

The Annual General Meeting of WS Atkins plc was held at the Conference Centre, Woodcote Grove, Ashley Road, Epsom, Surrey, KT18 5BW on Wednesday 5 September 2007.

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

A print of the resolutions concerning the items of special business passed at the meeting has 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. Telephone +44 (0)20 7066 8333.

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

Resolution (No. as noted on proxy form)	Votes For	%	Votes Discretionary	%	Votes Against	%	Votes Withheld*
1. To receive and adopt the Directors' Report and Accounts for the year ended 31 March 2007	61,675,344	99.90	57,988	0.09	599	0.01	0
2. To approve the report on Directors' remuneration for the year ended 31 March 2007	48,201,324	99.70	60,822	0.13	83,336	0.17	13,388,449
3. To declare a final dividend of 14.0 pence per ordinary share for the year ended 31 March 2007	61,671,204	99.90	50,084	0.08	11,773	0.02	870

4. To re-elect Sir Peter Williams as a Director of the Company	61,633,922	99.85	59,294	0.10	33,603	0.05	7,112
5. To re-elect Robert James MacLeod as a Director of the Company	61,629,232	99.84	61,094	0.10	36,228	0.06	7,377
6. To elect Fiona Jane Clutterbuck as a Director of the Company	61,623,012	99.84	59,564	0.10	34,251	0.06	17,104
7. To elect Alun Hughes Griffiths as a Director of the Company	61,631,209	99.85	60,350	0.10	33,199	0.05	9,173
8. To re-appoint PricewaterhouseCoopers LLP as auditors and to authorise the directors to fix their remuneration	61,053,986	99.80	55,520	0.09	64,245	0.11	560,180
9. To renew the authority to allot shares (Section 80)	61,252,885	99.55	59,756	0.10	216,873	0.35	204,417
10. To renew the authority to allot equity securities for cash (Section 89)	61,458,906	99.89	62,409	0.10	7,934	0.01	204,682
11. To authorise the Company to purchase its own shares	61,501,659	99.63	222,395	0.36	6,273	0.01	3,604

12. To authorise political expenditure under the Act	60,608,959	98.32	215,274	0.35	822,667	1.33	87,031
13. To authorise the use of electronic communications with shareholders in accordance with the Companies Act 2006	61,244,151	99.26	221,827	0.36	231,770	0.38	36,183

*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.

Richard Webster
Deputy Company Secretary
6 September 2007