

Remuneration Report

This report has been prepared in accordance with the Companies Act 2006 (the Act) and Schedules 5 and 8 of the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008 (the Regulations). A resolution to approve the report will be proposed at the Company's AGM at which the Financial Statements will be presented for approval.

This report has been divided into separate sections for unaudited and audited information. The Regulations require the independent auditor to report to our shareholders on the audited information section of this report and to state whether, in its opinion, that part of the report has been properly prepared in accordance with the Act and the Regulations.

Unaudited information

Remuneration Committee

The Remuneration Committee at 31 March 2010 comprised Sir Peter Williams, Lord Boyce, Fiona Clutterbuck and Raj Rajagopal. Fiona Clutterbuck joined the Committee on 15 June 2009. All members are independent non-executive directors. James Morley and Ed Wallis were both members of the Committee until their retirements on 30 June 2009 and 31 January 2010 respectively. Ed Wallis, the former Company chairman, was considered independent on appointment. The Committee is chaired by Sir Peter Williams. Details of attendance at Committee meetings can be found in Table 1 of the Corporate Governance Report (page 58).

The Committee reviews the remuneration policy for the chairman and executive directors and, more generally, the remuneration policy of the Group. It determines the level of remuneration, incentives and other benefits, compensation payments and terms of employment of the chairman and each executive director. The Committee seeks to provide appropriate incentives to enhance performance and align the interests of the executive directors with those of shareholders. It also reviews the salaries and benefits of members of the Group Executive, the company secretary and other senior managers reporting directly to the chief executive. The Committee also has oversight of remuneration matters

across the Group. The terms of reference of the Committee are available on the Group's website www.atkinsglobal.com or on request from the company secretary.

The Committee appointed, and continued to use, Hewitt New Bridge Street (HNBS) to provide advice on structuring executive remuneration packages and benchmarking. HNBS does not provide any other services to the Group. Legal advice with respect to remuneration matters is provided by Linklaters LLP. Linklaters also provides legal services to the Company. In determining remuneration, the Committee also consults the chief executive, Keith Clarke, the Group HR director, Alun Griffiths, and, where required, the company secretary, Richard Webster, about its proposals. No director or senior manager participates in discussions about their own remuneration.

Remuneration policy

The objectives of the Group's remuneration policy are to attract, retain and incentivise management with the appropriate professional, managerial and technical expertise to realise our business objectives and to align their interests with those of our shareholders. The Group endeavours to link total remuneration to performance and thereby create a performance culture. More than half of the executive directors' total remuneration is linked to performance through participation in the performance bonus plan and long term share incentives.

To ensure that we offer the best available incentives to enhance shareholder value, the Committee continued to assess the following constituent elements of the remuneration of the executive directors and review the same elements for members of the Group Executive and senior managers:

- A. salary and other benefits
- B. performance bonus payments
- C. long term share incentives
- D. all-employee share plan
- E. retirement benefits.

In determining remuneration, consideration is given to reward levels throughout the organisation as well as in the external employment market. The Committee aims to reward all employees fairly based on their

role, their performance and salary levels in the wider market. The remuneration policy described below will be kept under review, but the current intention is that the policy should continue to apply in future financial years.

A. Salary and other benefits

The Committee reviews the salary of the executive directors, members of the Group Executive and senior managers annually to ensure they remain appropriate and competitive. In doing so the Committee also considers salary levels in all Group businesses. A wide range of data is utilised by the Committee, together with assistance from HNBS as appropriate.

Consistent with the approach taken for all Group employees, the annual salaries of the executive directors were not reviewed in April 2009. However, in light of the economic circumstances at that time, each of Keith Clarke, Alun Griffiths and former Group finance director Robert MacLeod requested that 10% of their basic salaries for the financial year ended 31 March 2010 be waived. This waiver did not affect the underlying reference salary used to calculate related benefits such as bonus, long term share incentives and pension entitlement. The waivers expired on 31 March 2010 and, accordingly, the salaries of Keith Clarke and Alun Griffiths reverted to the pre-waiver salaries of £425,000 and £200,000 respectively with effect from 1 April 2010.

Heath Drewett, who was appointed as a director on 15 June 2009, and succeeded Robert MacLeod as Group finance director on 19 June 2009, was appointed with an annual salary of £250,000. His salary had been adjusted downwards by 10% on his joining the Company to reflect the waivers which his fellow directors had put in place. Following the cessation of the salary waivers for Keith Clarke and Alun Griffiths, Heath Drewett's salary was increased to £275,000 with effect from 1 April 2010. This increased salary is within the range for peers in comparable organisations.

Other benefits for executive directors include a car allowance or a car and payment of its operating expenses, life assurance and entitlement to a non-contributory private healthcare scheme.

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B. Performance bonus payments

The Company's bonus and long term incentive plans seek to provide executive directors, members of the Group Executive and senior managers with the opportunity to increase overall remuneration levels to the upper quartile for comparable businesses but only following demanding performance targets being achieved.

Executive directors were eligible to receive bonuses of up to 90% of their salary for achieving Group financial targets in respect of the year ended 31 March 2010. The Committee also reviews individual performance, and Group performance in respect of health and safety and staff retention, when considering bonus payments. In addition, the Committee had the discretion to increase the bonus to pay out up to 100% of salary in exceptional circumstances. The Committee has resolved to pay a bonus of 90% of salary to Keith Clarke, Heath Drewett and Alun Griffiths having each exceeded challenging pre-set financial targets. Heath Drewett's bonus will be pro rated to reflect his period of employment.

The Committee conducted a thorough review of remuneration during the year ended 31 March 2009 to determine what changes, if any, should be made to both the levels and structure of the total reward package of each executive director and concluded that any changes should be deferred in light of the challenging economic circumstances. The Committee considered the position again during the financial year ended 31 March 2010 and concluded that it would be appropriate to increase the maximum bonus to 100% of salary. Consistent with the existing policy, 90% of salary will be paid for meeting challenging financial objectives. Consideration is also given to the Group's performance in respect of health and safety and staff retention. In addition, 10% of salary will be paid for the delivery of stated personal objectives for each director.

Executive directors are required to take one-third of any bonus in the form of an award over shares under the terms of the Atkins Deferred Share Plan (Deferred Share Plan). The Deferred Share Plan is designed to aid retention, with the awards to executive directors being subject to forfeiture on resignation within three years of grant. There are no further performance conditions once the award has been made. Dividends declared on Deferred Share Plan awards are rolled up and delivered to participants in cash on release of the award to align their interests further with those of shareholders.

Bonus awards are non-pensionable and non-contractual.

C. Long term share incentives

The Atkins Long Term Incentive Plan (LTIP) seeks to motivate and retain the executive directors, members of the Group Executive and other senior managers. Under the LTIP, awards to executive directors and members of the Group Executive are made on the following basis:

- 50% of the award is subject to the Company's total shareholder return (TSR) performance relative to the constituents of the FTSE 250 Index (excluding investment trusts) on the date of award. Full vesting is achieved if the Company ranks in the upper quartile, 30% for a median ranking, and pro rata vesting for intermediate performance. No vesting occurs for a ranking below median
- 50% of the award is subject to the Group's real growth in normalised earnings per share (EPS) over the performance period. An increase in EPS of more than 10% per annum above the UK Retail Price Index (RPI) over the three-year performance period enables the shares to vest in full; an increase of 4% per annum above the UK RPI will result in 30% of the shares vesting; no shares vest for an increase of less than 4% per annum above the UK RPI. Pro rata vesting operates for growth in EPS between 4% and 10% above the UK RPI.

Awards made to other participants may be subject solely to the EPS condition as set out above.

Dividends declared on shares subject to LTIP awards are rolled up and delivered to executives in cash on release of the underlying award.

The Committee believes that EPS growth provides a closer 'line of sight' between management performance and reward than can be achieved via TSR alone.

This year the Committee intends to make LTIP awards at around 100% of salary to the executive directors following the announcement of the Group's preliminary results. As in previous years, the number of shares subject to the awards will be based on a share price on 1 April 2010. The upper limit for awards under the LTIP is 150% of salary. The Committee has considered the impact of the expiry of a letter of credit in respect of the Metronet enterprise and the release of a related provision giving rise to a one-off, non-cash pre-tax credit of £25.0m in the Group's income statement for the year. It has concluded that the non-trading nature of this benefit is not a fair reflection of underlying earnings. Excluding this item, normalised basic EPS for the year ended 31 March 2010 was 79.4p. This lower EPS figure has been used to calculate the vesting of awards made under the LTIP in 2007 and will also be used as the base for the 2010 awards.

A full summary of the performance conditions attaching to existing share plan awards can be found in note 32 to the Financial Statements (page 115).

The LTIP allows for the use of market purchase, new issue and treasury shares to satisfy awards. To date all vested LTIP awards have been satisfied using shares purchased in the market. Awards under other share plans are satisfied using shares purchased in the market. The Committee reviews the method by which outstanding awards under the LTIP and other discretionary share plans are satisfied on a regular basis and it is currently intended to satisfy outstanding awards under the LTIP using market purchase or treasury shares.

The executive directors are encouraged to hold shares in the Company (either directly or through share awards made in connection with annual bonuses) equivalent to the level of their annual salary, based on the value of such shares at the time of their acquisition (or award), or their current market value from time to time, whichever is the higher.

D. All-employee share plan

The Company's Share Incentive Plan, as approved by HM Revenue & Customs, continues to be offered to all eligible UK employees, including the executive directors.

E. Retirement benefits

Pension and retirement benefits provided to the executive directors are comparable to those provided by other companies.

Performance graph

The Company's performance, measured by TSR, is compared with the performance of the FTSE 250 Index (excluding investment trusts) over the past five years using industry standard methods to determine performance. This is considered the most appropriate index against which to measure performance as the Company has been a member of the FTSE 250 for the whole of the five-year period. This is illustrated in Figure 1 (page 69).

TSR is defined as the return shareholders would receive if they held a notional number of shares and received dividends on those shares over a period of time. Assuming dividends are reinvested into the Company's shares, it measures the percentage growth in the Company's share price together with the value of any dividends paid.

External appointments

The Board recognises the benefit Atkins can obtain if its executive directors serve as non-executive directors of other companies. Subject to review in each case, the Board's general policy is that each executive director may accept one non-executive directorship with another FTSE 350 company from which any fees received may be retained. Robert MacLeod was a non-executive director of Aggreko plc during his directorship and retained the fees payable, receiving £48,000 in respect of its financial year ended 31 December 2009.

Directors' contracts

Chairman and non-executive directors

The chairman and non-executive directors have letters of appointment stating their annual fee and that their appointment is initially for a term of three years subject to satisfactory performance and their re-election at forthcoming AGMs. Their appointment may be terminated with six months' written notice at any time. Table 1 (page 69) summarises the dates of appointment and most recent re-election dates for the chairman and each of the non-executive directors.

Copies of the letters of appointment will be available for inspection prior to and during the AGM and are also available for inspection at the Company's registered office during normal business hours.

The remuneration of the chairman is determined by the Committee. The remuneration of the non-executive directors is determined biennially by the Board on the recommendation of the executive directors within the limits set out in the articles of association and on the basis of independent advice and the level of fees paid to non-executive directors of comparator companies. Mindful of salary constraints within the Group the Board, on the recommendation of the chief executive, resolved to postpone the 2010 biennial review until October. The annual fees are specific to each director reflecting their individual commitments to the Board and various Board Committees. The current fee structure is shown in Table 2 (page 69).

The chairman and the non-executive directors are not eligible for pensions, share incentives, annual bonus or any similar payments other than out-of-pocket expenses in connection with the performance of their duties. The chairman and the non-executive directors do not participate in any meeting at which discussions in respect of matters relating to their own position take place.

Executive directors

The service agreements of the executive directors are summarised in Table 3 (page 69).

In the event of unsatisfactory performance, the notice period for the executive directors is reduced to three months. Their service agreements include a duty to mitigate loss where the agreement is terminated and any payment in lieu of notice may be reduced to take account of such mitigation. No service agreement provides for predetermined amounts of compensation in the event of early termination of service contracts.

The service agreements will terminate when the director reaches the retirement age as determined by the Board, and are otherwise terminable on giving 12 months' notice. Copies of each director's service agreement will be available for inspection prior to and during the AGM and are also available for inspection at the Company's registered office during normal business hours.

Audited information

Directors' emoluments

The remuneration of each director, excluding long term incentive awards and pensions, during the year ended 31 March 2010 is set out in Table 4 (page 70).

Retirement benefits

Keith Clarke has a contractual entitlement to receive an amount equivalent to 25% of his salary as a pension payment. He elected to receive this entitlement as an additional emolument and this is reported in Table 4 (page 70).

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Heath Drewett has a contractual entitlement to receive an annual amount equivalent to 25% of his basic salary towards his pension benefits. During the year the Company made payments of £49,760 (2009: £0) into his personal pension plan. Robert MacLeod had the same contractual entitlement. During the year the Company made payments of £17,692 (2009: £76,875) into his personal pension plan.

Alun Griffiths is 55 and was a member of a defined benefit arrangement until 30 September 2007 when the scheme was closed to future accrual. As at that date he had completed 21.5 years pensionable service. Since 1 October 2007 he has participated in a defined contribution arrangement on the same terms as other UK-based staff. The value of his accrued benefit under the final salary arrangement at the start of the financial year was £69,990 per annum with a transfer value of the total accrued benefit of £886,420. His accrued annual pension did not increase during the year. This sum will increase in line with increases in Alun's salary. The increase in the transfer value of his accrued benefits was £107,833. As at 31 March 2010, the value of his accrued benefit was £69,990 per annum, with a transfer value of the total accrued benefit of £994,253. Under the defined contribution arrangement he receives an annual amount equivalent to 13% of his basic salary. This consists of a 10% ordinary employer contribution and a transitional employer contribution of 3% payable until 30 September 2010. The transitional contribution is payable to all members of the Atkins Pension Plan affected by the closure of their defined benefit accrual. During the year the Company made payments of £26,000 (2009: £26,000) under Alun's defined contribution arrangement and a further £1,792 (2009: £1,792) in respect of National Insurance contributions the Company would have paid had he not chosen to contribute £14,000 to his defined contribution pension via salary exchange.

The executive directors receive life assurance cover equal to four times their salary. Alun Griffiths, consistent with other employees with a defined benefit arrangement under the Atkins Pension Plan, will additionally receive life assurance equal to three times his salary from 1 October 2010.

Directors' interests

The interests of the directors and their families in the ordinary shares of 0.5p each in the Company as at 31 March 2010 are shown in Table 5 (page 70).

Details of directors' share options and long term incentives as at 31 March 2010 are given in Table 6 (page 71).

Directors' share options and long term incentives

Directors' emoluments disclosed in Table 4 (page 70) do not include any amounts for the value of options to acquire ordinary shares in the Company granted to or held by the directors, which are set out in Table 6 (page 71).

For each share under option that had not expired at the end of the financial year, the mid-market price on 31 March 2010 was 620p and the highest and lowest mid-market prices during the financial year were 669p and 494.25p respectively.

Approved by the Board and signed on its behalf by

Sir Peter Williams

Chairman of the Remuneration Committee
16 June 2010

Figure 1: Total shareholder return



Table 1: Dates of appointment and most recent re-election dates for the chairman and each of the non-executive directors

Name of director	Date of appointment as a non-executive director	Date of last re-election at AGM
Lord Boyce	05/05/04	09/09/09
Fiona Clutterbuck ¹	13/03/07	05/09/07
Allan Cook ²	10/09/09	n/a
Joanne Curin	10/02/09	09/09/09
Raj Rajagopal	24/06/08	03/09/08
Sir Peter Williams ¹	05/05/04	05/09/07

1. Fiona Clutterbuck and Sir Peter Williams will stand for re-election as directors at the AGM to be held on 9 September 2010.
2. Allan Cook will stand for election as a director at the AGM to be held on 9 September 2010.

Table 2: Chairman and non-executive directors' fees

Chairman fee ¹	£160,000
Basic annual fee	£37,000
Committee chair annual fee	£6,000
Committee annual fee ²	£3,000

1. In addition to this fee a taxable expense allowance up to a maximum of £10,000 per annum is also permitted, subject to the production of receipts, for travel in connection with visits to the Group's London and Epsom offices.
2. No fee is paid in respect of membership of the Nomination Committee.

Table 3: Executive directors' service agreements

	Notice period (months)	Contract date	Effective date of contract	Unexpired term of contract
Keith Clarke	12	12/09/03	01/10/03	Rolling contract
Heath Drewett	12	17/04/09	15/06/09	Rolling contract
Alun Griffiths ¹	12	18/04/07	13/03/07	Rolling contract

1. Alun Griffiths will stand for re-election as a director at the AGM to be held on 9 September 2010.

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Table 4: The remuneration of each director, excluding long-term incentive awards and pensions, during the year ended 31 March 2010

	Salary/fees £000	Bonus £000 ⁷	Other benefits £000 ⁹	Other payments £000	Non-cash emoluments £000 ¹²	Total 2010 £000	Total 2009 £000
Executive directors							
Keith Clarke	382.5	255.0	19.3	137.9 ¹⁰	127.5	922.2	970
Heath Drewett ¹	199.0	131.1 ⁸	10.7	–	65.6	406.4	n/a
Alun Griffiths	180.0	120.0	14.4	10.1 ¹¹	60.0	384.5	394
Robert MacLeod ²	63.9	–	3.2	–	–	67.1	532
Total executive directors	825.4	506.1	47.6	148.0	253.1	1,780.2	1,896
Chairman and non-executive directors							
Lord Boyce	40.0	–	0.4	–	–	40.4	40
Fiona Clutterbuck	42.4	–	–	–	–	42.4	30 ¹³
Allan Cook ³	41.1	–	5.8	–	–	46.9	n/a
Joanne Curin	42.3	–	0.2	–	–	42.5	5 ¹⁴
James Morley ⁴	11.5	–	–	–	–	11.5	46
Raj Rajagopal	40.0	–	2.1	–	–	42.1	29 ¹⁴
Ed Wallis ⁵	150.0 ⁶	–	10.2	–	–	160.2	212
Sir Peter Williams	46.0	–	0.5	–	–	46.5	46
Total chairman and non-executive directors	413.3	–	19.2	–	–	432.5	408

1. Heath Drewett was appointed as a director on 15 June 2009.

2. Robert MacLeod resigned as a director on 19 June 2009.

3. Allan Cook was appointed a non-executive director and chairman-elect on 10 September 2009. He succeeded Ed Wallis as chairman on 1 February 2010.

4. James Morley resigned as a director on 30 June 2009.

5. Ed Wallis resigned as a director and chairman on 31 January 2010.

6. Ed Wallis requested that 10% of his fees for the financial year to 31 March 2010 be waived, reducing the annual fee payable for the year ending 31 March 2010 to £150,000.

7. Amounts payable in cash.

8. Bonus payment of 90% of salary as at 1 April 2010 pro rated to reflect Heath Drewett's period of employment.

9. Other benefits include such items as company cars or allowances, fuel and medical insurance for the executive directors and expenses chargeable to income tax for the chairman and non-executive directors.

10. Keith Clarke is entitled to a pension payment equivalent to 25% of his salary. He elected to receive this entitlement as a taxable payment. In addition, he received a payment of £31,640 equal to the dividends declared on shares subject to awards made to him under the terms of the Company's share plans following the vesting and exercise of the underlying awards.

11. Payment equal to the dividends declared on shares subject to awards made to Alun Griffiths under the terms of the Company's share plans following the vesting and exercise of the underlying awards.

12. Keith Clarke, Heath Drewett and Alun Griffiths are required to take a minimum of one-third of their bonus payment in the form of a right to acquire shares under the Deferred Share Plan (the Plan). Awards of shares to these values will be made following the announcement of the preliminary results pursuant to the rules of the Plan to Keith Clarke, Heath Drewett and Alun Griffiths. These awards will be disclosed in the directors' share options and long term incentives table in the 2011 Remuneration Report.

13. Fiona Clutterbuck elected to waive her fee in favour of a charity of her choice until 30 June 2008.

14. Raj Rajagopal and Joanne Curin were appointed as non-executive directors on 24 June 2008 and 10 February 2009 respectively.

Table 5: Directors' interests

	At 16/06/10	As at 31/03/10	At 31/03/09
Chairman and non-executive directors			
Lord Boyce	2,500	2,500	846
Fiona Clutterbuck	2,811	2,811	1,000
Allan Cook	12,348	12,348	n/a
Joanne Curin	–	–	–
James Morley ¹	n/a	n/a	3,750
Raj Rajagopal	15,000	15,000	5,000
Ed Wallis ²	n/a	n/a	2,500
Sir Peter Williams	2,500	2,500	2,500
	35,159	35,159	15,596
Executive directors			
Keith Clarke ³	124,141	124,088	84,257
Heath Drewett ⁴	–	–	n/a
Alun Griffiths ³	37,139	37,086	22,374
Robert MacLeod ⁵	n/a	n/a	27,846
	161,280	161,174	134,477
Total	196,439	196,333	150,073

1. James Morley resigned as a director on 30 June 2009. At the date of his resignation he was interested in 27,917 ordinary shares of 0.5p each in the Company.

2. Ed Wallis resigned as a director and chairman on 31 January 2010. At the date of his resignation he was interested in 2,500 ordinary shares of 0.5p each in the Company.

3. Changes in directors' interests of Keith Clarke and Alun Griffiths between 31 March and 16 June 2010 relate to shares acquired via the Atkins Share Incentive Plan.

4. Heath Drewett was appointed as a director on 15 June 2009.

5. Robert MacLeod resigned as a director on 19 June 2009. At the date of his resignation he was interested in 27,917 ordinary shares of 0.5p each in the Company.

Table 6: Directors' interest in share options and long term incentives

	Plan name ¹	Award date	Number of shares under option at			Number of shares under option at 31/03/10 ⁵	Market price on exercise (pence)	Mid-market price at date of grant (pence)	Gain on exercise (£)	First date of exercise/ end of performance condition	Date of lapse of option
			01/04/09	Granted	Exercised						
Keith Clarke	LTIP ²	24/06/05	25,000	–	–	25,000	–	670.0	–	01/04/09	24/06/15
		11/09/06	47,500	–	39,325	8,175	–	650.1088	255,655	11/09/09	11/09/16
		03/08/07	44,000 ³	–	–	–	44,000	1035.0	–	03/08/10	03/08/17
		27/06/08	38,600	–	–	–	38,600	1048.0	–	27/06/11	27/06/18
	19/06/09	–	85,000 ⁴	–	–	85,000	582.5	–	19/06/12	19/06/19	
	DBP	29/06/06	6,401	–	6,401	–	–	629.25	40,278	29/06/09	29/06/16
		27/06/08	13,482	–	–	–	13,482	1048.0	–	27/06/11	27/06/18
19/06/09		–	25,915	–	–	25,915	582.5	–	19/06/12	19/06/19	
Total		174,983	110,915	45,726	33,175	206,997		295,933			
Heath Drewett	LTIP ²	19/06/09	–	50,000 ⁴	–	–	50,000	582.5	–	19/06/12	19/06/19
Total			–	50,000	–	–	50,000		–		
Alun Griffiths	LTIP ²	25/06/04	3,000	–	3,000	–	–	629.25	18,878	01/04/08	25/06/14
		24/06/05	10,000	–	–	10,000	–	670.0	–	01/04/09	24/06/15
		11/09/06	14,000	–	11,590	2,410	–	644.75	74,727	11/09/09	11/09/16
		03/08/07	18,000 ³	–	–	–	18,000	1035.0	–	03/08/10	03/08/17
		27/06/08	18,100	–	–	–	18,100	1048.0	–	27/06/11	27/06/18
	19/06/09	–	40,000 ⁴	–	–	40,000	582.5	–	19/06/12	19/06/19	
	DBP	26/08/02	1,663	–	1,663	–	–	629.25	10,464	26/08/05	26/08/12
		24/06/05	3,037	–	3,037	–	–	629.25	19,110	24/06/08	24/06/15
		29/06/06	3,099	–	3,099	–	–	629.25	19,500	29/06/09	29/06/16
		29/06/07	2,777	–	–	–	2,777	1022.0	–	29/06/10	29/06/17
		27/06/08	5,233	–	–	–	5,233	1048.0	–	27/06/11	27/06/18
		19/06/09	–	10,989	–	–	10,989	582.5	–	19/06/12	19/06/19
		Total		78,909	50,989	22,389	12,410	95,099		142,679	
Robert MacLeod		LTIP ²	24/06/05	10,000	–	–	10,000 ⁶	–	670.0	–	01/04/09
	11/09/06		28,750	–	–	28,750 ⁶	–	837.0	–	11/09/09	11/09/16
	03/08/07		30,000 ³	–	–	30,000 ⁶	–	1035.0	–	03/08/10	03/08/17
	27/06/08		27,250	–	–	27,250 ⁶	–	1048.0	–	27/06/11	27/06/18
	DBP	29/06/06	4,388	–	–	4,388 ⁶	–	826.0	–	29/06/09	29/06/16
		27/06/08	9,514	–	–	9,514 ⁶	–	1048.0	–	27/06/11	27/06/18
Total		109,902	–	–	109,902	–		–			
Aggregate gains on share options 2010								438,613			
Aggregate gains on share options 2009								288,623			

1. Plan names: LTIP – Atkins Long Term Incentive Plan
DBP – Atkins Deferred Bonus Plan

2. Subject to performance criteria described in note 32 to the Financial Statements.

3. Following the exceptional write down in relation to Metronet, the Company's EPS for the financial year ended 31 March 2007 was (56.8)p. The consequence of this was that any LTIP awards made in 2007 would never be capable of vesting. Pursuant to the rules of the plan, the Remuneration Committee considered that it was appropriate to remove profit in respect of discontinued operations and the exceptional loss in respect of Metronet and that the EPS for the financial year ending immediately before the commencement of the performance period for the 2007 awards be deemed to be 57.3p.

4. In 2009 the Remuneration Committee considered the impact of the £7.0m tax benefit from the purchase of prior year consortium relief from the Metronet companies and concluded that the non-trading nature of this benefit was not a fair reflection of underlying earnings. Pursuant to the rules of the plan, the Remuneration Committee considered it was appropriate to remove the benefit of this item and that the EPS for the financial year ending immediately before the commencement of the performance period for the 2009 award was 76.4p.

5. The awards granted under the terms of the LTIP and the DBP are structured as options, for which the exercise price is nil.

6. Robert MacLeod's awards lapsed on the date of his resignation.