ATKINS

SNC·LAVALIN

ATKINS SHARE INCENTIVE PLAN (THE "SIP" SCHEDULE)

This schedule sets out the impact of the Acquisition on the shares you currently hold in the SIP (your "**SIP Shares**").

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 two separate meetings, the Court Meeting and the General Meeting (together the "**Atkins Shareholder Meetings**") to be held on 26 June 2017.

Once approved by Atkins Shareholders, the Scheme will be approved by the Court (the "**Court Sanction**"). It is expected that the Court Sanction will take place on 29 June 2017 and that the Scheme will then become effective on 3 July 2017.

2. Can I vote on the Acquisition?

As a SIP participant, you own the Atkins Shares held in your SIP account. Just like any other Atkins Shareholder, you can vote on the Acquisition.

Your SIP Shares are currently held by Capita IRG Trustees Limited as the trustee of the SIP (the "**Trustee**"). This means that the Trustee, as the registered holder of your SIP Shares, will be able to cast your vote at the Atkins Shareholder Meetings.

You should follow the instructions in the below question "**How do I vote**". If no voting instructions are received by the times listed in the letter accompanying this schedule, the Trustee will abstain from voting in respect of your SIP Shares.

3. How do I vote?

If you wish to instruct the Trustee to vote on your behalf, please submit your voting instructions via the Atkins share portal at www.myatkinsshares.com.

If you are an existing online user, log on by entering your existing username and password and then follow the online instructions to lodge your votes.

If you have not used the Atkins share portal before, click on the 'Register' link and follow the step-by-step instructions to register. To register, you will need your personal Investor Code which can be found at the top of your latest annual SIP statement which you received in March 2017.

If you have any difficulty in voting please contact Capita IRG Trustees Limited at AtkinsSIP@capita.co.uk or by telephone on 0871 664 0391.

4. What will happen to my SIP Shares if the Acquisition goes ahead and will UK tax be due?

If the Acquisition goes ahead, you will receive the cash offer price of £20.80 for each SIP Share held in the SIP free of UK tax (income tax, National Insurance Contributions ("**NICs**") and Capital Gains Tax ("**CGT**")). **See Tax Overview section**.

The sale proceeds will be paid to you by the Trustee as soon as reasonably practicable following receipt of the relevant amounts. The Trustee expects to receive this money within 14 days of completion of the Acquisition.

5. Can I sell my SIP Shares now?

By participating in the SIP, you will have purchased some shares from your pay before it is taxed. These SIP Shares are known as Partnership Shares. You may also have chosen to receive any dividends paid on your SIP Shares in the form of additional shares. These SIP shares are known as Dividend Shares.

Subject to being allowed to deal under the Company's Securities Dealing Code, a copy of which can be found on AXIS, you can sell your SIP Shares at any time except for any Dividend Shares still in the three-year holding period. However, there would normally be UK income tax and NICs due on the sale of Partnership Shares that have been held for less than five years in the SIP trust. **See Tax Overview section**.

SIP Shares

6. Can I still participate in the SIP?

You can continue to purchase Partnership Shares until the completion of the Acquisition. If the Acquisition goes ahead as expected, the last SIP payroll deduction will be on 31 May 2017 and the last purchase of Partnership Shares will be made on 15 June 2017. No Partnership Shares will be available after this time.

Unfortunately, by the time it is confirmed whether the Acquisition will go ahead, it will be too late to stop the June SIP payroll deduction. If the Acquisition does go ahead, the June SIP payroll deduction will be refunded to you in July's payroll, net of income tax and NICs.

7. What will happen to any residual cash funds I have left in my SIP account?

Any residual cash funds that you have left in your SIP account following the last purchase of Partnership Shares, will also be refunded to you in July's payroll, net of income tax and NICs.

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

If the Acquisition does not go ahead for any reason, the SIP will continue as normal. If you currently purchase Partnership Shares, the monthly SIP payroll deductions will continue to be taken from your salary.

9. What if I leave Atkins' employment before the Acquisition goes ahead?

Your SIP Shares will be dealt with as normal, subject to the SIP rules. How long you have held your SIP Shares and your reason for leaving Atkins will determine whether you incur an income tax and NICs liability when you withdraw your shares from the SIP trust. **See Tax Overview section**.

10. What if I leave Atkins' employment after the Acquisition goes ahead?

Your SIP Shares will not be affected if you leave employment after the Acquisition goes ahead as the relevant SIP Shares will have already been transferred to SNC-Lavalin.

Tax Overview

This summary, provided by Atkins, not by the Trustee, 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.

Assumptions

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 your SIP Shares were purchased;
- you perform services only in the United Kingdom since your SIP Shares were purchased; and
- you are subject to the United Kingdom social security system.

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.

My SIP Shares are cashed out under the terms of the Acquisition

No UK tax charge (income tax, NICs or CGT) is expected to arise when your SIP Shares are cashed out at the £20.80 offer price.

I decide to sell my SIP Shares before the Acquisition goes ahead

The table below shows the expected tax position, if you choose to sell your SIP Shares before the Acquisition goes ahead:

SIP Shares	Tax treatment
Dividend Shares held in SIP for less than three years	N/A. Dividend Shares have a three-year holding period. This means that it is not possible to sell these shares before the Acquisition goes ahead unless you have left Atkins' employment (see below).
Dividend Shares held in SIP for three years or more	There is no UK tax charge (income tax, NICs or CGT).
Partnership Shares held in SIP for less than five years	There would be income tax and NICs due on the sale of these shares. No CGT.
Partnership Shares held in SIP for five years or more	There is no UK tax charge (income tax, NICs or CGT).

I leave Atkins' employment before the Acquisition goes ahead

If you leave Atkins' employment before the Acquisition goes ahead, then your SIP Shares will be withdrawn from the SIP Trust.

If your leaver reason qualifies as a "good leaver" reason under the SIP rules, then there is no income tax or NICs liability on the withdrawal of your SIP Shares.

If your leaver reason **does not qualify** as a "good leaver" reason under the SIP rules, then the income tax and NICs position on the withdrawal of your SIP Shares from the SIP Trust is shown in the table below:

SIP Shares	Tax treatment
Dividend Shares held in SIP for less than three years	There may be income tax due BUT ONLY IF your total dividend income (for all shares, not just SIP Shares) in the tax year is greater than £5,000. No NICs.
Dividend Shares held in SIP for three years or more	There is no income tax or NICs liability.
Partnership Shares held in SIP for less than five years	There would be income tax and NICs due on the withdrawal of these shares.
Partnership Shares held in SIP for five years or more	There is no income tax or NICs liability.

For CGT purposes when the shares are sold, the base cost will be the market value of your SIP Shares on your leaving date. If you sell the SIP Shares at a higher share price, either before or under the terms of the Acquisition, then there may be a CGT liability.

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.