

WS ATKINS LIMITED

AMENDED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE 9 MONTHS ENDED 31 DECEMBER 2017**

COMPANY NUMBER 01885586



WS ATKINS LIMITED

AMENDMENT NOTE

The amended financial statements have been prepared as they were at the original date of signing on 26 September 2018.

The amended financial statements replace the financial statements filed with Companies House on 2 October 2018. The amended financial statements have been prepared as the original financial statements contained errors in (i) omitting the resignation date of Hetal Patel as a director on page 3; (ii) incorrectly stating the value of investment in subsidiaries on page 18 in Note 9 to the financial statements; and (iii) incorrectly noting the address reference for a subsidiary undertaking, WS Atkins & Partners Overseas Engineering Consultants ((32), not (33)) on page 20 in Note 9 to the financial statements.

The amended financial statements record the position of the Company on 31 December 2017 and are now the Company's financial statements.

WS ATKINS LIMITED

ANNUAL REPORT FOR THE PERIOD ENDED 31 DECEMBER 2017

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WS ATKINS LIMITED

STRATEGIC REPORT

FOR THE PERIOD ENDED 31 DECEMBER 2017

Business review and future developments

Nature of the business

WS Atkins Limited (formerly WS Atkins plc) (the Company) is a holding company which heads a group of companies (the Atkins Group) whose core business is helping our clients to plan, design and enable capital programmes. The solutions we provide range from upfront strategic advice to large outcome-focused programme management engagements. The Atkins Group is able to plan all aspects of its clients' projects, conducting feasibility studies and impact analyses covering technical, logistical, legal, environmental and financial considerations. It designs systems, infrastructure, processes, buildings and civil structures. It enables its clients' complex programmes by optimising procurement methods and managing supply chains on their behalf to reduce timescales, cost and risk. The Atkins Group's employees include engineers, architects, surveyors, cost and project managers, planners, management consultants, geologists and experts in information technology, telecommunications and environmental management.

Objectives of the business and future developments

The Company's primary objective is to create value for our stakeholders, including developing communities, providing outcomes for our clients, providing an attractive place to work for our people and delivering appropriate financial returns.

Following the acquisition of the entire issued and to be issued share capital of WS Atkins Limited by SNC-Lavalin (GB) Holdings Limited, an indirect subsidiary of SNC-Lavalin Group Inc. on 3 July 2017, the Company became a member of the group of companies headed by SNC-Lavalin Group Inc. (the Group). As a result, on 4 July 2017 the Company's shares ceased to be listed on the London Stock Exchange.

The Company's results for the period were impacted by exceptional one-off costs relating to the acquisition by SNC-Lavalin Group Inc. (see the Income Statement on page 8 for details). However, the Company continues to have a strong balance sheet with net assets of £235m at 31 December 2017.

We see a healthy pipeline of opportunities for the former Atkins Group, particularly in transportation and infrastructure markets. The UK infrastructure market in roads, rail and water remains well-funded and investment continues to enjoy Government support.

Overall, we remain confident for the year ahead.

Further details of the objectives and future developments for the Group are disclosed in the SNC-Lavalin Group Inc. financial statements for the year ended 31 December 2017.

Principal risks and uncertainties

We continue to manage a number of potential risks and uncertainties which could have a material impact on our strategic and operational objectives. Many of these risks are common to other companies and we assess them regularly to establish the principal risks and uncertainties for the Group. SNC-Lavalin Group Inc. has measures in place to identify, monitor and, to a certain extent, mitigate such risks and uncertainties across the Group (further details are disclosed in the SNC-Lavalin Group Inc. financial statements for the year ended 31 December 2017).

Results and dividends

During the period, the Company transitioned to FRS 101. There was no material impact on the Company's financial position or financial performance. Following the acquisition, the Company's accounting reference date has been changed from 31 March to 31 December in order to align with other companies in the SNC-Lavalin Group. Results are, therefore, not entirely comparable. Results presented are for the 9 months to 31 December 2017, whereas prior year comparatives are for the year to 31 March 2017.

Profit before tax was lower than the prior year due to acquisition-related costs in the current period and an unusually high level of dividend income from the Companies' subsidiaries in the prior year (income from shares in group undertakings 9 months to 31 December 2017: £8.6m; year to 31 March 2017: £122.3m).

WS ATKINS LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

Operating loss

Reported operating loss for the 9 months to 31 December 2017 was £92.0m. Excluding exceptional items and impairment of subsidiaries, operating loss for the 9 months was £0.2m (year to 31 March 2017: loss £0.1m).

Loss/profit after tax

The loss after tax for the 9 months to 31 December 2017 of £83.0m (year to March 2017: profit of £115.9m) is shown in the Income Statement on page 8.

Cash

Net funds as at 31 December 2017 were £0.3m (March 2017: net debt £261.3m). There were no external borrowings at 31 December 2017 (March 2017: £262.8m) as these were repaid by the SNC-Lavalin Group after their acquisition of the Company.

Net assets

The Company had net assets of £235.3m as at 31 December 2017 (March 2017: net assets £310.4m).

Dividends

No dividends were paid in the 9 months to 31 December 2017 (year to March 2017: £39.2m). The directors recommend the payment of a dividend of £40.0m in respect of the 9 months ended 31 December 2017 (year to March 2017: £12.2m).

Key performance indicators

The Group uses a range of performance measures to monitor and manage the business. Those that are particularly important in monitoring our progress in generating shareholder value are considered key performance indicators (KPIs). There are, however, no KPIs reported for this Company as there was no trade during the financial year and the Company has no employees.

Approved by the board of directors and signed on its behalf.



Simon Cole
Director

26 September 2018

WS ATKINS LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 31 DECEMBER 2017

The directors present their annual report on the affairs of WS Atkins Limited (the Company), together with the Financial Statements and the independent auditor's report, for the period ended 31 December 2017.

As permitted by legislation, the following information and disclosures that are required under company law are included in the Strategic report and are incorporated into this report by reference:

- review of the performance and future developments of the Company; and
- the amount (if any) that the directors recommend by way of a dividend.

The Company is domiciled in England and Wales and is a private limited company. Until 3 July 2017 when the Company was acquired by SNC-Lavalin Group Inc., the Company was a public limited company with its shares listed on the London Stock Exchange.

Post-balance sheet events

A final dividend of £40m for the period ended 31 December 2017 was paid on 31 January 2018.

An interim dividend of £9,746,000 for the year to 31 December 2018 was declared on 14 June 2018 subject to the completion of the sale of WS Atkins Insurance (Guernsey) Limited by Atkins ATK Investments Limited to SNC-Lavalin Group Inc. The sale completed on 9 August 2018 and the dividend was settled by the transfer of a promissory note issued by SNC-Lavalin Group Inc. with a value of £9,746,000.

On 7 August 2018, the meetings to approve the strike off and associated actions were held for two subsidiaries of WS Atkins Limited, Kins Developments Limited and WS Atkins Architects Limited. The value of these investments has been considered and no impairment is deemed necessary as at 31 December 2017.

Treasury policies and objectives

Throughout the period, WS Atkins Limited's treasury function managed and monitored the funding requirements and financial risks in support of the Group's corporate objectives (further details are disclosed in the SNC-Lavalin Group Inc. financial statements for the year ended 31 December 2017).

Directors

The directors who served during the period and up to the date of signing these Financial Statements, unless otherwise stated, are shown in the table below.

Name	Appointed	Resigned
Mark Anderson	1 September 2017	
Christopher Ball	25 April 2018	
Simon Cole	14 November 2017	
James Compston	3 July 2017	
James Cullens		
Martin Grant	25 April 2018	
Hetal Patel	3 July 2017	18 July 2018
Catherine Bradley		3 July 2017
Fiona Clutterbuck		3 July 2017
Allan Cook		3 July 2017
Heath Drewett		15 December 2017
Prof Dr Uwe Krueger		3 July 2017
Allister Langlands		3 July 2017
Thomas Leppert		3 July 2017
Gretchen Watkins		3 July 2017

WS ATKINS LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

Indemnification of and insurance cover for directors and officers

Directors and officers of the Company benefit from directors' and officers' liability insurance cover in respect of legal actions brought against them. In addition, directors of the Company are indemnified in accordance with article 138 of the Company's articles of association to the maximum extent permitted by law, such indemnities being qualifying third party indemnities. Neither the insurance nor the indemnities provide cover where the relevant director or officer has acted fraudulently or dishonestly.

Political donations

The Company made no political donations and incurred no political expenditure during the period ended 31 December 2017 (March 2017: £nil).

Directors' statement of responsibilities

The directors are responsible for preparing the Directors' and Strategic reports and the Financial Statements in accordance with applicable law and regulations. Detailed below are statements made by the directors in relation to their responsibilities, disclosure of information to the Company's independent auditor and going concern.

Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors have prepared the Company's Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing the Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the Financial Statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Directors' and Strategic Reports and Financial Statements comply with the Companies Act 2006.

They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors of the Company consider that the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable, and that they provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

WS ATKINS LIMITED
DIRECTORS' REPORT
FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

Statement of disclosure of information to auditors

Each of the directors, whose names are listed in the Directors' report, confirms that, to the best of his/her knowledge:

- the Company's Financial Statements, which have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company
- the Directors' report contained in the Annual Report and Financial Statements includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

Disclosure of audit information

The directors confirm that, as at the date this report was approved, so far as each director is aware there is no relevant audit information of which the Company's independent auditors are unaware and that he or she has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information. This confirmation is given and should be interpreted in accordance with the provision of s418 of the Companies Act 2006.

Independent auditors

The Company's auditor, Deloitte LLP, has indicated its willingness to continue in office.

Going concern

SNC-Lavalin Group Inc. has given an undertaking to the directors of WS Atkins Limited (formerly WS Atkins plc), that it will provide the necessary financial support for the Company to pay its debts as and when they fall due and it is on this basis that the directors have concluded that it is appropriate to adopt the going concern basis in preparing the Financial Statements.

Approved by the board of directors and signed on its behalf.



Simon Cole
Director

26 September 2018

WS ATKINS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WS ATKINS LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of WS Atkins Limited (the "Company") which comprise:

- the income statement and statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 18 to the Financial Statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Directors' statement of responsibilities

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

WS ATKINS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WS ATKINS LIMITED (CONTINUED)

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report or the Directors' Report.

Matters on which we are required to report by exception

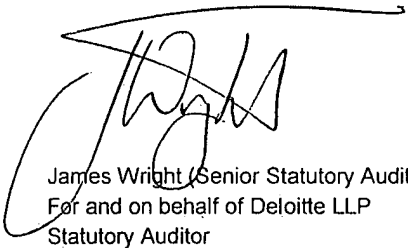
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



James Wright (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom

26 September 2018

WS ATKINS LIMITED
**INCOME STATEMENT
FOR THE PERIOD ENDED 31 DECEMBER 2017**

		9 months to 31 December 2017 Note	Year ended 31 March 2017 £m
Administrative expenses		(0.2)	(0.1)
Exceptional items	7	(91.8)	(0.4)
Impairment of investment in subsidiaries		-	(5.4)
Operating loss	2	(92.0)	(5.9)
Income from shares in Group undertakings	4	8.6	122.3
(Loss)/profit before interest and tax		(83.4)	116.4
Finance income		5.7	7.2
Finance costs		(5.3)	(7.7)
Net finance income/(costs)	5	0.4	(0.5)
Comprising			
- net finance income/(costs)	5	2.5	(0.5)
- Exceptional Items	5,7	(2.1)	-
		0.4	(0.5)
(Loss)/profit before tax		(83.0)	115.9
Income tax credit	6	-	-
(Loss)/profit for the period/year		(83.0)	115.9

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2017**

	9 months to 31 December 2017 £m	Year ended 31 March 2017 £m
(Loss)/profit for the period/year	(83.0)	115.9
Total comprehensive (expense)/income for the period/year	(83.0)	115.9

The notes on pages 11 to 26 are an integral part of these Financial Statements.

WS ATKINS LIMITED

BALANCE SHEET
AS AT 31 DECEMBER 2017

		31 December 2017 £m	31 March 2017 £m
Assets			
Non-current assets			
Investments in subsidiaries	9	230.1	222.2
Other receivables	10	-	0.7
		230.1	222.9
Current assets			
Trade and other receivables	11	380.9	371.6
Cash and cash equivalents		0.3	1.5
		381.2	373.1
Liabilities			
Current liabilities			
Trade and other payables	12	(376.0)	(22.8)
		(376.0)	(22.8)
Net current assets		5.2	350.3
Non-current liabilities			
Borrowings	13	-	(262.8)
		-	(262.8)
Net assets		235.3	310.4
Capital and reserves			
Ordinary shares	14	0.5	0.5
Share premium account		62.4	62.4
Merger reserve		8.9	8.9
Retained Earnings		163.5	238.6
Total equity		235.3	310.4

The Financial Statements on pages 8 to 26 of WS Atkins Limited (registered number 01885586) were approved by the board of directors on 26 September 2018 and signed on its behalf by:



Simon Cole
Director

The notes on pages 11 to 26 are an integral part of these Financial Statements.

WS ATKINS LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2017**

	Ordinary shares £m	Share premium account £m	Merger reserve £m	Retained earnings/ (Accumulated losses) £m	Total equity £m
Balance at 1 April 2016	0.5	62.4	8.9	152.6	224.4
Profit for the year	-	-	-	115.9	115.9
Total comprehensive income for the year	-	-	-	115.9	115.9
Dividends provided for or paid	-	-	-	(39.2)	(39.2)
Share-based payments	-	-	-	9.3	9.3
Total contributions by and contributions to owners of the company recognised directly in equity	-	-	-	(29.9)	(29.9)
Balance at 31 March 2017 and 1 April 2017	0.5	62.4	8.9	238.6	310.4
Loss for the period	-	-	-	(83.0)	(83.0)
Total comprehensive loss for the period	-	-	-	(83.0)	(83.0)
Share-based payments (note 15)	-	-	-	7.9	7.9
Total contributions by and contributions to owners of the company recognised directly in equity	-	-	-	7.9	7.9
Balance at 31 December 2017	0.5	62.4	8.9	163.5	235.3

The notes on pages 11 to 26 are an integral part of these Financial Statements.

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

1 Accounting policies

The Company is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and domiciled in England and Wales. Its registered office is Woodcote Grove, Ashley Road, Epsom, Surrey, KT18 5BW, England.

The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 1.

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied to all the periods presented, including the application of new standards and interpretations, unless otherwise stated.

Basis of preparation

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the Financial Reporting Council. Accordingly, in the period ended 31 December 2017 the Company has undergone transition from reporting under IFRSs as adopted by the European Union to FRS 101 'Reduced Disclosure Framework'. This transition is not considered to have had any material effect on the Financial Statements. The Financial Statements of the Company have therefore been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The Financial Statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity are denoted by a ♦, or areas where assumptions and estimates are significant to the Financial Statements, are denoted by a Ⓞ.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraphs 45(b) and 46 to 52 of IFRS 2, *Share-based payments* (details of the number and weighted average exercise prices of share options, and how the fair value of goods or services received was determined)
- IFRS 7, *Financial instruments: Disclosures*
- Paragraphs 30 and 31 of IAS 8, *Accounting policies, changes in accounting estimates and errors* (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- IAS 7, *Statement of cash flows*
- Paragraph 17 and 18A of IAS 24, *Related party disclosures* (key management personnel)
- The requirements in IAS 24, *Related party disclosures*, to disclose related party transactions entered into between two or more members of a group.
- Paragraphs 130f, 134d to 134f and 135c to 135e of IAS 36, *Impairment of assets*
- The following paragraphs of IAS 1: 38, 10(d) and 10(f), 16, 38A, 38B-D, 40A-D, 111, 134-146 (exemption from comparatives for movements on share capital, property, plant and equipment and intangible assets, exemption from capital management disclosures and statement of compliance with all IFRS)

Where relevant, equivalent disclosures have been given in the Group financial statements of SNC-Lavalin Group Inc. for the year ended 31 December 2017. The Group financial statements are available to the public and can be obtained as set out in note 18.

Changes in accounting policy and disclosure

New and amended standards adopted by the Company

The following IFRS and international accounting standards (IASs) and IFRIC interpretations have been adopted by the Company for the first time for the financial period beginning on 1 April 2017 and do not have a material impact on the Company.

- Amendments to the following standards:
 - IAS 7, *Disclosure initiative*
 - IAS 12, *Recognition of income tax on deferred tax assets for unrealised losses*
 - Annual improvements to IFRSs 2014-2016 Cycle (Amendments to IFRS 12, *Disclosure of interests in other entities*)

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

1 Accounting policies (continued)

Basis of consolidation

The Company is an indirect wholly-owned subsidiary of SNC-Lavalin Group Inc, and is included in its consolidated Financial Statements, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under section 400 of the Companies Act 2006 and IAS 27, *Consolidated and Separate Financial Statements*.

Foreign currency transactions and translation

Functional and presentation currency

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The Financial Statements are presented in pounds sterling (£), which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Income Statement, except when deferred in other comprehensive income.

Interest income

Interest income is recognised on a time apportionment basis using the effective interest method. When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

Dividend income

Dividend income is recognised when the right to receive payment is established.

◆ Exceptional items

Exceptional items are disclosed separately in the Financial Statements where the directors believe it is necessary to do so to provide further understanding of the financial performance of the Company. They are items of income or expense that have been shown separately due to the significance of their nature or amount.

Share-based payments

The Atkins Group operated a number of equity and cash settled share-based compensation plans, under which the Company's subsidiaries received services from employees as consideration for equity instruments (options) or cash (phantom allocations) of the Atkins Group.

As a result of the acquisition of WS Atkins Limited (formerly WS Atkins plc) by SNC-Lavalin Group Inc on 3 July 2017, it was no longer possible to grant any further awards under any of the "WS Atkins All Non-Tax Advantaged Share Plans" after this date, with no grants of securities options made in the 2017/18 tax year. In addition, all outstanding share plan awards were automatically exercised on 29 June 2017 and sold at the £20.80 cash offer acquisition price.

Since the acquisition, Atkins have adopted the SNC-Lavalin Long Term Incentive (LTI) Plan. In the 2017/18 tax year, LTI awards were made to key senior staff in August 2017 in accordance with the terms of SNC-Lavalin's Restricted Share Unit Plan (RSU) and Performance Share Unit Plan (PSU).

Income tax

Current and deferred income tax are recognised in the Income Statement for the period except where the taxation arises as a result of a transaction or event that is recognised in other comprehensive income or directly in equity. Income tax arising on transactions or events recognised in other comprehensive income or directly in equity is charged or credited to other comprehensive income or directly to equity respectively.

The Company is subject to tax and judgement is required in determining the Company provision for income taxes. The Company provides for potential liabilities in respect of uncertain tax positions where additional tax may become payable in future periods and such provisions are based on management's assessment of exposures.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date.

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

1 Accounting policies (continued)

Income tax (continued)

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle balances on a net basis.

Intangible assets

Investments in subsidiaries

Investments in subsidiaries, joint ventures and associates are stated at cost less impairments. Any impairment is charged to the Income Statement.

♦ Impairment of investments in subsidiaries

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment and when there are indications that the carrying value may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash flows (CGUs).

Financial assets

Classification

The Company classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets except where the maturity is greater than 12 months after the balance sheet date, in which case they are included as non-current assets. The Company's loans and receivables comprise trade and other receivables, and cash and cash equivalents.

Recognition and measurement

Trade receivables are recognised at original invoice amount less provision for impairment which, due to their short term nature, approximates to their fair value.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Impairment of financial assets

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in payments, the probability that they will enter bankruptcy or financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Any impairment is charged to the Income Statement. Impairment testing for trade receivables is described below in the accounting policy paragraph relating to trade and other receivables. For other receivables carried at amortised cost, impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the Income Statement.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the Income Statement.

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

1 Accounting policies (continued)

Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Amounts recoverable on contracts, amounts due from subsidiary undertakings, amounts due from joint ventures, deferred finance costs, prepayments and accrued income and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection is expected in 12 months or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised at fair value. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade payables

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within 12 months or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade payables are recognised at fair value.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the Income Statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's Financial Statements in the period in which the dividends are approved by the Company's shareholders. Interim dividends are recognised when paid.

2 Operating loss - analysis of costs by nature

	9 months to 31 December 2017	Year ended 31 March 2017
Note	£m	£m
Operating loss is arrived at after charging		
Net foreign exchange losses	0.3	0.1
Impairment of investment in subsidiary	-	5.4
Waiver of loan to Employee Benefit Trust	64.6	-
External costs relating to the acquisition of the Company by SNC-Lavalin	27.2	0.4

Services provided by the Company's auditor

The current period's audit of the financial statements fee of £9,000 (year ended 31 March 2017: £100,000) was borne by another Group undertaking, Atkins Limited. There was no specific recharge in respect of this charge. No non-audit fees were incurred in the current or prior period. The current year audit fee is significantly lower than the prior year as the Company is no longer listed.

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

3 Directors' remuneration

The directors' aggregate emoluments in respect of their qualifying services were:

	9 months to 31 December 2017	Year ended 31 March 2017
Note	£m	£m
Salaries and other employee benefits	4.6	3.0
Post-employment benefits	-	0.3
Share-based payments	6.5	0.6
	11.1	3.9

Emoluments of the highest paid director:

	31 December 2017	31 March 2017
	£m	£m
Emoluments receivable	5.3	2.1

Mark Anderson, Simon Cole, James Compston, James Cullens and Hetal Patel are directors of a number of other companies in the Group. Heath Drewett was a director of a number of other companies in the Group until his resignation. The services provided by the directors to this Company and to a number of other companies in the Group are of a non-executive nature and therefore it is not possible to make an accurate apportionment of their emoluments in respect of each of the companies or their portion of normal staff cost. The emoluments of all the directors are borne by other Group companies.

During the period ended 31 December 2017, no directors received contributions to a money purchase scheme (year to 31 March 2017: none).

5 directors exercised share options over shares in WS Atkins Limited, formerly WS Atkins plc, during the period to 31 December 2017 (March 2017: 2).

4 Income from shares in Group undertakings

	9 months to 31 December 2017	Year ended 31 March 2017
	£m	£m
Dividend received from Group undertakings	8.6	122.3

5 Net finance income

	9 months to 31 December 2017	Year ended 31 March 2017
	£m	£m
Interest receivable on intercompany loans	5.7	7.2
Finance income	5.7	7.2
Interest payable on intercompany loans	(0.3)	(0.4)
Interest payable on borrowings	(4.9)	(6.7)
Other finance costs	(0.1)	(0.6)
Finance costs	(5.3)	(7.7)
Net finance income/(costs)	0.4	(0.5)

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

6 Income tax expense

a) Analysis of charge in the year

	9 months to 31 December 2017 £m	Year ended 31 March 2017 £m
Current income tax		
- current year	-	-
- adjustment in respect of prior years	-	-
Deferred income tax	-	-
Income tax charged to income statement	-	-
(Loss)/profit before tax per income statement	(83.0)	115.9
Effective income tax rate	0.0%	0.0%

b) Factors affecting income tax rate

The income tax rate for the year is lower (31 March 2017: lower) than the standard rate of corporation tax in the UK of 19% (31 March 2017: 20%). The differences are explained below:

	9 months ended 31 December 2017 %	Year ended 31 March 2017 %	9 months ended 31 December 2017 £m	Year ended 31 March 2017 £m
UK statutory income tax rate	19.0	20.0	(15.8)	23.2
Increase/(decrease) resulting from:				
Net income taxable/expenses not deductible for tax purposes	(17.0)	(18.0)	14.1	(20.9)
Loss surrendered for nil payment	(2.0)	(2.0)	1.7	(2.3)
Effective income tax rate & total tax	0.0%	0.0%	-	-

7 Exceptional items

Exceptional items are disclosed separately on the face of the Income Statement and in the notes to the Financial Statements where it is necessary to do so to provide further understanding of the financial performance of the Company. They are items of income or expense that have been shown separately due to the significance of their nature or amount.

An analysis of the amounts presented as exceptional items in these Financial Statements is given below:

	9 months to 31 December 2017 £m	Year ended 31 March 2017 £m
EBT loan waiver	(64.6)	-
External costs relating to the acquisition of the Company by SNC-Lavalin	(27.2)	(0.4)
Exceptional administrative expenses	(91.8)	(0.4)
Finance costs on early repayment of US private placement debt	(2.1)	-
Exceptional finance costs	(2.1)	-
	(93.9)	(0.4)

Costs were incurred during the period following the acquisition of the Company by SNC-Lavalin (GB) Holdings Limited on 3 July 2017. After settlement of all share-based payment liabilities by SNC-Lavalin, the loan from WS Atkins Limited to the Employee benefit trust of £64.6m was waived.

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

On 19 October 2017, the \$75m US private placement debt was repaid in full.

8 Dividends

	31 December 2017	31 March 2017	31 December 2017	31 March 2017
	pence per share	pence per share	£m	£m
Final dividend paid for the year ended 31 March 2017 (2016)	-	27.8	-	27.0
Interim dividend paid for the period ended 31 December 2017 (year ended 31 March 2017)	-	12.5	-	12.2
Dividends recognised in the period/year	-	40.3	-	39.2
Interim dividend paid for the period ended 31 December 2017 (year ended 31 March 2017)	-	12.5	-	12.2
Final dividend proposed for the period ended 31 December 2017 (year ended 31 March 2017)	38.3	-	40.0	-
Dividends relating to the period/year	38.3	12.5	40.0	12.2

The proposed final dividend for the period ended 31 December 2017 was paid on 31 January 2018.

There was no proposed final dividend for the year ended 31 March 2017, given that the offer price for the recommended offer for the Company by SNC-Lavalin had been agreed by the boards of directors of the Company and SNC-Lavalin on the basis that no final dividend for the year ended 31 March 2017 would be paid by the Company to shareholders.

As at 31 March 2017 one EBT had an agreement in place to waive dividends in excess of 0.01p per share on 213,461 ordinary shares. A separate EBT also had an agreement in place as at 31 March 2017 to waive future dividends in their entirety on 2,505,920 ordinary shares. These arrangements reduced the dividends paid in the year ended 31 March 2017 by £1.1m.

As at 31 December 2017, 4,341,000 ordinary shares (31 March 2017: 4,341,000) were held by the Company as Treasury shares on which no dividends are paid. These shares reduced the dividends paid in the year ended 31 March 2017 by £1.7m.

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

9 Investments in subsidiaries

	Subsidiaries £m
Cost at 1 April 2016	219.4
Additions	11.5
Cost at 31 March 2017	230.9
Additions	7.9
Cost at 31 December 2017	238.8
Impairment at 1 April 2016	3.3
Impairment charge for the year	5.4
Impairment at 31 March 2017	8.7
Impairment charge for the period	-
Impairment at 31 December 2017	8.7
Net book value at 31 December 2017	230.1
Net book value at 31 March 2017	222.2

The directors consider that the carrying amounts of the Company's investments are not less than the value of the underlying assets.

Subsidiary undertakings

The following companies were the subsidiary undertakings as at 31 December 2017:

Name	Share class(es) held	% of share class/interests held	Registered office / principal place of business
A.C.N. 098 304 440 Pty Ltd ¹	AUD1.00 ordinary	100%	(1)
Anthony Acquisition Corp. ¹	US\$ Series A (common stock)	100%	(2)
Aquarius International Consultants Pty Ltd ¹	AUD1.00 class B shares	100%	(1)
	AUD1.00 class C shares	100%	
	AUD1.00 ordinary	100%	
ATK Energy EU Limited ¹	£0.00000004 ordinary share	100%	(3)
ATK Energy EU Services Limited ¹	£1.00 ordinary share	100%	(3)
Atkins (Trinidad) Limited ¹	TTD ordinary shares with no par value	100%	(4)
Atkins (US) ¹	US\$1.00 ordinary-B	100%	(3)
Atkins Aberdeen Limited ¹	£1.00 ordinary-A share	100%	(5)
	£1.00 ordinary-B share	100%	
Atkins ATK Investments Limited ^{2,7}	£1.00 ordinary share	100%	(3)
Atkins ATK Limited ¹	£1.00 ordinary share	100%	(3)
Atkins Australasia Pty Ltd ¹	AUD1.00 B class ordinary shares	100%	(1)
	AUD1.00 C class ordinary shares	100%	
	AUD1.00 class D shares	100%	
	AUD1.00 ordinary	100%	
Atkins Bennett (Holdings) Limited ¹	£0.01 ordinary share	100%	(3)
Atkins Bennett Limited ¹	£1.00 ordinary share	100%	(3)
Atkins Boreas Consultants Limited ¹	£1.00 ordinary-A share	100%	(5)
	£1.00 ordinary-B share	100%	
Atkins Brazil Holdings LLC ¹	n/a - membership interest	100%	(37)
Atkins China Limited ^{2,3}	HKD1.00 ordinary share	100%	(7)
Atkins Consultancy Services Limited ¹	£1 ordinary share	100%	(3)
Atkins Consultants (Shenzhen) Co., Ltd. ^{1,2}	US\$1.00 ordinary share	100%	(8)
Atkins Consultants Limited ¹	£1.00 ordinary share	100%	(3)
Atkins Consulting Canada Limited ¹	Common share without nominal or par value	100%	(9)
Atkins Danmark A/S ^{1,2}	DKK1,000.00 shares	100%	(10)
Atkins Design Engineering Consultants Pte. Ltd ¹	SGD1.00 ordinary share	100%	(11)
Atkins Energy Canada Group Limited ¹	Common share without nominal or par value	100%	(12)
Atkins Energy Federal EPC, Inc. ^{1,2}	US\$0.01 common	100%	(13)
Atkins Energy Germany GmbH ¹	€1.00 share	100%	(14)
Atkins Energy Government Group, Inc. ^{1,2}	US\$1.00 common	100%	(15)

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

9 Investments (continued)

Subsidiary undertakings (continued)

Name	Share class(es) held	% of share class/interests held	Registered office / principal place of business
Atkins Energy Holdings Corporation ¹	US\$0.01 common	100%	(15)
Atkins Energy Oak Ridge, LLC ¹	n/a - membership interest	100%	(15)
Atkins Energy Global Solutions, LLC ¹	US\$1.00 shares	100%	(15)
Atkins Energy, Inc. ¹	US\$0.10 common	100%	(2)
Atkins International Holdings Limited ^{2,8}	£1.00 ordinary share	100%	(3)
Atkins Investments Limited ¹	£1.00 ordinary share	100%	(3)
Atkins Investments UK Limited ^{2,9}	£1.00 ordinary share	100%	(3)
Atkins Limited ^{1,2}	£1.00 ordinary share	100%	(3)
Atkins Luxembourg S.à r.l. ^{1,2}	€1.00 ordinary share	100%	(16)
Atkins Michigan, Inc. ¹	US\$0.01 common stock	100%	(2)
Atkins MSL Engineering Limited ¹	£1.00 ordinary share	100%	(3)
Atkins Norge AS ¹	NOK50 shares	100%	(17)
Atkins North America, Inc. ¹	US\$5.00 common stock	100%	(2)
Atkins Nuclear Secured Holdings Corporation ¹	US\$0.01 common stock	100%	(18)
Atkins Nuclear Secured, LLC ^{1,2}	n/a - membership interest	100%	(19)
Atkins Nuclear Solutions US, Inc. ^{1,2}	US\$ common stock with no par value	100%	(20)
Atkins Pension Trustee Limited ¹	£1.00 ordinary share	100%	(3)
Atkins Rail Limited	£1.00 ordinary share	100%	(3)
Atkins Sverige AB ^{1,2}	SEK100.00 ordinary	100%	(21)
Atkins Tanzania Limited ^{1,10}	SHS.20.00 shares	100%	(29)
Atkins ULC ¹	US\$1.00 ordinary	100%	(3)
Atkins US Holdings, Inc. ^{1,2}	US\$1.00 common stock	100%	(18)
Broomco (985) Limited ¹	£0.01 ordinary share	100%	(3)
Camelion Limited ¹	£1.00 ordinary share	100%	(3)
Confab Limited	£1.00 ordinary share	100%	(3)
Confluence Project Management Private Limited ¹	INR10.00 equity shares	100%	(22)
Faithful and Gould Limited ¹	HKD1.00 ordinary shares	100%	(7)
Faithful and Gould Project Management Limited ¹	HKD1.00 ordinary shares	100%	(7)
Faithful e Gould Consultores em Projetos de Design Ltda. ¹	BRL1.00 ordinary	100%	(23)
Faithful+Gould (Holdings) Limited ¹	£1.00 ordinary share	100%	(3)
Faithful+Gould (Malaysia) SDN BHD ¹	RM1.00 ordinary share	100%	(24)
Faithful+Gould Limited ^{1,2}	£1.00 ordinary share	100%	(3)
Faithful+Gould Mexico S.A. de C.V. ¹	MXN ordinary-A	100%	(25)
Faithful+Gould Nigeria Limited ¹	NGN1.00 ordinary shares	100%	(26)
Faithful+Gould Project Management Pte. Ltd ¹	SGD1.00 ordinary share	100%	(11)
Faithful+Gould Pte. Limited ¹	SGD1.00 share	100%	(11)
Faithful+Gould, Inc. ^{1,2}	US\$0.01 common stock	100%	(38)
Hanscomb (Russia) Limited ¹	£1.00 ordinary share	100%	(3)
Hanscomb (UK) Limited ¹	£1.00 ordinary share	100%	(3)
Hanscomb Europe Limited ¹	£1.00 ordinary share	100%	(3)
Houston Offshore Engineering, LLC ¹	US\$1.00 share	100%	(27)
Howard Humphreys (East Africa) Limited ¹	SHS.10.00 ordinary shares	100%	(28)
Isotek Systems, LLC ^{1,2}	Unit	100%	(39)
Isotopen Umweltdienste GmbH ¹	€25,000 share	100%	(30)
Kins Developments Limited ⁶	£1.00 ordinary share	100%	(3)
Kins Holdings Limited	£0.25 ordinary share	100%	(3)
London Group Projects Limited ¹	£1.00 ordinary share	100%	(3)
Network Train Engineering Services Limited ¹	£1.00 ordinary share	100%	(3)
Opal Engineering Limited ¹	£1.00 ordinary share	100%	(3)
Parfab Limited	£1.00 ordinary share	100%	(3)
PBS&J Constructors, Inc. ¹	US\$0.01 common stock	100%	(2)
PRBC, Inc. ¹	US\$0.10 common share	100%	(2)
SNC-Lavalin Products & Technology, LLC ¹	US\$1.00 unit	100%	(15)
The Atkins North America Holdings Corporation ^{1,2}	US\$ common with no par value	100%	(2)
Ventron Technology Limited ¹	£1.00 ordinary share	100%	(3)
WS Atkins & Partners Overseas ^{1,2}	£1.00 ordinary share	100%	(31)

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

9 Investments (continued)

Subsidiary undertakings (continued)

Name	Share class(es) held	% of share class/interests held	Registered office / principal place of business
WS Atkins & Partners Overseas Engineering Consultants ^{1,2}	SAR100.00 indivisible shares	70%	(32)
WS Atkins (India) Private Limited ^{1,2}	INR100.00 equity shares	100%	(33)
WS Atkins (Malaysia) SDN. BHD ¹	RM1.00 ordinary share	100%	(24)
WS Atkins (No. 3 Trustees) Limited ⁵	£1.00 ordinary share	100%	(3)
WS Atkins (Trustees) Limited ⁶	£1.00 ordinary share	100%	(3)
WS Atkins (UK Holdings) Limited	£1.00 ordinary share	100%	(3)
WS Atkins Architects Limited	£1.00 ordinary share	100%	(3)
WS Atkins Cedac Limited ¹	£1.00 ordinary share	100%	(3)
WS Atkins Insurance (Guernsey) Limited ^{1,2}	£1.00 ordinary share	100%	(34)
WS Atkins International & Co. LLC ^{1,2}	OMR1.00 shares	65%	(35)
WS Atkins International B.V.	€453.78 shares	100%	(6)
WS Atkins International Limited ^{1,2}	£1.00 ordinary shares	100%	(3)
WS Atkins Ireland (Holdings) Limited	€1.25 ordinary shares	100%	(36)
	€1.25 redeemable preference shares	100%	
WS Atkins Ireland Limited ¹	€1.27 ordinary shares	100%	(36)
WS Atkins Overseas Limited ¹	£1.00 ordinary share	100%	(31)
WS Atkins Powertrack Limited ¹	£1.00 ordinary share	100%	(3)
WS Atkins Property Services Limited ¹	£1.00 ordinary share	100%	(3)
WS Atkins Quest Trustee Limited	£1.00 ordinary share	100%	(3)
WS Atkins, Inc. ^{1,2}	US\$1.00 common stock	100%	(18)

1. Owned by a subsidiary undertaking other than WS Atkins Limited.

2. Principal subsidiary.

3. WS Atkins Limited owns 99.999% of Atkins China Limited directly and 0.001% jointly with Atkins Limited.

4. WS Atkins Limited owns 50.098% of Kins Developments Limited directly and 49.902% jointly with Atkins Limited.

5. WS Atkins Limited owns 50% of WS Atkins (No. 3 Trustees) Limited directly and 50% jointly with Atkins Limited.

6. WS Atkins Limited owns 99% of WS Atkins (Trustees) Limited directly and 1% jointly with Atkins Limited.

7. Formerly Atkins Investments UK Limited (until 11 April 2017).

8. Formerly Atkins Gamma Limited (until 11 April 2017).

9. Formerly Atkins Beta Limited (until 11 April 2017).

10. Formerly Howard Humphreys (Tanzania) Limited (until 12 February 2018).

The country of incorporation matches the country in which the registered office/principal place of business is located.

All the subsidiary undertakings noted above operate in the country of registration, except for WS Atkins & Partners Overseas and WS Atkins Overseas Limited, which operate in the Middle East.

Key to registered office/principal place of business

- (1) Level 15, Exchange Tower, 2 The Esplanade, Perth WA 6000, Australia
- (2) 4030 West Boy Scout Boulevard, Suite 700, Tampa FL 33607, United States
- (3) Woodcote Grove, Ashley Road, Epsom, Surrey, KT18 5BW, England & Wales
- (4) 23 Taylor Street, Woodbrook, Port of Spain, Trinidad and Tobago
- (5) Kirkgate House, St. Nicholas Centre, Aberdeen, AB10 1HW, Scotland
- (6) Schipol Boulevard 169, 1118 BG, Schipol, Netherlands
- (7) 13/F Wharf T&T Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong
- (8) Unit 09-16, 3501-02, 35/F, Shun Hing Square, Di Wang Commercial Center, 5002 Shen Nan Dong Road, Shenzhen, China
- (9) 300 – 1801 Hollis Street, Halifax NS B3J 3N4, Canada
- (10) Arne Jacobsens Alle 17, 2300 København S., Denmark
- (11) 8 Cross Street, #24-01, PwC Building, Singapore, 048424, Singapore
- (12) Suite 750, 55 Metcalfe Street, Ottawa ON K1P 6L5, Canada
- (13) 2345 Stevens Drive, Suite 240, Richland, WA 99354, United States
- (14) Willhoop 3, 22453, Hamburg, Germany
- (15) 100 Center Point Circle, Suite 100, Columbia, SC 29209, United States

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

9 Investments (continued)

Subsidiary undertakings (continued)

Key to registered office/principal place of business (continued)

- (16) 99 Grand Rue, L-1661 Luxembourg, Grand Duchy of Luxembourg, Luxembourg
- (17) Lilleakerveien 6D, 0283 Oslo, Norway
- (18) 3411 Silverside Road #104 Rodney Building, Wilmington DE 19810, United States
- (19) 545 Oak Ridge Turnpike, Oak Ridge, TN 37830-7187, United States
- (20) 205 Powell Place, Brentwood TN 37027-7522, United States
- (21) Lilla Nygatan, 7, 211 38, Malmö, Sweden
- (22) 2nd Floor, A Wing, Tradestar, J.B. Nagar, Andheri-Kurla Road, Andheri East, Mumbai, Maharashtra, 400059, India
- (23) Praia de Botafogo, No. 228, Sala 1620, Rio de Janeiro, 22250-145, Brazil
- (24) Unit 1-17-1 Menara Bangkok Bank@Berjaya Central Park, No 105 Jalan Ampang, 50450 Kuala Lumpur, Malaysia
- (25) LLA Group, Homero No. 906, Colonia Polanco Reforma, C.P. 11550, Mexico D.F.
- (26) Landmark Towers, 5B Water Corporation Road, Victoria Island, Lagos, Nigeria
- (27) 17220 Katy Freeway, Suite 200, Houston 200, TX 77074, United States
- (28) Post Office Box Number 30156-00100, Muthangari Drive off Waiyaki Way, Nairobi, Kenya
- (29) Plot No 1120, Chloe Road, Msasani Peninsula, Masaki, P.O. Box 2555, Dar Es Salaam, United Republic of Tanzania
- (30) Messeallee 2, c/o Kummerlein Rechtsanwälte, Notare Christian Lohr, 41531 Essen, Germany
- (31) Suite B, Ground Floor, Regal House, Queensway, Gibraltar
- (32) Al-Faisaliah Tower, South Link Building Unit, 2nd Floor, PO Box 301702, Riyadh, 11372, Saudi Arabia
- (33) 10th Floor, Safina Towers, No. 3, Ali Asker Road, Bangalore, Karnataka-KA, 560052, India
- (34) PO Box 384, The Albany, South Esplanade, St Peter Port, GY1 4NF, Guernsey
- (35) 2nd Floor, Hatal House Complex B, Wadi Adai, Muscat, PO BOX 2985, Oman
- (36) Atkins House, Units 150-155 Airside Business Park, Swords, co Dublin, Ireland
- (37) 4445 Corporation Lane, 2nd Floor, Virginia Beach VA 23462, United States
- (38) 5200 Wilson Road, #150, Edina MN 55424, United States
- (39) Corporation Services Company, 2908 Poston Avenue, Nashville TN 37203, United States

Significant holdings

The following companies were the significant holdings as at 31 December 2017:

Name	Share class(es) held	% of share class/interests held	Registered office / principal place of business
Faithful + Gould Project Management LLC ^{1,2}	AED1,000 ordinary share	49.00 %	(1)
Faithful&Gould Qatar LLC ¹	QAR1,000 share	49.00 %	(2)
Faithful+Gould Saudi Arabia Limited ¹	SAR1,000 ordinary share	46.00 %	(3)
UK Nuclear Restoration Limited ¹	£1.00 ordinary share	30.00 %	(4)
WS Atkins International and Hussain Tawfiq Al-Modeer Engineering Consultants ¹	SAR10.00 indivisible non-tradeable equal cash interests	50.00 %	(5)

1. Owned by a subsidiary undertaking other than WS Atkins Limited.

2. Formerly Confluence Project Management LLC (until 14 September 2017).

Key to registered office/principal place of business

- (1) Office No: 21, 19th Floor, Al Gaith Tower, Hamdan Street, PO Box 33538, Abu Dhabi, United Arab Emirates
- (2) PO Box 23443, Qatar
- (3) PO Box 56684, Riyadh 11584, Saudi Arabia
- (4) Booths Park, Chelford Road, Knutsford, Cheshire, WA16 8AZ, England & Wales
- (5) P.O. Box 3791, Al-Khobar 3192, Saudi Arabia

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

9 Investments (continued)

Joint ventures

The following entities are considered to be joint ventures based on the agreements in place between the Atkins Group and the other parties as at 31 December 2017:

Name	Proportion of ownership/interest	Financial year end	Registered office
AMA Nuclear Limited ¹ (in liquidation)	33.3%	31 December	(1)
Canadian National Energy Alliance Ltd. ¹	26.0%	31 March	(2)
CB&I Atkins Southwest Environmental LLC ¹	45.0%	31 December	(3)
Connect Plus Services (unincorporated) ¹	32.5%	30 September	N/A
DG21 LLC ¹	20.0%	31 December	(4)
EDP JV (unincorporated) ¹	40.0%	31 March	N/A
Engage S.N.C. ¹	25.0%	31 December	(5)
GET-NSA, LLC ¹	49.0%	31 December	(6)
Global Threat Reductions Solutions, LLC ¹	49.0%	31 December	(7)
Idaho Treatment Group, LLC (in close out) ¹	15.0%	31 December	(8)
LATA/Parallax, Portsmouth LLC ¹	49.0%	31 December	(9)
Mid-America Conversion Services, LLC ¹	42.0%	31 December	(10)
Nuclear Atkins Assystem Alliance SNC ¹	50.0%	31 December	(5)
Pennsylvania Remediation Company LLC ¹	35.0%	31 December	(11)
Savannah River Technology & Remediation, LLC ¹	20.0%	31 December	(12)
TPMC-EnergySolutions Environmental Services 2008, LLC ¹	49.0%	31 December	(7)
TPMC-EnergySolutions Environmental Services 2010, LLC ¹	49.0%	31 December	(7)
TPMC-EnergySolutions Environmental Services, LLC ¹	49.0%	31 December	(7)
Uranium Disposition Services, LLC ¹	26.0%	31 December	(13)
Washington River Protection Solutions, LLC ¹	40.0%	31 December	(14)
West Valley Environmental Services, LLC ¹	10.0%	31 December	(15)

1. Owned by a subsidiary undertaking other than WS Atkins Limited.

Key to registered office/principal place of business

- (1) 8 Princes Parade, Liverpool, L3 1QH, England & Wales
- (2) 9191 South Jamaica Street, Engelwood, CO 80112, United States
- (3) The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, United States
- (4) 14900 Landmark Boulevard, Suite 400, Dallas TX 75254, United States
- (5) 70 Boulevard de Courcelles, 75017 Paris, France
- (6) 100 Union Valley Road, Suite 101a, Oak Ridge TN 37830, United States
- (7) 222 Valley Creek Blvd., Suite 210, Exton, PA 19341, United States
- (8) 2016 Mt. Athos Road, Lynchburg, VA 24504, United States
- (9) 2424 Louisiana Blvd NE, STE 400, Albuquerque, NM 87110, United States
- (10) 3735 Palomar Centre Drive #109, Lexington, KY 40513, United States
- (11) 1725 Duke Street, Suite 400, Alexandria, VA 22314, United States
- (12) 106 Newberry Street S.W., Aiken, South Carolina 29801, United States
- (13) 1020 Monarch St., STE 100, Lexington, KY 40513-1890, United States
- (14) 2425 Stevens Center Place, Richland, WA 99352, United States
- (15) 4 Centre Dr., Orchard Park, New York NY 14127, United States

Joint operations

The Atkins Group also carries out contracts in joint arrangement with other contractors as our clients seek a single point of responsibility for major projects. The following are the principal joint operations in which the Group participated during the period:

Name	Proportion of interest (all indirectly held)	Principal place of business
Staffordshire Alliance	33.3%	UK
East West Rail Phase 2 Alliance	33.3%	UK
Atkins - TYP SA	50.0%	KSA

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

10 Other receivables

	31 December 2017	31 March 2017
	£m	£m
Non-current assets:		
Deferred finance costs	-	0.7
	-	0.7

None of the other receivables are past due.

11 Trade and other receivables

	31 December 2017	31 March 2017
	£m	£m
Current assets:		
Amounts due from fellow Group undertakings	380.9	371.3
Deferred finance costs	-	0.3
	380.9	371.6

The directors consider that the carrying value of the Company's trade and other receivables approximates their fair value.

Of the amounts due from fellow Group undertakings, loans of £247.2m are interest-free (March 2017: nil), loans of £50.9m currently bear interest at 2% fixed and loans of £4.9m bear interest based on 12-month GBP LIBOR +0.9%. The balances are unsecured and have no fixed repayment date.

At 31 December 2017, £nil (March 2017: £0.5m) of amounts due from subsidiary undertakings were fully provided against with an in-year release of provisions of £0.5m (March 2017: £nil).

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above.

12 Trade and other payables

	31 December 2017	31 March 2017
	£m	£m
Current liabilities:		
Amounts due to fellow Group undertakings	376.0	21.2
Accruals and deferred income	-	1.6
	376.0	22.8

Of the amounts due to fellow Group undertakings, loans of £221.9m are interest-free (March 2017: nil) and loans of £36.4m bear interest at 3 or 12-month GBP LIBOR +0.9% (March 2017: £21.2m). The balances are unsecured and have no fixed repayment date.

The directors consider that the carrying value of the Company's trade and other payables approximates their fair value.

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

13 Borrowings

	31 December 2017	31 March 2017
	£m	£m
Non-current:		
Bank loans	-	203.1
Private placement debt	-	59.7
	-	262.8

The directors consider that the carrying amount of borrowings and the private placement debt approximates their fair value.

The maturity profile of the carrying amount of the non-current borrowings was as follows:

	31 December 2017	31 March 2017
	£m	£m
Later than two years and no later than five years	-	262.8

The carrying amount of the borrowings at 31 March 2017 was denominated in USD.

Borrowing facilities

The Company has the following undrawn committed borrowing facilities available expiring as follows:

	31 December 2017	31 March 2017
	£m	£m
Later than two years and no later than five years	-	96.7

All of the Company's undrawn committed borrowing facilities were subject to floating rates of interest.

On 30 January 2016 the former Atkins Group amended and extended its five year revolving credit facility (RCF). This £200m facility matures on 30 January 2021. On 11 March 2016 the former Atkins Group signed a new RCF of £100m, with a maturity of three years. On 23 February 2017, the Group exercised an option to extend the facility by an additional year. This £100m facility was due to mature on 11 March 2020. The total letters of credit in issue under the committed facilities at 31 December 2017 were £nil (31 March 2017: £0.2m). Following the acquisition of WS Atkins Limited, formerly WS Atkins Plc by SNC-Lavalin (GB) Holdings Limited, both of these facilities have now been repaid and any commitments cancelled. The £100m facility was fully repaid on 24 July 2017 with the £200m RCF being fully repaid on 22 August 2017.

In the financial year ended 31 March 2013, the former Atkins Group raised \$75m through the successful execution of its debut issue in the US private placement market. The proceeds were used to repay drawn funds under the Group's existing banking facilities. The private placement was repaid in full on 19 October 2017.

14 Ordinary shares

	31 December 2017		31 March 2017	
	No. of shares	£m	No. of shares	£m
Issued, allotted and fully paid ordinary shares of 0.5p each				
At 1 April and at 31 December/31 March	104,451,799	0.5	104,451,799	0.5

At the 2016 AGM, shareholder authority was obtained for the Company to purchase up to a maximum of 10,011,000 of its own ordinary shares (representing approximately 10% of the issued share capital of the Company on 15 June 2016). This authority expired on the acquisition of the Company by SNC-Lavalin (GB) Holdings Limited on 3 July 2017.

As at the date of this report, there were 4,341,000 ordinary shares of 0.5p (nominal value £21,705) held as treasury shares. No shares were purchased during the period ended 31 December 2017 (year ended 31 March 2017: nil). The 4,341,000 treasury shares, which represent approximately 4.2% of the total (31 March 2017: 4.2%) of the called-up share capital as at the date of this report, have not been cancelled and represent a deduction from shareholder's equity.

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

15 Share-based payments

Long Term Incentive Plans

As a result of the acquisition of WS Atkins Limited (formerly WS Atkins plc) by SNC-Lavalin Group Inc on 3 July 2017, it was no longer possible to grant any further awards under any of the "WS Atkins All Non-Tax Advantaged Share Plans" after this date, with no grants of securities options made in the period ended 31 December 2017. In addition, all outstanding share plan awards were automatically exercised on 29 June 2017 and sold at the £20.80 cash offer acquisition price. This transaction was reflected within equity with a corresponding increase in investments, in accordance with IFRS 2.

During the 9 months ended 31 December 2017, equity-settled share-based payments of £7.9m were credited to equity (year to 31 March 2017: £9.4m). There was no charge to the income statement as the Company has no employees. Atkins Limited, an indirect subsidiary of the Company, accounts for the share-based payment expense, being the main UK employer and sponsoring company of the Share Plans.

16 Contingent liabilities

The Company is a guarantor under:

- (a) the Second Amended and Restated Credit Agreement, dated as of 30 April 2018, between SNC-Lavalin Group Inc. ("Group"), as borrower, Bank of Montreal, as administrative agent, and the lenders party thereto; and
- (b) the Indenture, bearing formal date of 3 July 2009, between Group, as issuer, and Computershare Trust Company of Canada ("Computershare"), as trustee; and
- (c) the Trust Indenture (open-ended), dated as of 24 November 2017, between Group, as issuer, and Computershare, as trustee (to date, five series of debentures have been issued thereunder).

The Company is also an indemnitor under the EDC Bonding Products Declaration and Indemnity, dated 23 March 2017, between Group and Export Development Canada.

The Company has given indemnities in respect of overseas offices' overdrafts, performance bonds, advance payment bonds and letters of credit issued on its behalf. The indemnities, which arose in the ordinary course of business, are not expected to result in any material financial loss.

The Company is included in a Group Registration for Value Added Tax purposes and is, therefore, jointly and severally liable for all other Group undertakings' unpaid debts in this connection.

17 Events occurring after the reporting period

A final dividend of £40m for the period ended 31 December 2017 was paid on 31 January 2018.

An interim dividend for the year to 31 December 2018 was declared on 14 June 2018 subject to the completion of the sale of WS Atkins Insurance (Guernsey) Limited by Atkins ATK Investments Limited to SNC-Lavalin Group Inc. This completed on 9 August 2018 and the dividend was settled by the transfer of a promissory note issued by SNC-Lavalin Group Inc. with a value of £9,746,000.

On 7 August 2018, the meetings to approve the strike off and associated actions were held for two subsidiaries of WS Atkins Limited, Kins Developments Limited and WS Atkins Architects Limited. The value of these investments has been considered and no impairment is deemed necessary as at 31 December 2017.

WS ATKINS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 (CONTINUED)

18 Ultimate parent undertaking and controlling party

SNC-Lavalin Group Inc. was the Company's ultimate parent undertaking and controlling party at 31 December 2017. The immediate parent undertaking is SNC-Lavalin (GB) Holdings Limited. SNC-Lavalin Group Inc. heads the largest and smallest group of undertakings for which Group financial statements are drawn up and of which the Company is a member.

On 3 July 2017, SNC-Lavalin (GB) Holdings Limited, an indirect wholly owned subsidiary of the SNC-Lavalin Group Inc., completed the purchase of the entire issued and to be issued share capital of WS Atkins Limited, formerly WS Atkins plc.

SNC-Lavalin Group Inc. has its registered office at:

455 Boul. René-Lévesque Ouest
Montréal
Québec
H2Z 1Z3
Canada

Copies of the annual report and financial statements for SNC-Lavalin Group Inc. are available at www.snclavalin.com/en/investors.

SNC-Lavalin (GB) Holdings Limited has its registered office at:

5th Floor, 9a Devonshire Square
London
EC2M 4YN
England

Copies of the annual report and financial statements for SNC-Lavalin (GB) Holdings Limited are available from the company secretary at the above address.