Infrastructure segment includes all aspects of the construction of both public and private infrastructure, primarily in Canada, and on a selected basis, internationally. The Infrastructure segment focuses primarily on the following sectors:

INFRASTRUCTURE	
Sector	Service Focus
Transportation	<ul style="list-style-type: none">• Roads and bridges• Rail and transit• Municipal road construction• Asphalt production and aggregates• Material engineering and design• Foundations
Major Projects	<ul style="list-style-type: none">• Hydroelectric• Tunnels and transit stations• Marine• Major civil transportation infrastructure• Water treatment facilities• Mechanical systems• Airports

The Industrial segment encompasses a full suite of service offerings, primarily to energy and mining markets, including conventional industrial construction and manufacturing activities such as in-plant construction, site construction, fabrication, module assembly and, until its sale in November 2018, contract mining. The Industrial segment offers turnkey services consolidating Aecon’s industrial and manufacturing capabilities and services across Canada, with a focus on delivering construction services that span the scope of a project’s life cycle from site preparation, overburden removal, and resource extraction to processing and environmental reclamation. The activities of the Industrial segment are concentrated predominantly in Canada and focus primarily on the following sectors:

INDUSTRIAL	
Sector	Service Focus
Conventional Industrial	<ul style="list-style-type: none"> • Steam Assisted Gravity Drainage (SAGD) operations in the oil sands • Turnkey well pad construction and field facilities • Liquefied natural gas (LNG) plants • Gas compression facilities • Thermal and hydro • Natural gas • Renewables • Fabrication (pipe fabrication, custom steel) • Modularization and field installation • Plant maintenance turnaround • Mine site development including overburden removal and piling services • Environmental reclamation services • Ore storage facilities • Heavy mechanical works • Complete process installations
Nuclear	<ul style="list-style-type: none"> • Full EPC project services • Reactor component replacement • Plant system overhaul, upgrades and modifications • Maintenance and outage support • Nuclear waste management sites and facilities • Fabrication of engineered modules, waste containers and flasks, plant equipment and components • Structural and pipe fabrication • CANDU single or multiple fuel channel replacements • Turbine generator maintenance/overhaul • Facility construction and maintenance • Facility decommissioning
Utilities	<ul style="list-style-type: none"> • Oil and gas pipeline construction and integrity programs • Telecom infrastructure • Power transmission and distribution networks • Water and sewer construction • District energy • Locate services • High voltage transmission

Activities within the Concessions segment include the development, financing, construction and operation of infrastructure projects by way of build-operate-transfer, build-own-operate-transfer and other public-private partnership contract structures. The Concessions segment focuses primarily on the following activities:

CONCESSIONS	
Activities	Service Focus
Project Financing	<ul style="list-style-type: none"> • Development of domestic and international Public-Private Partnership (“P3”) projects • Private finance solutions
Development	<ul style="list-style-type: none"> • Developing effective strategic partnerships • Leading and/or actively participating in development teams
Construction and Operation	<ul style="list-style-type: none"> • Seamlessly integrating the services of all project participants • Harnessing strengths and capabilities of Aecon

The construction industry in Canada is seasonal in nature for companies like Aecon that perform a significant portion of their work outdoors, particularly road construction and utilities work. As a result, less work is performed in the winter and early spring months than in the summer and fall months. Accordingly, Aecon has historically experienced a seasonal pattern in its operating results, with the first half of the year, and particularly the first quarter, typically generating lower revenue and profit than the second half of the year. Therefore, results in any one quarter are not necessarily indicative of results in any other quarter, or for the year as a whole.

FORWARD-LOOKING INFORMATION

The information in this Management's Discussion and Analysis includes certain forward-looking statements. Although these forward-looking statements are based on currently available competitive, financial and economic data and operating plans, they are subject to risks and uncertainties. In addition to events beyond Aecon's control, there are factors which could cause actual or future results, performance or achievements to differ materially from those expressed or inferred herein including risks associated with an investment in the common shares of Aecon and the risks related to Aecon's business, including, but not limited to, the timing of projects, unanticipated costs and expenses, general market and industry conditions and operational and reputational risks, including Large Project Risk and Contractual Factors.

Risk factors are discussed in greater detail in the section on "Risk Factors" later in this MD&A. Forward-looking statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, ongoing objectives, strategies and outlook for Aecon. Forward-looking statements may in some cases be identified by words such as "will", "plans", "believes", "expects", "anticipates", "estimates", "projects", "intends", "should" or the negative of these terms, or similar expressions. Other important factors, in addition to those discussed in this document, could affect the future results of Aecon and could cause its results to differ materially from those expressed in any forward-looking statements. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and Aecon undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

FINANCIAL REPORTING STANDARDS

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS").

NON-GAAP AND ADDITIONAL GAAP FINANCIAL MEASURES

The MD&A presents certain non-GAAP and additional GAAP (GAAP refers to Canadian Generally Accepted Accounting Principles) financial measures to assist readers in understanding the Company's performance. These non-GAAP measures do not have any standardized meaning and therefore are unlikely to be comparable to similar measures presented by other issuers and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

Management uses these non-GAAP and additional GAAP measures to analyze and evaluate operating performance. Aecon also believes the non-GAAP and additional GAAP financial measures below are commonly used by the investment community for valuation purposes, and are useful complementary measures of

profitability, and provide metrics useful in the construction industry. The most directly comparable measures calculated in accordance with GAAP are profit (loss) attributable to shareholders or earnings (loss) per share.

Throughout this MD&A, the following terms are used, which are not found in the Chartered Professional Accountants of Canada Handbook and do not have a standardized meaning under GAAP.

Non-GAAP Financial Measures

Non-GAAP financial measures are measures that either exclude or include amounts that are not excluded or included in the most directly comparable measures calculated and presented in accordance with GAAP in the consolidated financial statements.

- **“Adjusted EBITDA”** represents operating profit (loss) adjusted to exclude depreciation and amortization, the gain (loss) on sale of assets and investments, and net income (loss) from projects accounted for using the equity method, but including “Equity Project EBITDA” from projects accounted for using the equity method.
- **“Equity Project EBITDA”** represents Aecon’s proportionate share of the earnings or losses from projects accounted for using the equity method before depreciation and amortization, net financing expense and income taxes.
- **“Adjusted EBITDA margin”** represents Adjusted EBITDA as a percentage of revenue.
- **“Backlog”** means the total value of work that has not yet been completed that: (a) has a high certainty of being performed as a result of the existence of an executed contract or work order specifying job scope, value and timing; or (b) has been awarded to Aecon, as evidenced by an executed binding letter of intent or agreement, describing the general job scope, value and timing of such work, and where the finalization of a formal contract in respect of such work is reasonably assured. Operations and maintenance (“O&M”) activities are provided under contracts that can cover a period of up to 30 years. In order to provide information that is comparable to the backlog of other categories of activity, Aecon limits backlog for O&M activities to the earlier of the contract term and the next five years.

Additional GAAP Financial Measures

Additional GAAP financial measures are presented on the face of the Company’s consolidated statements of income and are not meant to be a substitute for other subtotals or totals presented in accordance with IFRS, but rather should be evaluated in conjunction with such IFRS measures.

- **“Gross profit”** represents revenue less direct costs and expenses. Not included in the calculation of gross profit are marketing, general and administrative expenses (“MG&A”), depreciation and amortization, income or losses from projects accounted for using the equity method, foreign exchange, interest, gains or losses on the sale of assets, income taxes, and non-controlling interests.
- **“Gross profit margin”** represents gross profit as a percentage of revenue.
- **“Operating profit (loss)”** represents the profit (loss) from operations, before net financing expense, income taxes and non-controlling interests.
- **“Operating margin”** represents operating profit (loss) as a percentage of revenue.

RECENT DEVELOPMENTS

Jean-Louis Servranckx Appointed President and Chief Executive Officer

On September 4, 2018, Jean-Louis Servranckx assumed the role of President and Chief Executive Officer of the Company. Mr. Servranckx has over 30 years of experience in the construction industry and was most recently President and CEO of Eiffage Civil Works Division, now known as Eiffage Infrastructures Branch, a business with over \$6 billion in revenue and operations throughout Europe, Africa and in Canada. Mr. Servranckx graduated from École des Mines de Paris, holds an MBA from INSEAD and is fluent in English, French and Spanish.

On October 25, 2018, Aecon announced the appointment of Jean-Louis Servranckx to Aecon's Board of Directors.

Aecon Sells Contract Mining Business to North American Construction Group

On November 23, 2018, Aecon completed the sale of its contract mining business to North American Construction Group ("NACG"), whereby substantially all of the assets and operations related to Aecon's contract mining business were sold to NACG for a purchase price of \$199.1 million, subject to customary closing adjustments.

Aecon's contract mining business provided overburden removal and environmental reclamation services through a fleet of earth-moving equipment, primarily in the oil sands in Fort McMurray, Alberta.

As part of the transaction, cash of \$150.8 million was received in 2018, \$12.9 million of debt related to certain equipment sold was assumed by the purchaser, and the remaining balance of the purchase price (\$35.4 million) will be paid in instalments over eighteen months following closing, secured by a charge over certain assets that are the subject of the transaction. The deferred payments are not subject to conditions.

The sale of the contract mining business did not generate a gain or loss in the 2018 financial results.

Proposed Arrangement Not to Proceed

On October 26, 2017, the Company entered into an arrangement agreement (the "Arrangement Agreement") with CCCC International Holding Limited and 10465127 Canada Inc. (together, "CCCI"), pursuant to which CCCI agreed, subject to satisfaction of customary conditions, to acquire all of the issued and outstanding Common Shares of Aecon for \$20.37 per Common Share in cash by way of a statutory plan of arrangement under the Canada Business Corporations Act (the "Arrangement").

On May 23, 2018, the Company was informed that the Governor in Council had issued an order under the Investment Canada Act directing CCCI not to implement its proposed acquisition of Aecon. As a result, the Arrangement did not proceed.

BUSINESS STRATEGY

Aecon's overall strategic goal is to clearly be Canada's number one infrastructure development and construction company that safely, profitably, and sustainably delivers integrated services, products and solutions to meet its customers' needs.

Current Position

Aecon has made significant progress over the past ten years, initially building scale in core markets, then achieving geographic and end-market diversity, and, in more recent years, focusing on a strategic path that builds a culture of operating excellence and consistent performance using a "One Aecon" strategy in executing large, sophisticated turnkey projects for clients. This is highlighted by investment in, and deployment of, a common management and systems platform and enhanced project risk management and controls. Looking forward, the core of Aecon's strategy continues to be to differentiate its service offering in its key end-markets, which will lead to opportunities to secure higher-return projects by increasing the sophistication of the work being performed and limiting the ability of others to match what Aecon delivers to its clients.

The progress Aecon has made in recent years with respect to the "One Aecon" strategy has increasingly allowed for the seamless transition of resources, project management, and systems from one sector to another, allowing Aecon to capitalize on those markets providing the greatest opportunity at any point in time. This trend is expected to continue going forward, seeing Aecon's services and resources becoming increasingly mobile between end markets. Aecon is currently migrating its overall management and operating structure to reflect this increasingly flexible model.

Aecon's strategic path is comprised of five core elements:

a) Invest in Aecon's People and their Safety

The Company is committed to the development of its employees to build upon its leadership position in the sector and drive to clearly be Canada's number one infrastructure development and construction company. This cornerstone is especially important as competition in Canada for skilled workers, engineers and project managers can be intense.

A company's ability to demonstrate that it has industry leading safety programs, and a culture that puts safety first, is an important competitive differentiator in the construction industry. For many clients, most notably in the industrial sector, and, with respect to resource and commodity-related projects in particular, a contractor's demonstrated commitment to safety throughout the organization is as important to selecting a contractor as their commitment to schedule, quality and price. This focus on safety is one of the reasons that maintaining and strengthening our industry-leading safety program and culture is a key element of Aecon's business strategy.

b) Operational Diversity and Self Perform Capability Contributing to Enhanced Profitability

Aecon is one of the most diverse companies in its industry within Canada, able to self-perform a wide variety of construction, contracting and infrastructure development services. Aecon is able to offer clients a single solution to their needs, with turnkey capabilities embodied in the "One Aecon" strategy. This approach allows Aecon to focus on enhancing client value and competing for business on the basis of more than just price.

A key component of Aecon’s operational diversity strategy is the development of its vertical and horizontal integration capabilities. The ability to self-perform services required at virtually every stage of a project, from site clearing to final construction, often including complete procurement services, is a competitive advantage for Aecon.

The depth and breadth of Aecon’s capabilities also allow it to participate in projects beyond the scope of any one discipline or division. Further, leveraging capabilities and ensuring collaboration across diverse businesses allows for synergies and cost savings for both Aecon and its clients through economies of scale and resource sharing.

The Company has set a goal of ongoing Adjusted EBITDA margin improvement with a focus on the bottom line, rather than just top-line growth. A goal centred around world-class margins, combined with a focus on operational metrics, cash management, and capital discipline, is designed to deliver superior shareholder value.

c) Building Partnerships and Alliances

Aecon has developed a strategy of building strong partnerships and alliances, including joint arrangements and public-private partnerships. The importance within the industry of a company’s ability to develop and manage creative relationships and alliances has provided opportunities for innovative companies such as Aecon to grow their businesses. For Aecon, this has resulted in revenue from joint arrangements and associates representing approximately forty percent of total revenue in 2018.

Aecon’s partnering skills have enabled it to lead partnerships and capitalize on a number of opportunities such as its participation in the Eglinton Crosstown and Finch Light Rail Transit (“LRT”) projects in Ontario and the Réseau express métropolitain (“REM”) Montreal LRT project in Quebec, the execution phase of the Darlington Refurbishment project in Ontario, and the Site C Generating Station and Spillways Civil Works project in British Columbia. These and other alliances have given Aecon access to projects that are beyond any one contractor’s capabilities to deliver alone. These partnerships also provide Aecon and its partners with an opportunity to exchange and optimize best operating practices with others in the industry, including with large international construction companies who have significantly increased their presence and participation in the Canadian market over the last decade.

d) Focus on Execution, Performance, Operational Discipline and Risk Management

The ability to effectively identify, mitigate and manage the construction risk inherent in every project the Company undertakes, and the ability to deliver those projects in a manner that appropriately protects the safety of employees, stakeholders and the public, are key elements of success in the construction industry. Developing industry leading capabilities in these areas is a fundamental part of Aecon’s strategy.

Aecon has established a detailed set of project criteria and risk management practices that are continuously reviewed, updated and improved. From the criteria set for selecting the projects it bids, to the evaluation of project risks and appropriate mitigation measures, to project pricing and the senior management approval processes a bid must go through, risk management is a strategic and operational priority for Aecon.

An important element of Aecon’s risk management strategy is the ongoing monitoring of projects under construction to ensure the risk management plan established at the bid stage of the project remains sufficient and

is being effectively implemented. To assist in this effort, Aecon has established a project controls team, consisting of some of Aecon's most experienced and knowledgeable staff, whose mandate is to ensure complex projects are provided with state-of-the-art management controls for contract administration, cost control, scheduling and other best practices. This team also reviews the status of key projects against a set of predetermined criteria, and ensures the project is meeting its financial and risk management objectives.

e) Selective International Growth

Aecon has historically participated in the design, build, finance, maintenance and operations of a select number of international infrastructure development opportunities, through both its construction and concession capabilities. Aecon intends to selectively increase the number of such international project opportunities going forward and is in the process of establishing a small, focused international development team to bring Aecon's construction and concession capabilities to an increasing number of such opportunities. In addition, Aecon views the U.S. infrastructure development and construction market as an important long-term opportunity to continue to diversify the business and provide both growth and earnings stability through long term economic cycles. As such, Aecon intends to assess opportunities to establish a longer-term presence in the U.S. market over time.

Particular Focus for 2019 – The Company is focusing on a number of programs and key initiatives to advance its overall strategy this year, including:

- 1) Aecon's CEO and leadership team are working with the Board on the development of a 4-year strategic plan to become clearly the number one infrastructure development and construction company in Canada;
- 2) realigning of services and resources to capitalize on the synergies provided by the Company's "One Aecon" approach by combining the management and operating structure of the Infrastructure and Industrial segments into a consolidated Construction segment;
- 3) establishing of a dedicated "Urban Transportation Systems" function to seamlessly provide Aecon's construction and concessions resources and capabilities to bid and execute the significant number of rail and transit related projects within Canada;
- 4) building on Aecon's P3 expertise by successfully participating in targeted strategic concession opportunities in Canada and on a select basis internationally in conjunction with the Company's construction capabilities;
- 5) continuing to monitor cost and schedule performance, including evaluation of all major projects by Aecon's senior management team (Operational Risk Committee) and by Aecon's Board of Directors (Risk Committee);
- 6) increasing employee retention and connection to the Company through increased participation in employee share programs in conjunction with initiatives to drive employee engagement to preferred employer status;
- 7) continuing to enhance standardized core operating and transactional processes and maximizing utilization of an integrated Enterprise Resource Planning ("ERP") system to drive operational excellence using timely and insightful data; and
- 8) establishing an international business development team and assessing U.S. opportunities to diversify Aecon's geographical presence over time.

CONSOLIDATED FINANCIAL HIGHLIGHTS

\$ millions (except per share amounts)	Three months ended		Year ended	
	December 31		December 31	
	2018	2017	2018	2017
Revenue	\$ 948.5	\$ 685.0	\$ 3,266.3	\$ 2,805.7
Gross profit	105.6	97.1	357.1	319.0
Marketing, general and administrative expenses	(44.3)	(46.4)	(178.5)	(186.5)
Income from projects accounted for using the equity method	6.2	2.2	13.2	8.4
Other income	0.4	3.5	1.5	6.3
Depreciation and amortization	(25.3)	(24.0)	(103.8)	(93.5)
Operating profit	42.6	32.5	89.4	53.6
Financing expense, net	(6.9)	(6.1)	(22.4)	(22.8)
Profit before income taxes	35.7	26.4	67.0	30.8
Income tax expense	(7.9)	(5.4)	(8.0)	(2.6)
Profit	\$ 27.9	\$ 21.1	\$ 59.0	\$ 28.2
Gross profit margin	11.1%	14.2%	10.9%	11.4%
MG&A as a percent of revenue	4.7%	6.8%	5.5%	6.6%
Adjusted EBITDA	72.4	58.0	207.0	156.5
Adjusted EBITDA margin	7.6%	8.5%	6.3%	5.6%
Operating margin	4.5%	4.7%	2.7%	1.9%
Earnings per share - basic	\$ 0.46	\$ 0.36	\$ 0.99	\$ 0.48
Earnings per share - diluted	\$ 0.41	\$ 0.33	\$ 0.94	\$ 0.46
Backlog			\$ 6,821	\$ 4,247

Revenue for the year ended December 31, 2018 of \$3,266 million was \$461 million, or 16%, higher compared to 2017. The largest increase occurred in the Infrastructure segment (\$358 million), driven by higher revenue in major projects (\$298 million) and transportation operations (\$60 million). Revenue was also higher in the Industrial segment (\$63 million), driven by higher volume in utilities (\$119 million) and conventional industrial operations (\$54 million), offset partially by lower revenue in nuclear operations (\$110 million). Revenue was also higher in the Concessions segment (\$88 million), which was partially offset by inter-segment revenue eliminations that increased by \$48 million primarily due to revenue between the Concessions and Infrastructure segments related to the Bermuda International Airport Redevelopment Project.

Operating profit of \$89.4 million for the year ended December 31, 2018 increased by \$35.8 million compared to operating profit of \$53.6 million in 2017, driven by higher gross profit of \$38.1 million. The largest gross profit increase occurred in the Infrastructure segment (\$19.6 million) due to the impact of higher volume which offset lower gross profit margin in transportation operations. Gross profit also increased in the Concessions segment (\$18.9 million) due to operations related to the Bermuda International Airport Redevelopment Project and management and development fees for Canadian concessions, and in the Industrial segment (\$0.5 million) primarily from a volume driven increase in utilities which offset lower gross profit from nuclear due to lower volume.

Marketing, general and administrative expenses (“MG&A”) decreased by \$8.0 million in 2018 compared to 2017, resulting largely from a decrease in expenses incurred as a result of the now discontinued sale process and subsequent proposed Arrangement (\$4.8 million decrease). MG&A as a percentage of revenue in 2018 decreased from 6.6% in 2017 to 5.5% in 2018, which reflects the impact of both lower cost and higher revenue in 2018.

Aecon’s participation in projects that are classified for accounting purposes as a joint venture or an associate, as opposed to a joint operation, are accounted for using the equity method of accounting. Aecon reported income of \$13.2 million in 2018 from projects accounted for using this method of accounting, compared to \$8.4 million in 2017. The higher income in 2018 was driven by an increase in the Concessions segment (\$5.4 million) from light rail transit projects in Ontario and the Gordie Howe International Bridge project, and in the Industrial segment (\$0.5 million), which were partially offset by a decrease in the Infrastructure segment (\$1.1 million).

Depreciation and amortization expense of \$103.8 million in 2018 was \$10.3 million higher than 2017, driven primarily by the Industrial segment, where equipment utilization increased to support higher volume in contract mining operations, and the Concessions segment from the inclusion of twelve months of amortization expense in 2018 related to operating the existing airport concession as part of the Bermuda International Airport Redevelopment Project compared to only ten months of expense recorded in 2017 following the award of the project late in the first quarter of 2017.

Set out in Note 21 of the December 31, 2018 consolidated financial statements is a reconciliation between the expected income tax expense for 2018 and 2017 based on statutory income tax rates and the actual income tax expense reported for both these periods.

Reported backlog as at December 31, 2018 of \$6,821 million compares to backlog of \$4,247 million as at December 31, 2017. This backlog position represents the highest reported year end backlog position in Aecon’s history. New contract awards of \$5,840 million were booked in 2018 compared to \$2,849 million in 2017.

Backlog \$ millions	As at December 31	
	2018	2017
Infrastructure	\$ 4,527	\$ 1,995
Industrial	2,257	2,234
Concessions	37	18
Consolidated	\$ 6,821	\$ 4,247

Estimated backlog duration \$ millions	As at December 31			
	2018		2017	
Next 12 months	\$ 2,012	29%	\$ 1,497	35%
Next 13-24 months	1,771	26%	795	19%
Beyond	3,038	45%	1,955	46%
	\$ 6,821	100%	\$ 4,247	100%

Aecon does not report as backlog the significant number of contracts and arrangements in hand where the exact amount of work to be performed cannot be reliably quantified or where a minimum number of units at the contract specified price per unit is not guaranteed. Examples include time and material and some cost-plus and unit priced contracts where the extent of services to be provided is undefined or where the number of units cannot be estimated with reasonable certainty. Other examples include the value of construction work managed under construction management advisory contracts, concession agreements, multi-year operating and maintenance service contracts where the value of the work is not specified, supplier of choice arrangements and alliance agreements where the client requests services on an as-needed basis. None of the expected revenue from these types of contracts and arrangements is included in backlog. Therefore, Aecon's anticipated future work to be performed at any given time is greater than what is reported as backlog.

Reported backlog includes the revenue value of backlog that relates to projects that are accounted for using the equity method. The equity method reports a single amount (revenue less expenses) on Aecon's consolidated statement of income, and as a result the revenue component of backlog for these projects is not included in Aecon's reported revenue. As at December 31, 2018, reported backlog from projects that are accounted for using the equity method was \$nil (December 31, 2017: \$nil).

Further details for each of the segments are included in the discussion below under Reporting Segments.

REPORTING SEGMENTS

INFRASTRUCTURE

Financial Highlights

\$ millions	Three months ended		Year ended	
	December 31		December 31	
	2018	2017	2018	2017
Revenue	\$ 406.8	\$ 260.1	\$ 1,319.6	\$ 961.7
Gross profit	\$ 34.6	\$ 35.0	\$ 112.3	\$ 92.6
Adjusted EBITDA	\$ 21.2	\$ 24.4	\$ 56.0	\$ 40.2
Operating profit	\$ 16.1	\$ 19.4	\$ 36.2	\$ 21.2
Gross profit margin	8.5%	13.5%	8.5%	9.6%
Adjusted EBITDA margin	5.2%	9.4%	4.2%	4.2%
Operating margin	4.0%	7.5%	2.7%	2.2%
Backlog			\$ 4,527	\$ 1,995

For the year ended December 31, 2018, revenue in the Infrastructure segment of \$1,320 million was \$358 million, or 37%, higher than in 2017. Revenue was higher in major projects (\$298 million) primarily due to increased activity on light rail transit projects and the commencement of the Gordie Howe International Bridge project in Eastern Canada, hydroelectric and waste water projects in Western Canada, and from the Bermuda International Airport Redevelopment Project. Revenue in transportation operations was also higher year-over-year (\$60 million) from increased roadbuilding activity in both Western and Eastern Canada.

Operating profit in the Infrastructure segment of \$36.2 million in 2018 increased by \$15.0 million compared to 2017. Operating profit increased in major projects by \$21.2 million, due to higher volume, while operating profit in transportation operations decreased by \$6.2 million, primarily due to lower gross profit margin in Eastern Canada.

Infrastructure backlog as at December 31, 2018 was \$4,527 million, compared to \$1,995 million a year earlier, an increase of \$2,532 million. The largest increase was reported in major projects (\$2,326 million) as several significant multi-year projects were awarded in 2018 including the Site C Generating Station and Spillways Civil Works (“Site C”), the Réseau express métropolitain Montreal LRT (“Montreal REM”), the Finch West LRT, and the Gordie Howe International Bridge. Backlog in transportation operations also increased (\$206 million) primarily related to roadbuilding projects in Eastern Canada. New contract awards totaled \$3,830 million in 2018 compared to \$1,282 million in 2017.

As discussed in the Consolidated Financial Highlights section, the Infrastructure segment’s anticipated future work to be performed at any given time is greater than what is reported as backlog.

INDUSTRIAL

Financial Highlights

\$ millions	Three months ended December 31		Year ended December 31	
	2018	2017	2018	2017
Revenue	\$ 534.4	\$ 429.6	\$ 1,902.0	\$ 1,839.1
Gross profit	\$ 53.9	\$ 52.0	\$ 188.2	\$ 187.7
Adjusted EBITDA	\$ 32.7	\$ 34.2	\$ 112.3	\$ 114.1
Operating profit	\$ 19.5	\$ 22.8	\$ 56.8	\$ 66.0
Gross profit margin	10.1%	12.1%	9.9%	10.2%
Adjusted EBITDA margin	6.1%	8.0%	5.9%	6.2%
Operating margin	3.7%	5.3%	3.0%	3.6%
Backlog			\$ 2,257	\$ 2,234

Revenue in the Industrial segment in 2018 of \$1,902 million was \$63 million, or 3%, higher than in 2017. Revenue was higher in utilities (\$119 million), primarily due to increased activity on gas and electricity distribution projects in Eastern Canada and pipeline projects in Western Canada. Revenue was also higher in conventional industrial operations (\$54 million), primarily from an increase in contract mining in Western Canada and power generation work in Eastern Canada. Partially offsetting these increases was lower revenue from nuclear operations (\$110 million), driven by a reduction at the Darlington nuclear facility in Ontario, where a number of ancillary projects to the main reactor refurbishment project that Aecon is performing have now been completed, ahead of ramping up in future quarters on recent awards at the Bruce Power nuclear facility in Ontario.

For the year ended December 31, 2018, operating profit of \$56.8 million decreased by \$9.2 million when compared to operating profit of \$66.0 million in 2017. Operating profit decreased in nuclear operations by \$12.4 million, due primarily to lower volume in 2018, and decreased in conventional industrial operations by \$1.8 million due to lower gross profit margin. Operating profit in utilities improved by \$5.0 million due to the impact of higher volume.

Backlog as at December 31, 2018 of \$2,257 million was \$23 million higher than the same time last year, driven by increases in utilities (\$103 million) and conventional industrial operations (\$34 million), and partly offset by lower backlog in nuclear operations (\$114 million). New contract awards totaled \$1,946 million in 2018, compared to \$1,563 million in 2017.

As discussed in the Consolidated Financial Highlights section, the Industrial segment's anticipated future work to be performed at any given time is greater than what is reported as backlog.

CONCESSIONS

Financial Highlights

\$ millions	Three months ended		Year ended	
	December 31		December 31	
	2018	2017	2018	2017
Revenue	\$ 68.6	\$ 28.6	\$ 223.4	\$ 135.3
Gross profit	\$ 17.5	\$ 10.1	\$ 57.7	\$ 38.7
Income from projects accounted for using the equity method	\$ 5.3	\$ 1.2	\$ 10.1	\$ 4.7
Adjusted EBITDA	\$ 27.5	\$ 13.5	\$ 79.7	\$ 51.3
Operating profit	\$ 16.6	\$ 5.0	\$ 38.0	\$ 16.3
Backlog			\$ 37	\$ 18

Aecon holds a 100% interest in Bermuda Skyport Corporation Limited (“Skyport”), the concessionaire responsible for the Bermuda airport's operations, maintenance and commercial functions, and the entity that will manage and coordinate the overall delivery of the Bermuda International Airport Redevelopment Project over a 30-year concession term. Aecon’s participation in Skyport is consolidated and, as such, is accounted for in the consolidated financial statements by reflecting, line by line, the assets, liabilities, revenue and expenses of Skyport. However, Aecon’s concession participation in the Eglinton Crosstown LRT, Finch West LRT, Gordie Howe International Bridge, and Waterloo LRT projects are joint ventures that are accounted for using the equity method.

Revenue in the Concessions segment in 2018 of \$223 million increased by \$88 million when compared to 2017. The higher revenue was driven primarily by the Bermuda International Airport Redevelopment Project, which was awarded late in the first quarter of 2017. Included in Skyport’s revenue for 2018 was \$134 million of construction revenue that was eliminated on consolidation as inter-segment revenue (compared to \$71 million in 2017).

For the year ended December 31, 2018, operating profit of \$38.0 million increased by \$21.7 million compared to 2017. Higher operating profit resulted primarily from increased activity related to the Bermuda International Airport Redevelopment Project and from higher management and development fees, including from the commencement of the Finch West LRT and Gordie Howe International Bridge concessions in 2018.

Except for Operations and Maintenance (“O&M”) activities under contract for the next five years and that can be readily quantified, Aecon does not include in its reported backlog expected revenue from concession agreements. As such, while Aecon expects future revenue from its concession assets, no concession backlog, other than from such O&M activities for the next five years, is reported.

Quarterly Financial Data

Set out below is quarterly financial data for the most recent eight quarters:

\$ millions (except per share amounts)

	2018				2017			
	Quarter 4	Quarter 3	Quarter 2	Quarter 1	Quarter 4	Quarter 3	Quarter 2	Quarter 1
Revenue	\$ 948.5	\$ 1019.7	\$ 754.8	\$ 543.3	\$ 685.0	\$ 759.8	\$ 686.2	\$ 674.9
Adjusted EBITDA	72.4	89.5	41.4	3.7	58.0	58.7	33.0	6.9
Earnings (loss) before income taxes	35.7	51.0	7.4	(27.1)	26.5	27.2	(0.6)	(22.3)
Profit (loss)	27.9	42.0	8.4	(19.2)	21.1	24.6	0.8	(18.3)
Earnings (loss) per share:								
Basic	0.46	0.70	0.14	(0.32)	0.36	0.42	0.01	(0.32)
Diluted	0.41	0.60	0.13	(0.32)	0.33	0.37	0.01	(0.32)

Earnings (loss) per share for each quarter has been computed using the weighted average number of shares issued and outstanding during the respective quarter. Any dilutive securities, which increase the earnings per share or decrease the loss per share, are excluded for purposes of calculating diluted earnings per share. Due to the impacts of dilutive securities, such as convertible debentures, and share issuances throughout the periods, the sum of the quarterly earnings (losses) per share will not necessarily equal the total for the year.

Set out below is the calculation of Adjusted EBITDA for the most recent eight quarters:

\$ millions

	2018				2017			
	Quarter 4	Quarter 3	Quarter 2	Quarter 1	Quarter 4	Quarter 3	Quarter 2	Quarter 1
Operating profit (loss)	\$ 42.6	\$ 56.2	\$ 12.8	\$ (22.2)	\$ 32.5	\$ 33.1	\$ 5.3	\$ (17.3)
Depreciation and amortization	25.3	29.5	25.4	23.7	24.0	24.5	24.4	20.6
(Gain) loss on sale of assets	0.1	(0.2)	(0.1)	(0.3)	(1.5)	(1.5)	0.2	1.1
Income from projects accounted for using the equity method	(6.2)	(3.9)	(2.2)	(0.8)	(2.2)	(3.2)	(2.1)	(0.9)
Equity Project EBITDA	10.6	7.9	5.5	3.3	5.2	5.8	5.1	3.3
Adjusted EBITDA	\$ 72.4	\$ 89.5	\$ 41.4	\$ 3.7	\$ 58.0	\$ 58.7	\$ 33.0	\$ 6.9

Set out below is the calculation of Equity Project EBITDA for the most recent eight quarters:

\$ millions

Aecon's proportionate share of projects accounted for using the equity method (1)	2018				2017			
	Quarter 4	Quarter 3	Quarter 2	Quarter 1	Quarter 4	Quarter 3	Quarter 2	Quarter 1
Operating profit	\$ 10.5	\$ 7.8	\$ 5.4	\$ 3.2	\$ 5.2	\$ 5.7	\$ 5.0	\$ 3.2
Depreciation and amortization	0.1	0.1	0.1	0.1	-	0.1	0.1	0.1
Equity Project EBITDA	10.6	7.9	5.5	3.3	5.2	5.8	5.1	3.3

(1) Refer to Note 12 "Projects Accounted for Using the Equity Method" in the 2018 consolidated financial statements

Quarterly Financial Highlights

\$ millions	Three months ended			
	December 31			
	Revenue		Operating profit	
	2018	2017	2018	2017
Infrastructure	\$ 406.8	\$ 260.1	\$ 16.1	\$ 19.4
Industrial	534.4	429.6	19.5	22.8
Concessions	68.6	28.6	16.6	5.0
Other costs and eliminations	(61.3)	(33.3)	(9.6)	(14.7)
Consolidated	\$ 948.5	\$ 685.0	\$ 42.6	\$ 32.5

The analysis of operating results for each of the first three quarters of 2018 is included in Management's Discussion and Analysis incorporated in the Interim Reports to Shareholders for each respective quarter.

For the three months ended December 31, 2018, revenue in the Infrastructure segment of \$407 million was \$147 million, or 56%, higher than the fourth quarter of 2017. Revenue was higher in major projects (\$118 million), primarily due to the commencement of new LRT projects and the Gordie Howe International Bridge project during 2018, as well as higher revenue from hydroelectric, waste water and the Bermuda International Airport Redevelopment projects. Revenue in transportation operations was also higher (\$29 million) from increased roadbuilding activity in Eastern Canada.

Operating profit in the Infrastructure segment of \$16.1 million in the fourth quarter of 2018 decreased by \$3.3 million compared to the same period in 2017. Operating profit increased in major projects (\$3.9 million), primarily due to higher volume, while operating profit in transportation operations decreased (\$7.2 million), primarily due to lower gross profit margin in Eastern Canada.

Revenue in the Industrial segment in the fourth quarter of 2018 of \$534 million was \$105 million, or 24%, higher than the same period in 2017. Revenue was higher in conventional industrial operations (\$50 million), primarily from power generation work in Eastern Canada and gas compression facilities in Western Canada. Revenue was also higher in utilities (\$42 million), primarily due to increased activity on electricity distribution projects in Eastern Canada and pipeline projects in Western Canada. Higher revenue from nuclear operations (\$13 million), was driven by increases at the Darlington and Bruce Power nuclear facilities in Ontario.

Operating profit in the Industrial segment of \$19.5 million in the fourth quarter of 2018 decreased by \$3.3 million compared to the same period in 2017. Operating profit decreased in conventional industrial operations (\$1.8 million), primarily due to lower operating profit from the contract mining business in Western Canada which was sold on November 23, 2018. Operating profit also decreased in nuclear (\$1.1 million) and utilities operations (\$0.4 million).

Revenue in the Concessions segment in the fourth quarter of 2018 of \$69 million increased by \$40 million when compared to the same period in 2017. The higher revenue was driven primarily by operations related to the Bermuda International Airport Redevelopment Project. Included in Skyport's revenue for the fourth quarter of 2018 was \$43 million of construction revenue that was eliminated on consolidation as inter-segment revenue (compared to \$11 million in 2017).

For the fourth quarter of 2018, operating profit in the Concessions segment of \$16.6 million increased by \$11.6 million compared to the same period in 2017. Higher operating profit resulted primarily from management and development fees related to Canadian concessions, including from the commencement of the Finch West LRT and Gordie Howe International Bridge concessions in 2018.

MG&A expenses decreased in the fourth quarter of 2018 by \$2.0 million compared to the same period in the prior year, resulting largely from a decrease in expenses incurred as a result of the now discontinued sale process and subsequent Arrangement (\$4.7 million decrease). MG&A as a percentage of revenue was 4.7% in the fourth quarter of 2018 compared to 6.8% in the same period of 2017 which reflects the impact of both lower cost and higher revenue in the fourth quarter of 2018.

Aecon reported income from projects accounted for using the equity method of \$6.2 million in the fourth quarter of 2018, compared to \$2.2 million in the same period in 2017. The higher income in 2018 was driven by an increase in the Concessions segment (\$4.1 million) that is part of the operating profit increase in Concessions in 2018 discussed above.

Depreciation and amortization expense of \$25.3 million in the fourth quarter of 2018 was \$1.3 million higher than the same period in 2017, driven primarily by the Concessions segment (\$0.9 million) from higher amortization related to operating the existing airport concession as part of the Bermuda International Airport Redevelopment Project.

Financing expense, net of interest income, of \$6.9 million in the fourth quarter of 2018 was \$0.8 million higher than the same period in 2017, primarily due to an increase in interest expense related to convertible debentures after the 5.0% Debentures were issued approximately one month before the 5.5% Debentures were redeemed.

New contract awards for the three months ended December 31, 2018 were \$765 million compared to \$613 million in the same period in 2017, with increases in each of the Infrastructure and Industrial segments.

Selected Annual Information

Set out below is selected annual information for each of the last three years.

(\$ millions, except per share amounts)	2018	2017	2016
Total revenue	\$ 3,266.3	\$ 2,805.7	\$ 3,213.1
Adjusted EBITDA	207.0	156.5	158.3
Operating profit	89.4	53.6	87.1
Profit	59.0	28.2	46.8
Per share:			
Basic	0.99	0.48	0.82
Diluted	0.94	0.46	0.77
Total assets	2,932.7	2,485.2	1,978.5
Total long-term financial liabilities	843.7	654.7	375.6
Cash dividends declared per common share	0.50	0.50	0.46

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Aecon's participation in joint arrangements classified as joint operations is accounted for in the consolidated financial statements by reflecting, line by line, Aecon's share of the assets held jointly, liabilities incurred jointly, and revenue and expenses arising from the joint operations.

Aecon's participation in joint arrangements classified as joint ventures, as well as Aecon's participation in project entities where Aecon exercises significant influence over the entity, but does not control or jointly control the entity (i.e. associates), is accounted for using the equity method.

For further information, see Note 12 to the December 31, 2018 consolidated financial statements.

During the second quarter of 2018, the Company filed a statement of claim in the Court of Queen's Bench for Saskatchewan (the "Court") against K+S Potash Canada ("KSPC") and KSPC filed a statement of claim in the Court against the Company. Both actions relate to the Legacy mine project in Bethune, Saskatchewan. The Company is seeking \$180 million in payments due to it pursuant to agreements entered into between the Company and KSPC with respect to the project plus approximately \$14 million in damages. The Company has recorded \$135 million of unbilled revenue and accounts receivable as at December 31, 2018. Offsetting this amount to some extent, the Company has accrued \$45 million in trade and other payables for potential payments to third parties pending the outcome of the claim against KSPC. KSPC is seeking an order that the Company repay to KSPC approximately \$195 million already paid to the Company pursuant to such agreements. The Company believes that it will be successful in its claim and considers KSPC's claim to be without merit. These claims may not be resolved for several years. The Company does not expect that the resolution of these claims will cause a material impact to its financial position.

Cash and Debt Balances

Cash balances at December 31, 2018 and 2017 are as follows:

\$ millions	December 31, 2018		
	Balances excluding Joint Operations	Joint Operations	Consolidated Total
	Cash and cash equivalents (1)	\$ 158	\$ 473
Restricted cash (2)	193	-	193
	December 31, 2017		
	Balances excluding Joint Operations	Joint Operations	Consolidated Total
Cash and cash equivalents (1)	\$ 19	\$ 286	\$ 305
Restricted cash (2)	280	-	280
Bank indebtedness (3)	(18)	-	(18)

(1) Cash and cash equivalents include cash on deposit in bank accounts of joint operations which Aecon cannot access directly.

(2) Restricted cash is cash held by Bermuda Skyport Corporation Limited.

(3) Bank indebtedness represents borrowings on Aecon's revolving credit facility.

Total long-term debt of \$262.0 million as at December 31, 2018 compares to \$304.2 million as at December 31, 2017, the composition of which is as follows:

\$ millions	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Current portion of long-term debt – recourse	\$ 32.5	\$ 44.5
Current portion of convertible debentures	-	168.5
Long-term debt – recourse	69.7	91.2
Long-term portion of convertible debentures	159.8	-
Total long-term recourse debt	\$ 262.0	\$ 304.2
Long-term project debt - non-recourse	\$ 383.7	\$ 352.9

The \$42.2 million net decrease in total long-term recourse debt results from a decrease in finance leases and equipment loans during 2018 of \$33.5 million, as well as a decrease in convertible debentures of \$8.7 million. The decrease in convertible debentures during 2018 primarily results from the repayment of 5.5% convertible debentures and the issuance of 5.0% convertible debentures as discussed below.

On September 26, 2018, the Company issued \$160 million of unsecured subordinated convertible debentures maturing December 31, 2023 (the “5.0% Debentures”). On October 1, 2018, an additional \$24 million of 5.0% Debentures were issued pursuant to the exercise of an over-allotment option granted to the syndicate of underwriters, bringing the total aggregate gross proceeds from the offering to \$184 million. The 5.0% Debentures bear interest at a rate of 5.0% per annum payable on a semi-annual basis. At the holder’s option, the 5.0% Debentures may be converted into common shares of the Company at any time up to the maturity date at a conversion price of \$24.00 for each common share of the Company, subject to adjustment in certain circumstances. The 5.0% Debentures will not be redeemable before December 31, 2021. The Company may, at its option, redeem the 5.0% Debentures from December 31, 2021 to December 31, 2022, in whole or in part, at par plus accrued and unpaid interest, provided that the volume weighted average trading price of the Company’s common shares on the Toronto Stock Exchange during a specified period prior to redemption is not less than 125% of the conversion price. From December 31, 2022 through to the maturity date, the Company, at its option, may redeem the 5.0% Debentures, in whole or in part, at par plus accrued and unpaid interest. For accounting purposes, at issuance, the conversion rights related to the \$184 million of 5.0% Debentures issued were assigned a value of \$17.3 million (\$12.7 million after-tax), which is included in shareholders’ equity, and \$158.6 million (after transaction costs of \$8.1 million) was assigned to the debt component of such debentures.

In 2013, the Company issued \$172.5 million of unsecured subordinated convertible debentures maturing December 31, 2018 (the “5.5% Debentures”). These convertible debentures bore interest at a rate of 5.5%, payable on a semi-annual basis. On October 26, 2018, the remaining 5.5% Debentures were redeemed for a total principal amount of \$169.0 million plus accrued and unpaid interest of \$3.8 million.

The \$30.8 million increase in long-term non-recourse project debt, which all relates to the financing of the Bermuda International Airport Redevelopment Project, is due to the impact of the change in the US:Canadian dollar exchange rate since December 31, 2017.

Aecon’s liquidity position and capital resources are expected to be sufficient to finance its operations and working capital requirements for the foreseeable future. Aecon’s liquidity position is strengthened by its ability to draw

on a committed revolving credit facility of \$500 million of which \$384 million was unutilized as at December 31, 2018. When combined with an additional \$700 million letter of credit facility provided by Export Development Canada (“EDC”), Aecon’s total committed credit facilities for working capital and letter of credit requirements total \$1,200 million. As at December 31, 2018, Aecon was in compliance with all debt covenants related to its credit facility.

In the first quarter of 2018, Aecon’s Board of Directors approved an annual dividend of \$0.50 per share, unchanged from the prior year, to be paid in four quarterly payments of \$0.125 per share.

Summary of Cash Flows

\$ millions	Consolidated Cash Flows	
	Year ended	
	December 31	
	2018	2017
Cash provided by (used in):		
Operating activities	\$ 368.7	\$ 197.4
Investing activities	39.0	(443.0)
Financing activities	(85.1)	317.8
Increase (decrease) in cash and cash equivalents	322.6	72.2
Effects of foreign exchange on cash balances	3.5	0.8
Cash and cash equivalents - beginning of year	304.9	231.9
Cash and cash equivalents - end of year	\$ 631.0	\$ 304.9

The construction industry in Canada is seasonal in nature for companies like Aecon that perform a significant portion of their work outdoors, particularly road construction and utilities work. As a result, a larger portion of this work is performed in the summer and fall months than in the winter and early spring months. Accordingly, Aecon has historically experienced a seasonal pattern in its operating cash flow, with cash balances typically being at their lowest levels in the middle of the year as investments in working capital increase. These seasonal impacts typically result in cash balances peaking near year-end or during the first quarter of the year.

Operating Activities

Cash provided by operating activities of \$369 million in 2018 compares with cash provided by operating activities of \$197 million in 2017. Most of the \$172 million year-over-year increase in cash provided by operating activities resulted from lower investments in working capital and higher earnings in 2018.

Investing Activities

In 2018, investing activities resulted in cash provided of \$39 million, which compares to cash used of \$443 million in 2017. Of the cash provided in 2018, \$105 million represents a draw down of restricted cash, offset by \$164 million of expenditures made by Skyport related to the construction of the new airport terminal in Bermuda (i.e. increase in concession rights of \$164 million). Restricted cash reflects Skyport’s cash balance and is cash that cannot be accessed by Aecon other than to finance the Bermuda International Airport Redevelopment Project. Of the cash used in 2017, \$127 million represents construction expenditures by Skyport, and \$289 million represents an increase in Skyport’s restricted cash balance. In 2018, the sale of Aecon’s contract mining business

resulted in cash provided of \$151 million. In addition, \$43 million of cash was used for expenditures (net of disposals) on other property, plant and equipment and intangible assets in 2018 compared to \$33 million of cash used for such expenditures in 2017. Also, cash distributions from projects accounted for using the equity method of \$0.2 million in 2018 compares to \$6 million of such distributions in 2017. Furthermore, \$10 million of cash was used for investments in long-term financial assets in 2018.

In 2018, Aecon acquired, either through purchase or finance leases, property, plant and equipment totalling \$71 million. Most of this investment in property, plant and equipment related to the purchase of new machinery and construction equipment as part of normal ongoing business operations in the Infrastructure and Industrial operating segments. In 2017, investments in property, plant and equipment totalled \$75 million.

Financing Activities

In 2018, cash used by financing activities amounted to \$85 million, compared to cash provided of \$318 million in 2017. The higher cash provided in 2017 was due largely to the issuance of long-term non-recourse project debt of \$374 million in relation to the Bermuda International Airport Redevelopment Project, whereas no such borrowings in relation to the Bermuda International Airport Redevelopment Project were made in 2018. In 2018, the Company issued \$184 million of convertible debentures resulting in a cash inflow of \$176 million after transaction costs, while redemptions of convertible debentures used \$169 million of cash in 2018, whereas no such issuances or repayments occurred in 2017. The addition of \$13 million of recourse long-term debt borrowings in 2018 compares to \$18 million in 2017. Repayments of recourse long-term debt in 2018 of \$57 million compares to \$58 million in 2017, and relates primarily to equipment financing arrangements. In addition, in 2018, a decrease in bank indebtedness associated with borrowings under the Company's revolving credit facility totalled \$18 million compared to an increase of \$10 million in 2017. Dividends of \$30 million were paid in 2018, compared to \$29 million in 2017. There was also cash provided of \$1 million by the exercise of stock options in 2018, compared to \$2 million of cash provided by the exercise of stock options in 2017.

NEW ACCOUNTING STANDARDS

Note 6 to the 2018 consolidated financial statements includes new IFRS standards that became effective for the Company on January 1, 2018, and Note 7 discusses IFRS standards and interpretations that are issued, but not yet effective as at December 31, 2018.

SUPPLEMENTAL DISCLOSURES

Disclosure Controls and Procedures

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), together with management, evaluated the design and operating effectiveness of the Company's disclosure controls and procedures as at the financial year ended December 31, 2018. Based on that evaluation, the CEO and the CFO concluded that the design and operation of these disclosure controls and procedures were effective as at December 31, 2018 to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, would be made known to them by others within those entities and that information required to be disclosed by the Company in its annual and interim filings and other reports submitted under securities legislation was recorded, processed, summarized and reported within the periods specified in securities legislation.

Internal Controls over Financial Reporting

The CEO and CFO, together with management, evaluated the design and operating effectiveness of the Company's internal controls over financial reporting as at the financial year ended December 31, 2018. Based on that evaluation, the CEO and the CFO concluded that the design and operation of internal controls over financial reporting were effective as at December 31, 2018 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS. In designing and implementing such controls, it should be recognized that any system of internal control over financial reporting, no matter how well designed and operated, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation and may not prevent or detect all misstatements due to error or fraud.

See also the section on “*Internal and Disclosure Controls*” in the Risk Factors section of this MD&A.

Changes in Internal Controls over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting during the year ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Contractual Obligations

Aecon has commitments for equipment and premises under operating leases and has principal repayment obligations under long-term debt as follows:

\$ millions	Lease payments	Other long-term debt	Convertible debentures ⁽¹⁾
2019	\$ 9.6	\$ 34.9	\$ 9.2
2020 - 2023	28.5	67.8	220.8
Beyond	18.7	5.3	-
	\$ 56.8	\$ 108.0	\$ 230.0

⁽¹⁾ Assumes all convertible debentures are redeemed at maturity for cash.

Commitments related to non-recourse project debt are as follows:

\$ millions	Non-recourse project debt
2019	\$ 22.9
2020 - 2023	103.0
Beyond	634.1
	\$ 760.0

As at December 31, 2018, Aecon had contractual obligations to complete construction contracts that were in progress. The revenue value of these contracts was \$6,821 million.

Off-Balance Sheet Arrangements

Aecon's defined benefit pension plans (the "Pension Plans") had a combined surplus of \$nil as at December 31, 2018 (2017 – a combined deficit of \$1.2 million). Details relating to Aecon's defined benefit plans are set out in Note 22 to the 2018 consolidated financial statements.

The latest actuarial valuation of the Pension Plans for statutory and contribution purposes was completed as at December 31, 2017. Under current pension benefits regulations, the next actuarial valuation of the Pension Plans must be performed with a valuation date of no later than December 31, 2020. Accordingly, unless an earlier valuation date is adopted, no change in contributions will be required before 2021 and any changes thereafter will reflect December 31, 2020 market conditions.

The defined benefit obligations and benefit cost levels will change as a result of future changes in the actuarial methods and assumptions, the membership data, the plan provisions and the legislative rules, or as a result of future remeasurement gains or losses, none of which have been anticipated at this time. Emerging experience, differing from the assumptions, will result in gains or losses that will be revealed in future accounting valuations. Consequently, the accounting for Pension Plans involves a number of assumptions including those that are disclosed in Note 22 to the 2018 consolidated financial statements. As a result of the uncertainty associated with these estimates, there is no assurance that the Pension Plans will be able to earn the assumed rate of return on plan assets, and furthermore, market driven changes may result in changes to discount rates and other variables which would result in Aecon being required to make contributions to the Pension Plans in the future that may differ significantly from estimates. As a result, there is a significant amount of measurement uncertainty involved in the actuarial valuation process. This measurement uncertainty may lead to potential fluctuations in financial results attributable to the selection of actuarial assumptions and other accounting estimates involved in the determination of pension expense and obligations. A significant actuarial and accounting assumption impacting the reporting of Pension Plans is the discount rate assumption. As at December 31, 2018, Aecon used a discount rate of 3.75% in its Pension Plan calculations for consolidated financial statement purposes. The impact of a 0.5% decrease in the discount rate assumption would have resulted in an increase in the pension benefit obligation of approximately \$1.9 million as at December 31, 2018 and an increase in the estimated 2019 pension expense of approximately \$0.1 million.

Further details of contingencies and guarantees are included in the 2018 consolidated financial statements.

Related Party Transactions

There were no significant related party transactions in 2018.

Critical Accounting Estimates and Judgements

The reader is referred to the detailed discussion on critical accounting estimates and judgements found in Note 4 to the 2018 consolidated financial statements.

RISK FACTORS

The following risk factors, and the information incorporated by reference herein, should be considered carefully. These risk factors could materially and adversely affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Large Project Risk

A substantial portion of Aecon's revenue is derived from large projects, some of which are conducted through joint ventures. These projects provide opportunities for significant revenue and profit contributions but, by their nature, carry significant risk and, as such, can result and have occasionally resulted in significant losses. In addition to a growing involvement in large projects in response to changing market conditions, Aecon is also active in the P3 market in Canada. The P3 procurement model typically involves a transfer of certain risks to a contractor beyond those contained in a conventional fixed price contract. As such, a failure to properly execute and complete a P3 project may subject Aecon to significant losses. The risks associated with such large-scale infrastructure and industrial projects are often proportionate to their size and complexity, thereby placing a premium on risk assessment and project execution.

Joint ventures are often formed to undertake a specific project, jointly controlled by the partners, and are dissolved upon completion of the project. Aecon selects its joint venture partners based on a variety of criteria including relevant expertise, past working relationships, as well as analysis of prospective partners' financial and construction capabilities. Joint venture agreements spread risk between the partners and they generally state that companies supply their proportionate share of operating funds and that they share profits and losses in accordance with specified percentages. Nevertheless, each participant in a joint venture is usually liable to the client for completion of the entire project in the event of a default by any of its partners. Therefore, in the event that a joint venture partner fails to perform its obligations due to financial or other difficulties or is disallowed from performing or is otherwise unable to perform its obligations as a result of the client's determination, whether pursuant to the relevant contract or because of modifications to government or agency procurement policies or rules or for any other reason, Aecon may be required to make additional investments or provide additional services which may reduce or eliminate profit, or even subject Aecon to significant losses with respect to the joint venture. As a result of the complexity and size of such projects that Aecon has pursued in recent years or is likely to pursue going forward, the failure of a joint venture partner on a larger, more complex project could have a more significant impact on Aecon's results.

The contract price on large projects is based on cost estimates using a number of assumptions. Given the size of these projects, if these assumptions prove incorrect, whether due to faulty estimates, unanticipated circumstances, or a failure to properly assess risk, profit may be materially lower than anticipated or, in a worst-case scenario, result in a significant loss.

The recording of the results of large project contracts can distort revenues and earnings on both a quarterly and an annual basis and can, in some cases, make it difficult to compare the financial results between reporting periods. For greater detail on the potential impact of contractual factors, including unpriced change orders, see "Contractual Factors" under "Risk Factors" herein.

Aecon has a number of commitments and contingencies. If Aecon was called upon to honour these contingent obligations, its financial results could be adversely affected. For additional details, see Note 23 "Contingencies" and Note 24 "Commitments Under Non-Cancellable Operating Leases" to the Company's December 31, 2018

consolidated financial statements filed on Aecon's SEDAR profile at www.sedar.com.

The failure to replace the revenue generated from these large projects on a going forward basis could adversely affect Aecon.

Contractual Factors

Aecon performs construction activities under a variety of contracts including lump sum, fixed price, guaranteed maximum price, cost reimbursable, design-build, design-build-finance, design-build-finance-maintain and design-build-finance-operate-maintain. Some forms of construction contracts carry more risk than others. Aecon attempts to maintain a diverse mix of contracts to prevent overexposure to the risk profile of any particular contractual structure; however, conditions influencing both private sector and public authority clients may alter the desired mix of available projects and contractual structures that Aecon undertakes.

Historically, a substantial portion of Aecon's revenue is derived from lump sum contracts pursuant to which a commitment is provided to the owner of the project to complete the project at a fixed price ("Lump Sum") or guaranteed maximum price ("GMP"). In Lump Sum and GMP projects, in addition to the risk factors of a unit price contract (as described below), any errors in quantity estimates or schedule delays or productivity losses, for which contracted relief is not available, must be absorbed within the Lump Sum or GMP, thereby adding a further risk component to the contract. Such contracts, given their inherent risks, have from time to time resulted in significant losses. The failure to properly assess a wide variety of risks, appropriately execute such contracts, or contractual disputes may have an adverse impact on financial results.

Aecon is also involved in fixed unit price construction contracts under which the Company is committed to provide services and materials at a fixed unit price (e.g. dollars per tonne of asphalt or aggregate). While this shifts the risk of estimating the quantity of units to the contract owner, any increase in Aecon's cost over the unit price bid, whether due to estimating error, inefficiency in project execution, inclement weather, inflation or other factors, will negatively affect Aecon's profitability.

In certain instances, Aecon guarantees to a customer that it will complete a project by a scheduled date or that the facility will achieve certain performance standards. If the project or facility subsequently fails to meet the schedule or performance standards, Aecon could incur additional costs or penalties commonly referred to as liquidated damages. Although Aecon attempts to negotiate waivers of consequential or liquidated damages, on some contracts the Company is required to undertake such damages for failure to meet certain contractual provisions. Such penalties may be significant and could impact Aecon's financial position or results of future operations. Furthermore, schedule delays may also reduce profitability because staff may be prevented from pursuing and working on new projects. Project delays may also reduce customer satisfaction which could impact future awards.

Aecon is also involved in design-build, design-build-finance, design-build-finance-maintain and design-build-finance-operate-maintain contracts or certain contracts for owners such as Infrastructure Ontario and Partnerships British Columbia where, in addition to the responsibilities and risks of a unit price or lump sum construction contract, Aecon is responsible for certain aspects of the design of the facility being constructed. This form of contract adds the risk of Aecon's liability for design errors as well as additional construction costs that might result from such design errors.

Certain of Aecon's contractual requirements may also involve financing elements, where Aecon is required to provide one or more letters of credit, performance bonds, financial guarantees or equity investments. For greater detail see "Access to Bonding, Pre-qualification Rating and Letters of Credit" under "Risk Factors" herein.

Change orders, which modify the nature or quantity of the work to be completed, are frequently issued by clients. Final pricing of these change orders is often negotiated after the changes have been started or completed. As such, disputes regarding the quantum of unpriced change orders could impact Aecon's profitability on a particular project, its ability to recover costs or, in a worst-case scenario, result in significant project losses. Until pricing has been agreed, these change orders are referred to as "unpriced change orders." Revenues from unpriced change orders are recognized to the extent of the costs incurred on executing the change order or, if lower, to the extent to which recovery is probable. Consequently, profit on such change orders is recognized only when pricing is agreed. If, ultimately, there are disputes with clients on the pricing of change orders or disputes regarding additional payments owing as a result of changes in contract specifications, delays, additional work or changed conditions, Aecon's accounting policy is to record all costs for these changes but not to record any revenues anticipated from these disputes until resolution is probable. The timing of the resolution of such events can have a material impact on income and liquidity and thus can cause fluctuations in the revenue and income of Aecon in any one reporting period.

Aecon Operates in a Highly Competitive Industry

Aecon operates businesses in highly competitive product and geographic markets in Canada, the United States and internationally. Aecon competes with other major contractors, as well as many mid-size and smaller companies, across a range of industry segments. In addition, an increase in the number of international companies entering into the Canadian marketplace has also made the market more competitive. Each has its own advantages and disadvantages relative to Aecon. New contract awards and contract margin are dependent on the level of competition and the general state of the markets in which the Company operates. Fluctuations in demand in the segments in which the Company operates may impact the degree of competition for work. Competitive position is based on a multitude of factors including pricing, ability to obtain adequate bonding, backlog, financial strength, appetite for risk, reputation for safety, quality, timeliness and experience. Aecon has little control over and cannot otherwise affect what these competitive factors are. If the Company is unable to effectively respond to these competitive factors, results of operations and financial condition will be adversely impacted. In addition, a prolonged economic slump or slower than anticipated recovery may affect one or more of Aecon's competitors or the markets in which it operates, resulting in increased competition in certain market segments, price or margin reductions or decreased demand for services, which may adversely affect results.

Resources and Commodities Sector

Delays, scope reductions and/or cancellations in previously announced or anticipated projects in the Alberta oil sands and commodities mining sector demonstrated that economic activity in the resources and commodities sector could be impacted by a variety of factors. General factors include but are not limited to: the pricing of oil, potash and other commodities; market volatility; the impact of global economic conditions affecting demand or the worldwide financial markets; cost overruns on announced projects; efforts by owners to contractually shift risk for cost overruns to contractors; fluctuations in the availability of skilled labour; lack of sufficient governmental infrastructure to support growth; the introduction or repeal of "green" legislation; negative perception of the Alberta oil sands and their potential environmental impact; and a shortage of sufficient pipeline capacity to transport production to major markets.

The prices of oil, natural gas and other commodities are determined based on world demand, supply, production, speculative activities and other factors, all of which are beyond the control of the Company. Investment decisions by some of Aecon's clients are dependent on the clients' outlook on the long-term price of commodities. If that outlook is unfavourable it may cause delay, reduction or cancellation of current and future projects, including

pipeline projects. The decline in the prices of oil and commodities beginning in late 2014 and continuing through 2018, combined with potential further declines in prices, could result in a material reduction in the oil and gas development activities and capital expenditure plans of some of the Company's clients, which could in turn have a negative effect on the frequency, number and size of the projects for which the Company would bid.

Given the volatility of world oil and commodity prices, a sustained period of low prices on a going forward basis may result in material differences in previously projected resource development projects. Postponements or cancellations of investment in existing and new projects could have an adverse impact on Aecon's business and financial condition.

Economic Factors

Aecon's profitability is closely tied to the general state of the economy in those geographic areas in which it operates. More specifically, the demand for construction and infrastructure development services, which is the principal component of Aecon's operations, is perhaps the largest single driver of the Company's growth and profitability. In periods of strong economic growth, there is generally an increase in the number of opportunities available in the construction and infrastructure development industry as capital spending increases. In periods of weak economic growth, the demand for Aecon's services from private sector and public authority clients may be adversely affected by economic downturns.

In North America, which tends to have relatively sophisticated infrastructure, Aecon's profitability is dependent both on the development, rehabilitation and expansion of basic infrastructure (such as, among others, highways, airport terminals, transit systems and hydroelectric plants) and on the type of infrastructure that flows from commercial and population growth. Commercial growth demands incremental facilities for the movement of goods within and outside of the community, along with water and sewer systems and heat, light and power supplies. Population growth creates a need to move people to and from work, schools and other public facilities, and demands similar services to new homes. Since growth in both these areas, with the possible exception of road maintenance and construction, is directly affected by the general state of the local economy, a prolonged economic downturn in the markets in which Aecon operates or related constraints on public sector funding, including as a result of government deficits, may have a significant impact on Aecon's operations.

Concessionaire Risk

In addition to providing design, construction, procurement, operation and other services on a given project, Aecon will sometimes invest as a concessionaire in an infrastructure asset. In such instances, Aecon assumes a degree of risk (essentially equity risk) associated with the performance of the asset during the concession period. The Bermuda International Airport Redevelopment Project is a current example of such a project.

The financing arrangements on concession projects are typically based on a set of projections regarding the cash flow to be generated by the asset during the life of the concession. The ability of the asset to generate the cash flows required to provide a return to the concessionaire can be influenced by a number of factors, some of which are partially beyond the concessionaire's control, such as, among others, political or legislative changes, traffic demand and thus operating revenues, collection success and operating cost levels.

While project concession agreements often provide a degree of risk mitigation, and insurance products are available to limit some of the concession risks, the value of Aecon's investment in these infrastructure assets can be impaired, and certain limited risk guarantees can be called, if the financial performance of the asset does not meet certain requirements.

On a going forward basis, a future economic downturn may directly or indirectly impact the ability of Aecon to make the necessary financing arrangements to pursue all of the concession opportunities it would otherwise be interested in.

Dependence on the Public Sector

A significant portion of Aecon's revenue is derived from contracts with various governments or their agencies. Consequently, any reduction in demand for Aecon's services by the public sector whether from traditional funding constraints, the long-term impact of weak economic conditions (including future budgetary constraints, concerns regarding deficits or an eroding tax base), changing political priorities, change in government, cancellation or delays in projects caused by the election process would likely have an adverse effect on the Company if that business could not be replaced from within the private sector.

Large government sponsored projects typically have long and often unpredictable lead times associated with the government review and political assessment process. The time delays and pursuit costs incurred as a result of this lengthy process, as well as the often-unknown political considerations that can be part of any final decision, constitute a significant risk to those pursuing such projects.

Labour Factors

A significant portion of Aecon's labour force is unionized and accordingly, Aecon is subject to the detrimental effects of a strike or other labour action, in addition to competitive cost factors.

The Company's future prospects depend to a significant extent on its ability to attract sufficient skilled workers. The construction industry is faced with an increasing shortage of skilled labourers in some areas and disciplines, particularly in remote locations that require workers to live in temporary "camp" environments. The resulting competition for labour may limit the ability of the Company to take advantage of opportunities otherwise available or alternatively may impact the profitability of such endeavours on a going forward basis. The Company believes that its union status, size and industry reputation will help mitigate this risk but there can be no assurance that the Company will be successful in identifying, recruiting or retaining a sufficient number of skilled workers.

Subcontractor Performance

The profitable completion of some contracts depends to a large degree on the satisfactory performance of the subcontractors as well as design and engineering consultants who complete different elements of the work. If these subcontractors do not perform to accepted standards, Aecon may be required to hire different subcontractors to complete the tasks, which may impact schedule, add costs to a contract, impact profitability on a specific job and, in certain circumstances, lead to significant losses. A major subcontractor default or failure to properly manage subcontractor performance could materially impact results.

Litigation Risk and Claims Risk

Disputes are common in the construction industry and as such, in the normal course of business, the Company is involved in various legal actions and proceedings which arise from time to time, some of which may be substantial. In view of the quantum of the amounts claimed and the insurance coverage maintained by the Company in respect of these matters, management of the Company does not believe that any of the legal actions or proceedings that are presently known or anticipated by the Company are likely to have a material impact on the Company's financial position. However, there is no assurance that the Company's insurance arrangements

will be sufficient to cover any particular claim or claims that may arise in the future. Furthermore, the Company is subject to the risk of claims and legal actions for various commercial and contractual matters, primarily arising from construction disputes, in respect of which insurance is not available. There can be no guarantee that there will not be a future rise in litigation which, depending on the nature of the litigation, could impact Aecon's results.

Risk of Non-Payment

Credit risk of non-payment with private owners under construction contracts is to a certain degree minimized by statutory lien rights which give contractors a high priority in the event of foreclosures as well as progress payments based on percentage completion. However, there is no guarantee that these measures will in all circumstances mitigate the risk of non-payment from private owners and a significant default or bankruptcy by a private owner may impact results. A greater incidence of default (including cash flow problems) or corporate bankruptcy amongst clients, subcontractors or suppliers related to economic conditions could also impact results.

Credit risk is typically less with public (government) owners, who generally account for a significant portion of Aecon's business, as funds have generally been appropriated prior to the award or commencement of the project. Please see "Dependence on the Public Sector" under "Risk Factors" herein for additional discussion of the risks associated with this type of contract.

Ongoing Financing Availability

Aecon's business strategy involves the selective growth of its operations through internal growth and acquisitions. Aecon requires substantial working capital during its peak busy period. Aecon relies on its cash position and the availability of credit and capital markets to meet these working capital demands. As these businesses grow, Aecon is continually seeking to enhance its access to funding in order to finance the higher working capital associated with this growth. However, given the expected demand for infrastructure services over the next several years and the size of many of these projects, Aecon may be constrained in its ability to capitalize on growth opportunities to the extent that financing is either insufficient or unavailable. Further, instability or disruption of capital markets, or a weakening of Aecon's cash position could restrict its access to, or increase the cost of obtaining financing. Aecon cannot guarantee that it will maintain an adequate cash flow to fund its operations and meet its liquidity needs. Additionally, if the terms of the credit facility are not met lenders may terminate Aecon's right to use its credit facility, or demand repayment of whole or part of all outstanding indebtedness, which could have a material adverse effect on Aecon's financial position.

One or more third parties drawing on letters of credit or guarantees could have a material adverse effect on Aecon's cash position and operations.

Some of Aecon's clients also depend on the availability of credit to finance their projects. If clients cannot arrange financing, projects may be delayed or cancelled, which could have a material adverse effect on Aecon's growth and financial position. Diminution of a client's access to credit may also affect Aecon's ability to collect payments, negotiate change orders, and settle claims with clients which could have a material adverse effect on Aecon's financial position.

Access to Bonding, Pre-qualification Rating and Letters of Credit

Many of Aecon's construction contracts require sufficient bonding, pre-qualification rating or letters of credit. The issuance of bonds under surety facilities is at the sole discretion of the surety company on a project by project basis. As such, even sizeable surety facilities are no guarantee of surety support on any specific individual project.

Although the Company believes it will be able to continue to maintain surety capacity adequate to satisfy its requirements, should those requirements be materially greater than anticipated, or should sufficient surety capacity not be available to Aecon or its joint venture partners (see “Large Project Risk” under “Risk Factors” herein) for reasons related to an economic downturn or otherwise, or should the cost of bonding rise substantially (whether Aecon specific or industry wide), this may have an adverse effect on the ability of Aecon to operate its business or take advantage of all market opportunities. The Company also believes that it has sufficient capacity with respect to letters of credit to satisfy its requirements, but should these requirements be materially greater than anticipated or should industry capacity be materially impacted by domestic or international conditions unrelated to Aecon, this may have an adverse effect on the ability of Aecon to operate its business.

Insurance Risk

Aecon maintains insurance in order to both satisfy the requirements of its various construction contracts as well as a corporate risk management strategy. Insurance products from time to time experience market fluctuations that can impact pricing and availability. Therefore, senior management, through Aecon’s insurance broker, monitors developments in the insurance markets to ensure that the Company’s insurance needs are met. Insurance risk entails inherent unpredictability that can arise from assuming long-term policy liabilities or from uncertainty of future events. Although Aecon has been able to meet its insurance needs, there can be no assurances that Aecon will be able to secure all necessary or appropriate insurance on a going forward basis. Failure to do so could lead to uninsured losses or limit Aecon’s ability to pursue some construction contracts, both of which could impact results.

Environmental and Safety Factors

Unfavourable weather conditions represent one of the most significant uncontrollable risks for Aecon to the extent that such risk is not mitigated through contractual terms. Construction projects are susceptible to delays as a result of extended periods of poor weather, which can have an adverse effect on profitability arising from either late completion penalties imposed by the contract or from the incremental costs arising from loss of productivity, compressed schedules, or from overtime work utilized to offset the time lost due to adverse weather.

During its history, Aecon has experienced a number of incidents, emissions or spills of a non-material nature in the course of its construction activities. Although none of these environmental incidents to date have resulted in a material liability to the Company, there can be no guarantee that any future incidents will also be of a non-material nature.

Aecon is subject to, and complies with, federal, provincial and municipal environmental legislation in all of its manufacturing and construction operations. Aecon recognizes that it must conduct all of its business in such a manner as to both protect and preserve the environment in accordance with this legislation. At each place where work is performed, Aecon develops and implements a detailed quality control plan as the primary tool to demonstrate and maintain compliance with all environmental regulations and conditions of permits and approvals. Given its more than one hundred-year history in the construction industry, the large number of companies incorporated into its present structure, and the fact that environmental regulations tend not to have a statute of limitations, there can be no guarantee that a historical claim may not arise on a go forward basis. Management is not aware of any pending environmental legislation that would be likely to have a material impact on any of its operations, capital expenditure requirements or competitive position, although there can be no guarantee that future legislation (including without limitation the introduction of “green” legislation that may impact aspects of Aecon’s business such as work in Alberta’s oil sands) will not be proposed and, if implemented, might have an

impact on the Company and its financial results.

Aecon is also subject to, and complies with, health and safety legislation in all of its operations in the jurisdictions in which it operates. The Company recognizes that it must conduct all of its business in such a manner as to ensure the protection of its workforce and the general public. Aecon has developed a comprehensive health and safety program. Nevertheless, given the nature of the industry, accidents will inevitably occur from time to time. Management is not aware of any pending health and safety legislation or prior incidents which would be likely to have a material impact, taken as a whole, on any of its operations, capital expenditure requirements or competitive position. Nevertheless, there can be no guarantee with respect to the impact of future legislation or accidents. Increasingly across the construction industry safety standards, records and culture are an integral component of winning new work. Should Aecon fail to maintain its safety standards, such failure may impact future job awards, or in a worst case scenario impact financial results.

Cyclical Nature of the Construction Industry

Fluctuating demand cycles are common in the construction industry and can have a significant impact on the degree of competition for available projects. As such, fluctuations in the demand for construction services or the ability of the private and/or public sector to fund projects in the current economic climate could adversely affect backlog and margin and thus Aecon's results.

Given the cyclical nature of the construction industry, the financial results of Aecon, similar to others in the industry, may be impacted in any given period by a wide variety of factors beyond its control (as outlined herein) and, as a result, there may be from time to time, significant and unpredictable variations in Aecon's quarterly and annual financial results.

Failure of Clients to Obtain Required Permits, Licences and Approvals

The development of construction projects requires Aecon's clients to obtain regulatory and other permits, licences and approvals from various governmental licencing bodies. Aecon's clients may not be able to obtain all necessary permits, licenses and approvals required for the development of their projects, in a timely manner or at all. These delays are generally outside the Company's control. The major costs associated with these delays are personnel and associated overhead that is designated for the project which cannot be reallocated effectively to other work. If the client's project is unable to proceed, it may adversely impact the demand for the Company's services.

International/Foreign Jurisdiction Factors

Aecon is from time to time engaged in large international projects in foreign jurisdictions. International projects can expose Aecon to risks beyond those typical for its activities in its home market, including without limitation, economic, geopolitical, geotechnical, military, repatriation of undistributed profits, currency and foreign exchange risks, and other risks beyond the Company's control including the duration and severity of the impact of global economic downturns.

Aecon continually evaluates its exposure to unusual risks inherent in international projects and, where deemed appropriate in the circumstances, mitigates these risks through specific contract provisions, insurance coverage and forward exchange agreements. However, there are no assurances that such measures would offset or materially reduce the effects of such risks.

Foreign exchange risks are actively managed and hedged where possible and considered cost effective, when

directly tied to quantifiable contractual cash flows accruing directly to Aecon within periods of one or two years. Major projects executed through joint ventures generally have a longer term and result in foreign exchange translation exposures that Aecon has not hedged. Such translation exposure will have an impact on Aecon's consolidated financial results. Practical and cost-effective hedging options to fully hedge this longer term translational exposure are not generally available.

Internal and Disclosure Controls

Inadequate disclosure controls or ineffective internal controls over financial reporting could result in an increased risk of material misstatements in the financial reporting and public disclosure record of Aecon. Inadequate controls could also result in system downtime, give rise to litigation or regulatory investigation, fraud or the inability of Aecon to continue its business as presently constituted. Aecon has designed and implemented a system of internal controls and a variety of policies and procedures to provide reasonable assurance that material misstatements in the financial reporting and public disclosures are prevented and detected on a timely basis and other business risks are mitigated. In accordance with the guidelines adopted in Canada, Aecon assesses the effectiveness of its internal and disclosure controls using a top-down, risk-based approach in which both qualitative and quantitative measures are considered. An internal control system, no matter how well conceived and operated, can provide only reasonable – not absolute – assurance to management and the Board of Directors regarding achievement of intended results. Aecon's current system of internal and disclosure controls places reliance on key personnel across the Company to perform a variety of control functions including key reviews, analysis, reconciliations and monitoring. The failure of individuals to perform such functions or properly implement the controls as designed could adversely impact results.

Interruption or Failure of Information Systems

Aecon relies extensively on information systems, data and communication networks to effectively manage its operations. Complete, accurate, available and secure information is vital to the Company's operations and any compromise in such information could result in improper decision making, inaccurate or delayed operational and/or financial reporting, delayed resolution to problems, breach of privacy and/or unintended disclosure of confidential materials. Failure in the completeness, accuracy, availability or security of Aecon's information systems, the risk of system interruption or failure during system upgrades or implementation, or a breach of data security could adversely affect the Company's operations and financial results.

Cybersecurity Threats

Aecon has established and continues to enhance security controls which protect its information systems and infrastructure, and which meet or exceed its obligations under applicable law or professional standards. The Company's Information Services Security Group oversees the cybersecurity and risk mitigation strategy in coordination with Information Services and in consultation with the Company's Board of Directors. Aecon is IT general controls (ITGC) certified and governed by the National Institute of Standards and Technology (NIST) Cybersecurity Framework. Aecon annually conducts a comprehensive assessment with third party auditors in order to re-certify its compliance with the ITGC principles. While audits occur annually, information security risk reviews and assessments are conducted more frequently in accordance with established processes to ensure that Aecon's security controls are protecting the Company's information systems and infrastructure on an ongoing basis. Aecon has also established safeguards to ensure that appropriate physical access controls are in place to protect the Company's facilities and information technology resources from unauthorized access. The Company

has a cyber insurance policy which provides broad coverage of cyber incidents as well as third party costs as a result of breaches and costs to restore, recreate or recollect electronic data.

Aecon relies on information technology systems to manage its operations, including for reporting its results of operations, collection and storage of client data, personal data of employees and other stakeholders, and various other processes and transactions. Some of these systems are managed by third-party service providers. Aecon has similar exposure to security risks faced by other large companies that have data stored on their information technology systems. Given the rapid evolution and sophisticated level of cyber incidents, all the foregoing security measures and controls may not be sufficient to prevent third party access of digital data from Aecon's or its third-party service providers' systems with the intent to misappropriate information, corrupt data or cause operational disruptions. Such incidents could cause delays in the Company's operations and construction projects, result in lost revenues due to a disruption of activities, lead to the loss, destruction, inappropriate use or theft of confidential data, or result in theft of confidential information, including the Company's or its clients' or joint venture partners' intellectual property. If any of the foregoing events occurs, the Company may be exposed to a number of consequences, including potential litigation or regulatory actions and reputational damage, which could have a material adverse effect on the Company.

Integration and Acquisition Risk

The integration of any acquisition raises a variety of issues including, without limitation, identification and execution of synergies, elimination of cost duplication, systems integration (including accounting and information technology), execution of the pre-deal business strategy in an uncertain economic market, development of common corporate culture and values, integration and retention of key staff, retention of current clients as well as a variety of issues that may be specific to Aecon and the industry in which it operates. There can be no assurance that Aecon will maximize or realize the full potential of any of its acquisitions. A failure to successfully integrate acquisitions and execute a combined business plan could materially impact the future financial results of Aecon. Likewise, a failure to expand the existing client base and achieve sufficient utilization of the assets acquired could also materially impact the future financial results of Aecon.

Loss of Key Management and Inability to Attract and Retain Key Staff

The Company's future prospects depend to a significant extent on the continued service of its key executives and staff. Furthermore, the Company's continued growth and future success depends on its ability to identify, recruit, assimilate and retain key management, technical, project and business development personnel. The competition for such employees, particularly during periods of high demand in certain sectors, is intense and there can be no assurance that the Company will be successful in identifying, recruiting or retaining such personnel.

Adjustments in Backlog

There can be no assurance that the revenues projected in Aecon's backlog at any given time will be realized or, if realized, that they will perform as expected with respect to margin. Projects may from time to time remain in backlog for an extended period of time prior to contract commencement, and after commencement may occur unevenly over current and future earnings periods. Project suspensions, terminations or reductions in scope do occur from time to time in the construction industry due to considerations beyond the control of a contractor such as Aecon and may have a material impact on the amount of reported backlog with a corresponding impact on future revenues and profitability. A variety of factors outlined in these "Risk Factors" including, without limitation, conditions in the oil sands or other resource related sectors and the impact of economic weakness could

lead to project delays, reductions in scope and/or cancellations which could, depending on severity, negatively affect the ability of the Company to replace its existing backlog which may adversely impact results.

Tax Accrual Risks

Aecon is subject to income taxes in both Canada and several foreign jurisdictions. Significant judgment is required in determining the Company's worldwide provision for income taxes. In the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although Aecon believes its tax estimates are reasonable, there can be no assurance that the final determination of any tax audits and litigation will not be materially different from that reflected in historical income tax provisions and accruals. Although management believes it adequately provides for any additional taxes that may be assessed as a result of an audit or litigation, the occurrence of either of these events could have an adverse effect on the Company's current and future results and financial condition.

Public Procurement Laws and Regulations

As part of its business dealings with governmental bodies, Aecon must comply with public procurement laws and regulations aimed at ensuring that public sector bodies award contracts in a transparent, competitive, efficient, ethical and non-discriminatory way. Although Aecon has adopted control measures and implemented policies and procedures to mitigate such risks, these control measures, policies and procedures may not always be sufficient to protect the Company from the consequences of acts prohibited by public procurement laws and regulations committed by its directors, officers, employees and agents. If Aecon fails to comply with these laws and regulations it could be subject to administrative or civil liabilities and to mandatory or discretionary exclusion or suspension, on a permanent or temporary basis, from contracting with governmental bodies in addition to other penalties and sanctions that could be incurred by the Company.

Reputation in the Construction Industry

Reputation and goodwill play an important role in the long-term success of any company in the construction industry. Negative opinion may impact long-term results and can arise from a number of factors including competence, losses on specific projects, questions concerning business ethics and integrity, corporate governance, changing environmental awareness, the accuracy and quality of financial reporting and public disclosure as well as the quality and timing of the delivery of key products and services. Aecon has implemented various procedures and policies to help mitigate this risk including the adoption of a comprehensive Code which all employees are expected to review and abide by. Nevertheless, the adoption of corporate policies and training of employees cannot guarantee that a future breach or breaches of the Code or other corporate policies will not occur which may or may not impact the financial results of the Company.

Increases in the Cost of Raw Materials

The cost of raw materials represents a significant component of Aecon's operating expenses. As contractors are not always able to pass such risks on to their customers, unexpected increases in the cost of raw materials may negatively impact the Company's results. At times, the global availability of basic construction materials such as cement and steel can be impacted by high periods of demand which can result in significant price fluctuations, price escalation and periodic supply shortages. Tariffs on raw materials between nations may also impact the cost of raw materials from time to time. Unanticipated fluctuations in the costs of raw materials may add a significant risk to many vendors and subcontractors, some of whom may respond by no longer guaranteeing price or availability on long-term contracts which in turn increases the risk for contractors who are not always able to pass

this risk on to their customers.

Impact of Extreme Weather Conditions and Natural Disasters

Much of Aecon's construction activities are performed outdoors. Extreme weather conditions or natural or other disasters, such as earthquakes, fires, floods, epidemics or pandemics and similar events, may cause delays in the progress of Aecon's projects, which to the extent that such risk is not mitigated through contractual terms, may result in loss of revenues that otherwise would be recognized while certain costs continue to be incurred. Delays in the completion of Aecon's services may also lead to incurring additional non-compensable costs, including overtime work, that are necessary to meet clients' schedules. Delays in the commencement or completion of a project may also result in penalties or sanctions under contracts or even the cancellation of contracts.

Climate Change

Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. The failure to recognize and adequately respond to climate change concerns or public and governmental expectations on climate matters may have a material adverse effect on Aecon's profitability and financial condition. See "Risk Factors – Climate Change Laws and Regulations" under "Risk Factors" herein.

Climate Change Laws and Regulations

Global climate change continues to attract considerable public, scientific and regulatory attention, and greenhouse gas emission regulation is becoming more commonplace and stringent. Government action to address climate change may involve both economic instruments such as carbon taxation as well as restrictions on economic sectors such as cap-and-trade. Aecon is subject to carbon taxation and cap-and-trade systems in some of the jurisdictions in which it operates and there is a possibility in other jurisdictions in the future. The Company's cost of business may rise and the Company may be required to purchase new equipment to reduce emissions in order to comply with new regulatory standards or to mitigate the financial impact of carbon taxation. In addition, Aecon's inability to comply with climate change laws and regulations could result in penalties, lawsuits and potential harm to its reputation. Cap-and-trade programs and other government restrictions on certain market sectors can also impact current or potential clients in industries such as petroleum crude oil.

Impairment in the Value of Aecon's Assets

New events or circumstances may lead Aecon to reassess the value of goodwill, property, plant and equipment, and other non-financial assets, and record a significant impairment loss, which could have a material adverse effect on its financial position. Aecon's financial assets, other than those accounted for at fair value, are assessed for indicators of impairment quarterly. Financial assets are considered impaired when there is objective evidence that estimated future cash flows of the investment have been affected by one or more events that occurred after the initial recognition of the financial asset. In such a case, Aecon may be required to reduce carrying values to their estimated fair value. Aecon's estimates of future cash flows are inherently subjective which could have a significant impact on the analysis. Further, there could be a material adverse effect on Aecon's financial position from any future write-offs or write-downs of Aecon's assets or in the carrying value of its investments.

Outsourced Software

Aecon relies on third party providers of software and infrastructure to run critical accounting, project management and financial systems. Discontinuation of development or maintenance of third party software and infrastructure could cause a disruption in Aecon's systems.

Protection of Intellectual Property and Proprietary Rights

The Company depends, in part, on its ability to protect its intellectual property rights. Aecon relies primarily on patent, copyright, trademark and trade secret laws to protect its proprietary technologies. The failure of any patents or other intellectual property rights to provide protection to Aecon's technologies would make it easier for competitors to offer similar products, which could result in lower sales or gross margin.

The Company's trademarks and trade names are registered in Canada and the United States and the Company intends to keep these filings current and seek protection for new trademarks to the extent consistent with business needs. The Company relies on trade secrets and proprietary know-how and confidentiality agreements to protect certain of its technologies and processes.

Outstanding Share Data

Aecon is authorized to issue an unlimited number of common shares. The following are details of common shares outstanding and securities that are convertible into common shares.

In thousands of dollars (except share amounts)	March 5, 2019
Number of common shares outstanding	60,478,564
Outstanding securities exchangeable or convertible into common shares:	
Principal amount of convertible debentures outstanding (see Note 19 to the December 31, 2018 consolidated financial statements)	\$ 172,482
Number of common shares issuable on conversion of convertible debentures	7,666,667
Increase in paid-up capital on conversion of convertible debentures	\$ 172,482

OUTLOOK

Commitments to increase infrastructure investment by all levels of government across Canada, as well as significant opportunities in utilities, pipelines, and power, including nuclear, align with Aecon's strengths and has allowed Aecon to be successful in 2018 in building backlog to record levels while maintaining a strong list of significant project pursuits going forward. The Company's 2019 record opening backlog of \$6.8 billion is 61% higher than 2018's opening backlog. While this strong program of work supports an expectation of like for like revenue and EBITDA growth in 2019, this will be offset to some extent by the sale of the contract mining business on November 23, 2018 for \$199.1 million. This business contributed \$209 million of revenue in 2018.

Infrastructure segment backlog at the end of 2018 was \$4,527 million compared to \$1,995 million at the same time last year. Increased infrastructure investment to address the significant infrastructure deficit in Canada is a key area of focus for federal, provincial, and municipal governments, and Aecon continues to be well positioned to successfully bid on, secure, and deliver these major projects. Bidding activity is expected to be solid in 2019 although new awards are not likely to match the level of 2018. With strong backlog in hand, the focus has shifted to the ramp up and execution of these projects, leading to higher revenue and Adjusted EBITDA in 2019.

Backlog in the Industrial segment was \$2,257 million at the end of 2018 compared to \$2,234 million a year earlier. Aecon expects steady demand for nuclear refurbishment, utilities, pipelines, and conventional industrial work in 2019, while the sale of the contract mining business near the end of 2018 will have an offsetting impact on revenue in 2019. Aecon's capability in the nuclear refurbishment sector, combined with the work secured to-date, and the ongoing fifteen-year and ten-year refurbishment projects at the Bruce Power Nuclear Generating Station and at Ontario Power Generation's Darlington facility, respectively, provides a significant long-term growth opportunity for Aecon in nuclear work. Work on Bruce Power's Unit 6 FCFR is scheduled to begin in 2020. Aecon's capabilities in utilities continues to be a strength that should lead to growth from the increased demand for utility services, pipelines and power work over the long-term, although timing of pipeline work remains susceptible to delays given the political and regulatory environment for major pipeline development in Canada. While oil and commodity prices are improving, they have not yet reached a level to support a pick up in significant new oil and mining construction projects. As a result, it is expected that 2019 conventional industrial fabrication and field work revenue will be similar to 2018.

The Concessions group continues to partner with Aecon's other segments to focus on the significant number of P3 opportunities in Canada and is actively pursuing a number of large-scale infrastructure projects that require private finance solutions. Concessions is also participating as a concessionaire on the Finch West LRT, Waterloo LRT, Eglinton Crosstown LRT, and Gordie Howe International Bridge projects as well as the Bermuda International Airport Redevelopment Project.

The overall outlook for 2019 remains solid, as our current strong backlog, robust pipeline of future opportunities, and ongoing concessions are expected to lead to an improved Adjusted EBITDA margin. 2019 capital expenditures are expected to remain relatively consistent with 2018 levels.