

Result of AGM

The Annual General Meeting of WS Atkins plc was held at the Conference Centre, Woodcote Grove, Ashley Road, Epsom, Surrey, KT18 5BW on Wednesday 9 September 2009.

All 15 resolutions put to the members were passed on a show of hands. Accordingly, resolutions 1 to 9 and 11, 13 and 15 were passed as ordinary resolutions and resolutions 10, 12 and 14 were passed as special resolutions.

Copies of all resolutions passed at the meeting other than those resolutions concerning ordinary business have been submitted to the UK Listing Authority and will shortly be available for inspection at the UK Listing Authority's Document Viewing Facility which is situated at 25 The North Colonnade, Canary Wharf, London E14 5HS.

The results of the proxy votes lodged in advance of the meeting are set out below:

Resolution (No. as noted on proxy form)	For Shares	%	Discretionary Shares	%	Against Shares	%	Shares marked as Votes Withheld / Abstentions *
1 To receive and adopt the Directors' Report and Accounts	58,595,078	99.83	90,090	0.15	14,266	0.02	76,497
2 To approve the report on directors' remuneration	48,948,800	99.14	92,483	0.19	330,455	0.67	9,404,193
3 To declare a final dividend of 17.25p per ordinary share	58,625,628	99.83	89,946	0.15	10,172	0.02	50,185
4 To re-elect Lord Boyce as a director of the Company	58,280,773	99.25	93,557	0.16	345,651	0.59	55,950
5 To re-elect Keith Clarke as a director of the Company	56,486,735	96.19	92,871	0.16	2,140,709	3.65	55,616
6 To appoint Joanne Curin as a director of the Company	58,456,042	99.57	90,960	0.15	162,782	0.28	66,147
7 To appoint Heath Drewett as a director of the Company	58,471,998	99.59	93,737	0.16	144,036	0.25	66,160
8 To re-appoint PricewaterhouseCoopers LLP as auditors and to authorise the directors to fix their remuneration	57,835,425	99.49	92,322	0.16	200,717	0.35	647,467
9 To renew the authority to allot shares (section 80)	56,065,128	96.62	101,836	0.18	1,857,821	3.2	751,146
10 To renew the authority to allot equity securities for cash (section 95)	58,577,582	99.78	102,732	0.17	26,715	0.05	68,902

11	To increase the Company's authorised share capital	58,474,504	99.6	102,226	0.17	135,424	0.23	63,777
12	To authorise the Company to purchase its own shares	58,578,909	99.77	103,340	0.18	27,065	0.05	66,617
13	To authorise political donations and expenditure under the Act	58,065,169	99.23	83,591	0.14	368,811	0.63	258,360
14	To allow general meetings (other than general meetings) to be called at not less than 14 days' notice	57,011,875	97.12	102,436	0.17	1,593,148	2.71	68,472
15	To renew approval of the rules of the Atkins Share Incentive Plan	58,558,014	99.75	101,219	0.17	48,692	0.08	68,006

* *A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes for, discretionary or against the resolution.*

Rachel Hunter
Company Secretarial Assistant
10 September 2009