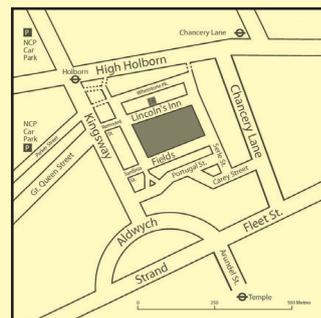


ATTENDANCE CARD GENERAL MEETING

ATKINS

A General Meeting of WS Atkins plc (the "Company") will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 26 June 2017 at 11.15 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 General Meeting in your capacity as a 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 General Meeting after registering at the registration desk. It is intended that the resolution voted upon at the General Meeting will be subject to a poll (rather than a show of hands) which means that a Shareholder has one vote for every share held. The voting procedure will be explained at the General Meeting. You are advised to arrive at least 30 minutes prior to the start of the General 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 General 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 General 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 – GENERAL MEETING

To be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 26 June 2017 at 11.15 a.m. (London time) (or, if later, as soon as the Court Meeting has concluded or been adjourned).

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

A general meeting of WS Atkins plc (the "Company") for the purpose of considering and, if thought fit, passing the Special Resolution set out in full at Part X of the scheme document of the Company dated 18 May 2017 (the "Scheme Document") will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 26 June 2017 at 11.15 a.m. (London time) (the "General Meeting") (or as soon thereafter as the Court Meeting (as defined in the Scheme Document) convened by the Court for the same day shall have concluded or been adjourned) at which place and time all holders of ordinary shares ("Shareholders") of 0.5 pence each in the capital of the Company ("Shares") are requested to attend either by person or by proxy. The Special Resolution (a summary of which is set out below) includes a resolution to give effect to the scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") (as set out in the Scheme Document) proposed to be made between the Company and Scheme Shareholders (as defined in the Scheme Document).

Barcode:

[Area for personalisation]

Investor Code:

[Area for personalisation]

Event Code:

[Area for personalisation]

For use by Shareholders entitled to vote at the General Meeting.

I/We, the undersigned, being (a) member(s) of the Company entitled to attend, speak and vote at the General Meeting, hereby appoint the chairman of the General 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 Shares:

Name of Proxy¹:

[Name of Proxy box]

Number of Shares²:

[Number of Shares box]

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

- To appoint a person other than the chairman of the General 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 General Meeting as your proxy. A proxy need not be a member of the Company.
- Please leave the "Number of Shares" box blank if you wish to appoint a proxy in relation to all of your 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: Please indicate with an "X" in the appropriate box below how you wish the proxy to vote. If you mark more than one of the boxes below, this Form of Proxy will be invalid.

SPECIAL RESOLUTION

The Special Resolution is to approve:

- all such action as is necessary or appropriate for carrying the Scheme into effect; and
- the amendments to the Company's articles of association.

The Special Resolution is set out in full in the Notice of General Meeting contained in Part X of the Scheme Document.

If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the General Meeting.

[†] The "Vote Withheld" option enables you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution.

Signature:

[Signature box]

Name of signatory:

[Name of signatory box]

Date:

[Date box]

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:

[Company name box]

Official capacity:

[Official capacity box]

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. Shareholders 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.

Explanatory Notes:

1. Full details of the General Meeting are set out in the Notice of General Meeting (which is contained in Part X 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.
2. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, to speak and to vote on their behalf at the General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by that Shareholder. A proxy need not be a Shareholder of the Company but they must be registered in advance and attend the General 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.
3. Completion and return of this yellow 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 Shareholder from attending the General Meeting and speaking and voting at the General Meeting, or any adjournment thereof, in person if they are entitled and wish to do so.
4. Please indicate, with an 'X' in the relevant box, how you wish your vote to be cast. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Special Resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion (including in relation to any other matter which is put before the General Meeting).
5. To be valid, this yellow Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed, or a duly certified copy thereof) must be received by 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 11.15 a.m. (London time) on 22 June 2017 (or in the event of any adjournment, not later than 48 hours (excluding non-working days) before the time appointed for the adjourned meeting). This yellow Form of Proxy must be received by the time mentioned above, or it will be invalid. Alternatively, Shareholders may also appoint a proxy or proxies by logging on to www.myatkinshares.com and following the instructions. Shareholders 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 11.15 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). CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof 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 11.15 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).
6. If this Form of Proxy is signed by someone else on behalf of the 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.
7. Shareholders are entitled to appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by that Shareholder. 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. Shareholders who wish to appoint more than one proxy should contact Capita Asset Services in accordance with note 19 or photocopy this yellow Form of Proxy as required.
8. If a Shareholder appoints a proxy or proxies and then decides to attend the General 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 Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Shareholder votes in person in respect of less than the Shareholder's entire holding, and the Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the 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 Shareholder's entire holding.
9. 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 General Meeting, the one which is last validly deposited or received shall be treated as replacing and revoking the other Form of Proxy as regards that Share. Forms of Proxy in the same envelope will be treated as received at the same time.
10. This Form of Proxy includes a space to allow Shareholders to specify the number of Shares in respect of which that proxy is to be appointed. Shareholders who return this Form of Proxy but either do not state the number of Shares to which it applies or specify a number of Shares in excess of those held by the Shareholder (a "blank proxy") will be deemed to have appointed the proxy in relation to the 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).
11. Any amendments made to any Form of Proxy must be initialled by the person who signed it.
12. To be entitled to attend, speak and vote at the General Meeting (and for the purpose of the Company's determination of the votes they may cast) Shareholders must be registered in the Company's register of members at 6.00 p.m. (London time) on 22 June 2017 (or in the event of any adjournment, 6.00 p.m. (London time) on the date which is two Business Days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.
13. As an alternative to appointing a proxy, any corporation which is a Shareholder may appoint one or more corporate representatives who may exercise on its behalf all its powers as a Shareholder, 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.
14. In the case of joint holders, 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).
15. Any Shareholder, or their duly appointed proxy, attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the meeting preparation or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. Any electronic address provided in this Form of Proxy, the Notice of General Meeting contained in Part X 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.
17. Terms defined in the Scheme Document shall have the same meanings when used in this Form of Proxy unless otherwise defined herein.
18. Copies of the Company's existing articles of association and copies of the new articles of association as amended by the Special Resolution set out in the Notice of General Meeting are available for inspection: (i) at the Company's registered office, Woodcote Grove, Ashley Road, Epsom, Surrey, KT18 5BW until opening of business on the day on which the General Meeting is held; (ii) at the place of the General Meeting for at least 15 minutes prior to and during the General Meeting; and (iii) on the Company's website at www.atkinglobal.com until and including the Effective Date (or the date on which the Scheme lapses or is withdrawn, if earlier).
19. If you have any questions about the General 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
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