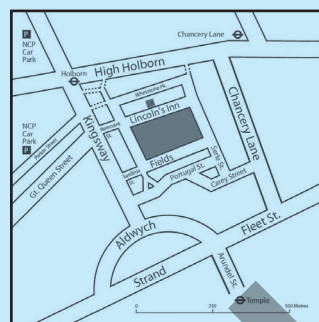


ATTENDANCE CARD COURT MEETING

ATKINS

A Court Meeting of WS Atkins plc (the "Company") convened with the permission of the Court under Part 26 of the Companies Act 2006 will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 26 June 2017 at 11.00 a.m. (London time).

[Area for personalisation]



Meeting Venue:
The Lincoln Centre,
18 Lincoln's Inn Fields,
London WC2A 3ED

Barcode:

[Area for personalisation]

Investor Code:

[Area for personalisation]

Signature of person attending:

[Signature box]

Attendance

If you wish to attend the Court Meeting in your capacity as a Scheme Shareholder or as a proxy, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk. You are advised to arrive at least 15 minutes prior to the start of the Court Meeting to allow time for registration.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you are unable to attend the Court Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf. You may register your proxy appointment(s) and voting instructions electronically, either using our share portal at www.myatkinsshare.com or through the CREST electronic proxy appointment service, or by returning the Form of Proxy that accompanies this attendance card. Please see the explanatory notes on the reverse of this attendance card for further details.

FORM OF PROXY – COURT MEETING

To be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 26 June 2017 at 11.00 a.m. (London time).

Please carefully read the Notice of the Court Meeting contained in Part IX of the Scheme Document and the explanatory notes below and overleaf before completing this form.

By an order dated 11 May 2017 (the "Court Order") made in the matter of WS Atkins plc (the "Company") and the Companies Act 2006, the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 18 May 2017 (the "Scheme Document")) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") between the Company and Scheme Shareholders and that such meeting shall be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 26 June 2017 at 11.00 a.m. (London time) (the "Court Meeting") at which place and time all Scheme Shareholders are requested to attend either by person or by proxy.

Barcode:

[Area for personalisation]

Investor Code:

[Area for personalisation]

Event Code:

[Area for personalisation]

For use by Scheme Shareholders entitled to vote at the Court Meeting.

I/We, the undersigned, being (a) member(s) of the Company entitled to attend, speak and vote at the Court Meeting, hereby appoint the chairman of the Court Meeting or the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf over the following number of Scheme Shares:

Name of Proxy¹: Number of Scheme Shares²:

at the Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without modification, as my/our proxy may approve) as instructed below.

- To appoint a person other than the chairman of the Court Meeting as your proxy, insert the full name of your chosen proxy in the space provided. Please leave the box empty if you wish to appoint the chairman of the Court Meeting as your proxy. A proxy need not be a member of the Company.
- Please leave the "Number of Scheme Shares" box blank if you wish to appoint a proxy in relation to all of your Scheme Shares.

Tick box if one of a multiple proxy appointment. For the appointment of more than one proxy, please refer to explanatory note 7 overleaf.

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint shareholders should refer to explanatory note 14 overleaf.

FOR the Scheme:

Signature:
Name of signatory:
Date:

AGAINST the Scheme:

Signature:
If signing on behalf of a company, please enter the company name below in block letters and state your official capacity.
For and on behalf of:
Company name:
Official capacity:

Please detach the Form of Proxy from the Attendance Card (along the dotted line) before posting. You can submit your proxy electronically using our share portal at www.myatkinsshare.com. If not already registered for our share portal, you will need your Investor Code given above. Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so by using the procedures described in the CREST manual, which can be viewed at www.euroclear.com.

If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Company's registrar, Capita Asset Services, at the Court Meeting before the start of the Court Meeting.

Explanatory Notes:

- Full details of the Court Meeting are set out in the Notice of Court Meeting (which is contained in Part IX of the Scheme Document). Before completing this Form of Proxy, please also read "Action to be taken" set out on pages 9 to 11 of the Scheme Document.
- Holders of Scheme Shares entitled to attend and vote at the Court Meeting may vote in person at the Court Meeting or they may appoint another person or persons, whether a member of the Company or not, as their proxy or proxies, to exercise all or any of their rights to attend, speak and vote at the Court Meeting. A proxy need not be a member of the Company but they must attend the Court Meeting to represent you. The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict your proxy(ies)'s rights please delete the words 'speak' and/or 'vote' as appropriate.
- Completion and return of this blue Form of Proxy, or the appointment of a proxy electronically through www.myatkinshares.com or electronically using CREST (as described below), will not prevent a Scheme Shareholder from attending, speaking and voting in person at the Court Meeting, or any adjournment thereof, if such Scheme Shareholder wishes and is entitled to do so.
- Please sign in the appropriate box to show how you wish your vote to be cast. If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid.
- To be valid, this blue Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) must be returned to the Company's registrar, Capita Asset Services, either by using the pre-printed address on the back of the Form of Proxy, by freepost to Freepost Capita PXS or (during normal business hours only) by hand to The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, to be received as soon as possible and in any event not later than 11.00 a.m. (London time) on 22 June 2017 or, in the case of an adjournment of the Court Meeting, not later than 48 hours (excluding non-working days) before the time appointed for the adjourned meeting. If not so lodged, this blue Form of Proxy (together with any such authority, if applicable) may be handed to the chairman of the Court Meeting or to Capita Asset Services, on behalf of the chairman of the Court Meeting, before the start of the Court Meeting. Alternatively, Forms of Proxy may be submitted electronically by logging on to www.myatkinshares.com and following the instructions. Members will need their Investor Code, set out in this Form of Proxy, if they have not previously registered with www.myatkinshares.com. For an electronic proxy appointment to be valid, the appointment must be received by Capita Asset Services no later than 11.00 a.m. (London time) on 22 June 2017 (or in the event of any adjournment, by no later than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting). Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (which can be viewed at www.euroclear.com). In order for a proxy appointment or instruction made using the CREST service to be valid the appropriate CREST message must be transmitted so as to be received by the issuer's agent (ID RA10) by no later than 11.00 a.m. (London time) on 22 June 2017 (or in the event of any adjournment, by no later than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting).
- If this Form of Proxy is signed by someone else on behalf of the Scheme Shareholder, any power of attorney or other authority under which it is signed, or a duly certified copy thereof, must be returned with this Form of Proxy, failing which the appointment may be invalid.
- As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote on your behalf at the Court Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you wish to appoint more than one proxy please indicate by ticking the box provided on this Form of Proxy that the proxy is one of multiple instructions being given. Scheme Shareholders who wish to appoint more than one proxy should contact Capita Asset Services in accordance with note 19 or photocopy this blue Form of Proxy as required.
- If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes in person in respect of less than the Scheme Shareholder's entire holding, and the Scheme Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
- Subject to note 10, where two or more valid but different Forms of Proxy are delivered in respect of the same share for use at the Court Meeting, the one which is last validly deposited or received shall be treated as replacing and revoking the other Form(s) of Proxy as regards that share. Forms of Proxy in the same envelope will be treated as received at the same time.
- This Form of Proxy includes a space to allow holders of Scheme Shares to specify the number of shares in respect of which that proxy is to be appointed. Scheme Shareholders who return this Form of Proxy but either do not state the number of Scheme Shares to which it applies or specify a number of Scheme Shares in excess of those held by the Scheme Shareholder (a "blank proxy") will be deemed to have appointed the proxy in respect of the Scheme Shareholder's entire holding. In the event of a conflict between a blank proxy and a proxy which states the number of shares to which it applies (a "specific proxy"), the specific proxy shall be counted first, regardless of the time it was sent or received and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
- Any amendments made to any Form of Proxy must be initialled by the person who signed it.
- Entitlement to attend, speak and vote at the Court Meeting or any adjournment thereof and the number of votes which may be cast at the Court Meeting, will be determined by reference to the register of members of the Company at 6:00 p.m. (London time) on 22 June 2017 or, if the Court Meeting is adjourned, 6:00 p.m. (London time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend, speak and vote at the Court Meeting.
- As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
- In the case of joint holders of Scheme Shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).
- Any question relevant to the business of the meeting may be asked at the Court Meeting by anyone permitted to speak at such meeting.
- Any electronic address provided in this Form of Proxy, the Notice of Court Meeting contained in Part IX of the Scheme Document or any related documents may not be used to communicate with the Company for any purposes other than those expressly stated.
- Terms defined in the Scheme Document shall have the same meanings when used in this Form of Proxy unless otherwise defined herein.
- By the Court Order, the Court has appointed Allan Edward Cook or, failing him, Fiona Jane Clutterbuck or, failing her, any other director of the Company to act as chairman of the Court Meeting and has directed the chairman to report the result thereof to the Court.
- If you have any questions about the Court Meeting or are in any doubt as to how to complete or return this Form of Proxy, please call Capita Asset Services between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales) on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



SPECIMEN

PXS 1
34 Beckenham Road
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BR3 4ZF

