



MERGER NOTICE NO 19 OF 2017

THE PROPOSED ACQUISITION OF 100% ISSUED AND TO BE ISSUED ORDINARY SHARES IN WS ATKINS PLC BY SNC-LAVALIN GROUP INC.

Pursuant to section 56(1) of the Competition Act (Cap 46:09), the Competition Authority has received a merger notification for the proposed acquisition of 100% issued shares and to be issued ordinary shares in WS Atkins PLC ("**WS Atkins**") by SNC-Lavalin Group INC ("**SNC-Lavalin**").

The acquiring enterprise, SNC-Lavalin, is a company incorporated in Canada, and listed on the Toronto Stock Exchange, and as such is not controlled by any. Its top four shareholders are: The Caisse de depot et placement du Quebec; FMR LLC; Vanguard Group; and Beutel, Goodman & Co. Ltd. SNC-Lavalin is a global engineering and construction (E&G) group; providing E&G services, and procurement and management services in relation to E&G projects across several industries, including agriculture and rural development, mining and metallurgy, industrial construction, oil and gas, environment and water, pharmaceuticals and biotechnology as well as telecommunications. SNC-Lavalin is also involved in investment and asset management in a variety of projects, relating to infrastructure assets such as bridges and highways plus mass transit systems. In Botswana, SNC-Lavalin wholly owns Kentz Engineers and Constructors Botswana (Pty) Ltd ("**KECBL**"), a company incorporated in accordance with the laws of the Republic of Botswana. KECBL provides industrial chemical products consultancy services. The directors of SNC-Lavalin Group are: Jacques Bougie; Alain Rheume; Eric D. Siegel; Isabelle Courville; Kevin G. Lynch; Benita M. Warmbold (all Canadian nationals); Lawrence N. Stevenson (Canadian and British national); Neil Bruce (British national); Catherine J. Hughes (Canadian and French national); and Zin Smati (American and British national).

The target enterprise, WS Atkins, is a company incorporated in London, and listed on the London Stock Exchange; and as such is not controlled by any entity. Its top five shareholders are: Ameriprise Financial Inc; Standard Life Investment; Royal London Asset Management Ltd (UK); BlackRock Inc; and Schroders Plc. WS Atkins is a design, engineering and project management consultancy. Its core business focuses on helping clients to plan, design and enable major capital programmes, with design and engineering solutions ranging from upfront strategic advice to large outcome-focused programme management engagements. WS Atkins has no direct presence in Botswana, but rather provides its services through its UK- based water and environment business. WS Atkins' directors are: Allan Edward Cook; Fiona Jane Clutterbuck;

Allister Gordon Langlands; Alan James Cullens; Heath Stewart Drewett (all British nationals); Catherine Annick Caroline Bradley (French national); Thomas Chris Leppert; Gretchen Hauser Watkins (both Americans); and Uwe Krueger (German national).

According to section 57(3), of the Competition Act, "any person, including a third party not a party to the proposed merger, may voluntarily submit to the inspector or the Authority any document, affidavit, statement or other relevant information in respect of a proposed merger". The Competition Authority therefore seeks any stakeholder views for or against the proposed merger, which may be sent within 10 days from date of this publication to the following address:

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