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For immediate release**

16 May 2017

RECOMMENDED CASH ACQUISITION

of

WS Atkins plc

by

SNC-Lavalin (GB) Holdings Limited

a wholly-owned subsidiary of

SNC-Lavalin Group Inc.

Financing Update

On 20 April 2017, the boards of SNC-Lavalin Group Inc. ("**SNC-Lavalin**") and WS Atkins plc ("**Atkins**") announced the terms of a recommended all cash acquisition of the entire issued and to be issued share capital of Atkins by SNC-Lavalin (GB) Holdings Limited ("**SNC-Lavalin Bidco**") (a wholly-owned subsidiary of SNC-Lavalin) (the "**Offer**", and such announcement being the "**Offer Announcement**") at a price of 2,080 pence per Atkins Share (the "**Offer Price**").

As noted in the Offer Announcement, part of the consideration for the Offer is to be funded from the Syndicated Credit Facility and a Term Loan Agreement. SNC-Lavalin has amended and restated the Syndicated Credit Facility and the Term Loan Agreement into a single agreement (the **Amended and Restated Syndicated Credit Facility Agreement**) containing a committed revolving credit facility of C\$2,750,000,000, a committed term facility of £300,000,000 and a new C\$2,500,000,000 uncommitted credit facility.

Accordingly, the Bridge Facility Agreement has been terminated and will be removed from the SNC-Lavalin and Atkins websites. The Syndicated Credit Facility Agreement and Term Loan Agreement will also be removed from the SNC-Lavalin and Atkins websites and will be replaced by the Amended and Restated Syndicated Credit Facility Agreement.

Capitalised terms used but not defined in this announcement shall have the meaning given to them in the Offer Announcement.

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Further information

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Atkins in any jurisdiction in contravention of applicable law. The Acquisition will be implemented solely by means of the Scheme Document, which will contain the full terms and conditions of the Acquisition including details of how to vote in respect of the Scheme. Any vote in respect of the Scheme or other response in relation to the Acquisition should be made only on the basis of the information contained in the Scheme Document.

RBC Capital Markets is the trading name for RBC Europe Limited, which is authorised by the PRA and regulated by the FCA and the PRA and is a subsidiary of the Royal Bank of Canada, is acting as financial adviser to SNC-Lavalin and SNC-Lavalin Bidco and no-one else in connection with the matters described in this Announcement and will not be responsible to anyone other than SNC-Lavalin and SNC-Lavalin Bidco for providing the protections afforded to clients of RBC nor for providing advice in connection with the matters referred to herein. Neither RBC 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 RBC in connection with this Announcement, any statement contained herein, the Acquisition or otherwise.

Overseas jurisdictions

The availability of the Acquisition to Atkins Shareholders who are not resident in and citizens of the UK may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Further details in relation to overseas shareholders will be contained in the Scheme Document.

The release, publication or distribution of this Announcement in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK should inform themselves of, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. This Announcement has been prepared for the purposes of complying with English law, the Listing Rules, the rules of the London Stock Exchange and the Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside of England.

Copies of this Announcement and the formal documentation relating to the Scheme and the Acquisition will not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction (as such term is defined in the Offer Announcement) or any jurisdiction where to do so would violate the laws of that jurisdiction.

Canadian Holders

Canadian Holders should note that the Acquisition relates to the securities of a UK company listed on the Main Market of the London Stock Exchange, is subject to UK disclosure requirements and practices (which are different from those applicable in Canada) and is proposed to be implemented

under a scheme of arrangement under English company law. A transaction effected by means of a scheme of arrangement is not subject to the provisions of Canadian provincial securities laws applicable to take-over bids. Accordingly, the Scheme will be subject to UK disclosure requirements and practices, which are different from the disclosure requirements of Canadian provincial securities laws applicable to take-over bids. The financial information included in this Announcement and the Scheme Document has been or will have been prepared in accordance with IFRS and thus may not be comparable to financial information of Canadian companies or companies whose financial statements are not prepared in accordance with IFRS. If SNC-Lavalin exercises its right to implement the acquisition of the Atkins Shares by way of an Offer, any such Offer made in Canada will be made in compliance with (or pursuant to available exemptions from) the applicable requirements of Canadian provincial securities laws. Such a takeover offer would be made by SNC-Lavalin (or by a wholly-owned subsidiary of SNC-Lavalin) and no one else.

The receipt of cash pursuant to the Acquisition by a Canadian Holder as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable transaction for Canadian federal income tax purposes and under applicable Canadian provincial income tax laws, as well as foreign and other, tax laws. Each Atkins Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.

US Holders

US Holders should note that the Acquisition relates to the securities of a UK company listed on the Main Market of the London Stock Exchange, is subject to UK disclosure requirements and practices (which are different from those of the US) and is proposed to be implemented under a scheme of arrangement under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules under the US Exchange Act, and the proxy solicitation rules under the US Exchange Act will not apply to the Acquisition. The Scheme will be subject to UK disclosure requirements and practices, which are different from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information included in this Announcement and the Scheme Document has been or will have been prepared in accordance with IFRS, and thus may not be comparable to financial information of companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US. However, if SNC-Lavalin were to exercise its right to implement the Acquisition of the Atkins Shares by way of an Offer, such Offer will be made in compliance with applicable US tender offer and securities laws and regulations. Such an Offer would be made by SNC-Lavalin or a wholly-owned subsidiary of SNC-Lavalin and no one else.

The receipt of cash pursuant to the Acquisition by a US Holder as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Atkins Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.

It may be difficult for US Holders to enforce their rights and claims arising out of the US federal securities laws, since SNC-Lavalin and Atkins are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the US. US Holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, SNC-Lavalin or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Atkins Shares outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the UK, will be reported to the Regulatory Information Service of the London Stock Exchange and will be available on the London Stock Exchange website at <http://www.londonstockexchange.com/prices-and-news/prices-news/home.htm>

Forward looking statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by SNC-Lavalin and Atkins contain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of SNC-Lavalin and Atkins about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

The forward-looking statements contained in this Announcement include statements relating to the expected effects of the Acquisition on SNC-Lavalin and Atkins, the expected timing and scope of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Although SNC-Lavalin and Atkins believe that the expectations reflected in such forward-looking statements are reasonable, SNC-Lavalin and Atkins can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.

These factors include, but are not limited to: the ability to consummate the Acquisition; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms and schedule; as future market conditions, changes in general economic and business conditions, the behaviour of other market participants, the anticipated benefits from the proposed transaction not being realised as a result of changes in general economic and market conditions in the countries in which SNC-Lavalin and Atkins operate, weak, volatile or illiquid capital and/or credit markets, changes in tax rates, interest rate and currency value fluctuations, the degree of competition in the geographic and business areas in which SNC-Lavalin and Atkins operate and changes in laws or in supervisory expectations or requirements. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither SNC-Lavalin nor Atkins, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. You are cautioned not to place any reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations (including under the Listing Rules and the Disclosure Guidance and Transparency Rules of the FCA, as applicable), neither SNC-Lavalin nor Atkins is under any obligation, and SNC-Lavalin and Atkins expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for SNC-Lavalin or Atkins, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for SNC-Lavalin or Atkins, as appropriate.

Dealing disclosure requirements

Under Rule 8.3(a) of the Code, any person who is interested in one per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3. Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication on website

In accordance with Rule 26.1 of the Code, a copy of this Announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions (as such term is defined in the Offer Announcement), on SNC-Lavalin's website at www.snclavalin.com by no later than 12 noon (London time) on the business day following this Announcement. For the avoidance of doubt, the contents of this website is not incorporated by reference and do not form part of this Announcement.

Requesting hard copy documents

For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

Electronic communications

Please be aware that addresses, electronic addresses and certain other information provided by Atkins Shareholders, persons with information rights and other relevant persons for the receipt of communications from Atkins may be provided to SNC-Lavalin during the offer period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c).

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of figures that precede them.