ATKINS

SNC·LAVALIN

ATKINS DEFERRED SHARE PLAN (THE "DSP")
PHANTOM ALLOCATIONS GRANTED BETWEEN 2014 AND 2016

18 May 2017

This schedule sets out the impact of the Acquisition on the phantom allocations you were granted under the terms of the DSP (your **"DSP Awards"**).

1. What needs to happen for the Acquisition to go ahead?

The Acquisition will be carried out through a scheme of arrangement (the **"Scheme"**). In order for the Acquisition to go ahead, the Scheme will first need to be approved by shareholders at the Atkins Shareholder meetings 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 then be effective on 3 July 2017.

2. Can I vote on the Acquisition?

Your DSP Awards do not give you a right to vote on the Acquisition; only Atkins Shareholders can vote.

If you own Atkins Shares, either through the Atkins Share Incentive Plan or otherwise, then you will be able to vote on the Acquisition. You will be sent a separate communication if this is the case.

3. What will happen to my DSP Awards if the Acquisition goes ahead?

If the Acquisition goes ahead, your outstanding DSP Awards will vest on the date of Court Sanction.

4. Will I also receive the outstanding Benefit of Dividends accrued on my DSP Awards if the Acquisition goes ahead?

Any outstanding Benefit of Dividends accrued on your DSP Awards will be paid at the same time as you receive the payment for your DSP Awards.

5. How and when will I be paid if the Acquisition goes ahead?

If the Acquisition goes ahead, you will be entitled to receive a cash payment for all your outstanding DSP Awards based on the market value of an Atkins share on the date your DSP Awards vest (the date of Court Sanction – 29 June 2017). **Please note that based on the expected timetable, the market value of an Atkins Share on 29 June 2017 may not be the same as the £20.80 cash offer price.**

This will be paid through your local payroll as soon as is reasonably practicable along with your accrued Benefit of Dividend entitlements. We would expect that you would receive these payments in July's payroll.

The amount of cash you receive will be paid after the deduction of any applicable withholding for tax and social security contributions. The value will be converted from GBP sterling (£) into your payroll currency and **you will bear the risk of any change in exchange rates.**

6. What is the tax treatment of the DSP Awards?

Please refer to the Tax Appendix to this schedule.

7. What will happen if the Acquisition does not go ahead?

If the Acquisition does not go ahead, the DSP will continue as normal and your DSP Awards will vest on their normal vesting date.

8. Will my June 2014 DSP Award vest on its normal vesting date (26 June 2017) before the Acquisition is completed?

Your June 2014 DSP Award will be dealt with as normal, subject to the DSP rules.

You will be entitled to receive a cash payment for 2014 DSP Award based on the market value of an Atkins share on the date your 2014 DSP Award vests (26 June 2017). **Please note that based on the expected timetable, the market value of an Atkins Share on 26 June 2017 may not be the same as the £20.80 cash offer price.**

9. What happens to my DSP Awards if I leave the Company before the Acquisition is completed?

Your DSP Awards will be dealt with as normal, subject to the DSP rules. The reason for you leaving the Company will determine what happens to your DSP Awards.

10. I have some more questions on this. Who should I contact?

If you have any questions that relate to your DSP Awards, please contact cosec@atkinsglobal.com. Please note that no legal, tax or financial advice on the merits of the Acquisition or its impact on your DSP Awards can be provided.

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.

Nothing in this schedule and appendices 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 schedule and appendices and the rules of the DSP or any relevant legislation, the rules and the legislation will prevail.

Tax Appendix

This information is for guidance only and may differ according to personal circumstances. This does not constitute personal tax advice and therefore it is recommended that independent advice is sought if required.

1) Tax Treatment of your DSP Awards in the United Kingdom

The guidance is based on the following assumptions:

- you are a domiciliary of, and fully resident for tax purposes in, the United Kingdom and have been/will be at all material times since the date of grant of your DSP Award;
- you perform services only in the United Kingdom for the entire duration of your DSP Award; and
- you are subject to the social security system of the United Kingdom.

If there are any doubts or concerns about your personal tax position, you should obtain tax advice from a professional personal tax adviser.

This information is understood to be correct as at 18 May 2017. Any future changes in legislation or changes to tax rates and prevailing practice may affect the information provided.

Vesting of your DSP Awards on Court Sanction

If the Acquisition goes ahead, you will be entitled to receive a cash payment based on the market value of the number of Atkins Shares under your DSP Awards on the date of vesting. A liability to income tax and National Insurance contributions will arise on this value.

Your employer will withhold from your cash payment any income tax and National Insurance contributions due and pay this directly to HMRC.

As your DSP Awards are settled in cash on their vesting date, there is no Capital Gains Tax liability.

2) Tax Treatment of your DSP Awards in the Middle East

There should be no income tax and social security consequences in relation to your DSP Award.

Any tax advice included in this written communication is not intended or written to be used, and it cannot be used by you, for the purpose of avoiding any penalties that may be imposed by any governmental taxing authority or agency.

Glossary

A brief explanation of some definitions

"Atkins" means WS Atkins plc;

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

"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;

"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;

"DSP" means the Atkins Deferred Share Plan;

"DSP Awards" means the phantom allocation awards over Atkins Shares granted to employees and former employees of Atkins and its subsidiaries under the DSP;

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

"HMRC" means HM Revenue & Customs;

"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;

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

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