

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from a stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

18 May 2017

ATKINS



The recommended all cash offer for WS Atkins plc by SNC-Lavalin Group Inc. and the effect the offer will have on your participation in the Atkins share plans

As you will be aware, WS Atkins plc ("**Atkins**") and SNC-Lavalin Group Inc. ("**SNC-Lavalin**") announced on 20 April 2017 that they had reached agreement on the terms of a recommended all cash offer for the entire issued and to be issued ordinary share capital of Atkins by SNC-Lavalin (the "**Acquisition**").

Why are we writing to you?

We are writing to explain how the Acquisition will affect one, or more, of the following awards (the "**Awards**"):

- nil-cost option;
- phantom allocation; and
- share allocation,

that you hold in one, or more, of the following Atkins share plans (the "**Share Plans**"):

- Atkins Deferred Share Plan (the "**DSP**");
- Atkins Deferred Bonus Plan (the "**DBP**");
- Atkins Long Term Incentive Plan (the "**A-LTIP**");
- WS Atkins plc Long Term Incentive Plan (the "**LTIP**"); and
- WS Atkins plc Long-term Growth Unit Plan (the "**LGU**").

You will receive a separate communication if you participate in the Atkins Share Incentive Plan.

Details of your Share Plans participation is available on the Atkins Share Plans Portal (the "**Portal**"). The Portal can be accessed at www.atkinsshareplans.com.

Please read everything in this notice. A separate schedule for each of the Share Plans you participate in is available on the Portal. Please read all of the documents carefully.

How will the Acquisition work?

The Acquisition will result in Atkins and its subsidiaries becoming subsidiaries of SNC-Lavalin.

The Acquisition will be carried out through what is called a “scheme of arrangement” (the “**Scheme**”). The Scheme has to be approved by Atkins Shareholders at a Court Meeting and at a separate General Meeting which are due to be held on 26 June 2017. Once approved by Atkins Shareholders, the Scheme will only become effective if approved by the Court (the “**Court Sanction**”). The Court Sanction is currently expected to take place on 29 June 2017 and the Scheme will become effective on 3 July 2017. Further information on the Scheme is set out in the Scheme Document dated 18 May 2017 which is available on Atkins’ website at www.atkingsglobal.com.

This notice and its Appendix, and the separate Share Plan schedules, should be read together with the Scheme Document. A brief explanation of some of the terms used in this notice is given in the Appendix. Terms defined in the Scheme Document will have the same meaning in this notice unless otherwise defined.

What is the recommended offer price?

Under the terms of the Acquisition, which are set out in full in the Scheme Document, each Atkins Shareholder will be entitled to receive, for each Atkins Share they own:

- 2,080 pence in cash

When is the Acquisition likely to take place?

The Acquisition is currently anticipated to become effective in the third quarter of 2017. The expected timeline of principal events is set out below. The dates given below are indicative only and are based on Atkins’ and SNC-Lavalin’s current expectations and may be subject to change.

Date	Event
26 June 2017	Atkins Shareholder meetings to approve the Scheme
29 June 2017 (the expected Court Sanction)	All Awards vest, and nil-cost options are automatically exercised, in some cases subject to the determination of the Atkins Remuneration Committee
3 July 2017 (the expected Effective Date)	All Atkins Shares are transferred to SNC-Lavalin
2 August 2017 (30 days after the Effective Date)	Latest date by which you are expected to receive the cash proceeds (less any necessary withholdings) for any Awards you held

What do I need to do?

You do not need to do anything for your Awards to vest. Any Awards structured as a nil-cost option will be automatically exercised. Any proceeds due to you (less income tax and social security contributions) are expected to be paid to you in the July payroll.

What if you have questions?

If you have any questions that relate to your Awards, please contact the Company Secretary’s team on cosec@atkingsglobal.com. Please note that no legal, tax or financial advice on the merits of the Acquisition or its effect on your Awards can be provided.

You are strongly advised to seek your own independent financial and/or tax advice regarding your personal circumstances and the effect of the Acquisition in relation to your Awards.

Important Notes

The Atkins Board, which has been so advised by Moelis & Company and J.P. Morgan Cazenove as to the financial terms of the Acquisition, considers the terms of the proposals described above to be fair and reasonable in the context of the Acquisition. In providing their advice to the Atkins Board, Moelis & Company and J.P. Morgan Cazenove have taken into account the commercial assessments of the Atkins Board.

Nothing in this notice constitutes financial advice to any holder of shares, share awards or share options in Atkins.

If there is a conflict between the information in this note and Appendix and the rules of any of the Share Plans or any relevant legislation, the rules and the legislation will prevail.

Appendix

A brief explanation of some definitions

"Atkins" means WS Atkins plc;

"Atkins Board" means the board of directors of Atkins;

"Atkins Directors" means the directors of Atkins as at the date of this notice;

"Atkins Group" means Atkins and its subsidiaries and subsidiary undertakings from time to time;

"Atkins Shareholders" means holders of Atkins Shares;

"Atkins Shares" means ordinary shares of 0.5 pence each in the capital of Atkins;

"Awards" means the nil-cost option, phantom allocation or share allocation awards over Atkins Shares granted to employees and former employees of Atkins and its subsidiaries under the Share Plans;

"Court" means the High Court of Justice in England and Wales;

"Court Sanction" means the date on which the Court sanctions the Scheme under section 899 of the Companies Act 2006;

"Effective Date" means the date on which the Scheme becomes effective in accordance with its terms;

"HMRC" means HM Revenue & Customs;

"J.P. Morgan Cazenove" means J.P. Morgan Limited (which conducts its UK investment banking activities as J.P. Morgan Cazenove);

"Moelis & Company" means Moelis & Company UK LLP;

"Scheme" means the procedure by which SNC-Lavalin will become the holder of the entire issued and to be issued ordinary share capital of Atkins;

"Scheme Document" means the document setting out the terms of the Scheme dated 18 May 2017 sent to Atkins Shareholders;

"Share Plans" means the Atkins Deferred Share Plan, Atkins Deferred Bonus Plan, Atkins Long Term Incentive Plan, WS Atkins plc Long Term Incentive Plan, and WS Atkins plc Long-term Growth Unit Plan;

"SNC-Lavalin" means SNC-Lavalin Group Inc.;

"SNC-Lavalin Group" means SNC-Lavalin and its subsidiaries and subsidiary undertakings from time to time; and

"SNC-Lavalin Responsible Persons" means the directors of SNC-Lavalin (GB) Holdings Limited as at the date of this notice and Neil Bruce (President & Chief Executive Officer of SNC-Lavalin) and Hartland Paterson (Executive Vice-President and General Counsel of SNC-Lavalin).

Notes

The distribution of this notice (in whole or in part) in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this notice comes should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Moelis & Company UK LLP ("**Moelis & Company**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to Atkins and no one else in connection with the matters described in this document and will not be responsible to anyone other than Atkins for providing the protections afforded to clients of Moelis & Company nor for providing advice in connection with the matters referred to herein. Neither Moelis & Company nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Moelis & Company in connection with this document, any statement contained herein, the Acquisition or otherwise.

Moelis & Company has given and not withdrawn its written consent to the issue of this notice with the inclusion of references to its name in the form and context in which they are included.

J.P. Morgan Cazenove, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Atkins and for no one else in connection with the Acquisition and will not be responsible to anyone other than Atkins for providing the protections afforded to its clients or for providing advice in connection with the Acquisition or the proposals described in this notice. Neither J.P. Morgan Cazenove, nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of J.P. Morgan Cazenove, in connection with the Acquisition or the proposals described in this notice.

J.P. Morgan Cazenove, has given and not withdrawn its written consent to the issue of this notice with the inclusion of references to its name in the form and context in which they are included.

This notice does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer to subscribe for or buy, any securities by any person in any jurisdiction (a) in which such offer or invitation is not authorised, (b) in which the person making such offer or invitation is not qualified to do so, or (c) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation or where the making of such offer, solicitation or invitation would impose any unfulfilled registration, qualification, publication or approval requirements on Atkins, SNC-Lavalin or any of their respective directors, officers, agents, affiliates and advisers. No action has been taken nor will be taken in any jurisdiction by any such person that would permit a public offering of any securities in any jurisdiction where action for that purpose is required, nor has any such action been taken with respect to the possession or distribution of this notice other than in any jurisdiction where action for that purpose is required. Neither Atkins nor SNC-Lavalin nor their respective directors, officers, agents, affiliates or advisers accept any responsibility for any violation of any of these restrictions by any other person.

The Atkins Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this notice (including, without limitation, all information in respect of Atkins which had been incorporated by reference in this notice), except for that information for which the SNC-Lavalin Responsible Persons accept responsibility. To the best of the knowledge and belief of the Atkins Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this notice for which it is responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

The SNC-Lavalin Responsible Persons, whose names are set out in the Scheme Document, accept responsibility for the information contained in this notice relating to the SNC-Lavalin Group (including, without limitation, all information in respect of the SNC-Lavalin Group which has been incorporated by reference in this notice) and the SNC-Lavalin Responsible Persons, their close relatives, related trusts and other connected persons and persons acting in concert with SNC-Lavalin. To the best of the knowledge and belief of the SNC-Lavalin Responsible Persons (who have taken all reasonable care to ensure that such is the case), the information contained in this notice for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

A copy of this notice and the schedule for each of the Share Plans is available on Atkins' website at www.atkinsglobal.com and SNC-Lavalin's website at www.snclavalin.com.