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## **WSP TO ACQUIRE PARSONS BRINCKERHOFF, A LEADING GLOBAL PROFESSIONAL SERVICES FIRM WITH A DEEP EXPERTISE IN INFRASTRUCTURE**

### **WSP CONCURRENTLY ANNOUNCES A \$502 MILLION BOUGHT DEAL PUBLIC OFFERING OF SUBSCRIPTION RECEIPTS, A \$400 MILLION PRIVATE PLACEMENT OF SUBSCRIPTION RECEIPTS AND NEW CREDIT FACILITIES**

MONTREAL, QUÉBEC – September 3, 2014 – WSP Global Inc. (TSX: WSP) (“WSP” or the “Corporation”) is pleased to announce that it has entered into a stock purchase agreement (the “Stock Purchase Agreement”) with Balfour Beatty plc and certain of its subsidiaries (“Balfour Beatty”) in connection with the acquisition (the “Acquisition”) of all of the issued and outstanding capital stock of the entities comprising the business of Parsons Brinckerhoff Group Inc. (collectively, “Parsons Brinckerhoff”), the professional services division of Balfour Beatty, for an enterprise value of US\$1,242,500,000 plus an additional consideration for cash retained by Parsons Brinckerhoff of up to US\$110 million (the “Purchase Price”), subject to certain closing and post-closing adjustments.

The terms of the Acquisition have been approved by the boards of directors of both WSP and Balfour Beatty plc. The Acquisition, which remains subject to certain customary closing conditions, including approval by the shareholders of Balfour Beatty plc, approval by certain lenders to Balfour Beatty and receipt of applicable antitrust approvals, is expected to be completed in the fourth quarter of 2014 (the “Acquisition Closing Date”).

Headquartered in New York City, Parsons Brinckerhoff is a global professional services firm with a network of approximately 170 offices and nearly 13,500 employees on five continents. The firm is a premier infrastructure consultancy providing services in transportation, power, energy, community development, water, mining and environment segments.

#### **ACQUISITION RATIONALE**

WSP’s management’s (“Management”) strategic rationale for the Acquisition is underpinned by a strong alignment of both companies’ respective values and operating models while allowing the Corporation to meet most of its 2015 Global Strategic Plan objectives ahead of schedule, including objectives relating to net revenues and total number of employees. Since the companies possess complementary skills and serve complementary segments and geographies with limited overlap in operations, the Acquisition is also aligned with WSP’s growth strategy of:

- capitalizing on opportunities in countries where it has a strong and well-established presence, such as the UK;
- enhancing its position in industrialized regions where the Corporation is established but does not have a significant presence, such as the US and Australia;

- expanding its offerings and capabilities in its core segments, such as buildings and infrastructure, to increase its expertise and offerings worldwide; and
- developing the energy segment, while further growing its project and program management services offering.

Finally, Management believes that WSP and Parsons Brinckerhoff are aligned in terms of culture and corporate objectives as they are both pure-play professional services firms sharing similar values with respect to people, clients and teamwork.

## **GLOBAL AND REGIONAL OPPORTUNITIES**

Management expects that the Acquisition will strengthen WSP's presence in industrialized regions of the world and prudently increase its exposure within higher-growth emerging regions, while maintaining a good mix of projects awarded from the public and private sectors. In addition, the Acquisition is expected to enhance WSP's leading position in the global buildings segment, position it as a key player in the transportation segment and strengthen its expertise in all of its other segments. The other expected benefits of the Acquisition include:

### ***Creates a Global Leader in Buildings and Infrastructure which will Rank as One of the Largest Global Pure-Play Professional Services Firms in its Industry***

- Enables WSP to become one of the largest global pure-play professional services firms in its industry, with approximately 31,000 employees across the world with pro forma combined net revenues of \$3.8 billion for the trailing twelve-month period ended June 28, 2014 (pro forma to include the acquisition of Focus Holdings Inc. completed in April 2014).
- Expands WSP's position in its industry, both in terms of geographic footprint and segments served, while extending WSP's client base and the development of WSP's people, expertise and capabilities.
- Combines WSP's expertise in the buildings segment with Parsons Brinckerhoff's expertise in the transportation segment.
- Provides employees of the combined firm with a larger platform to improve their career opportunities and advance their ability to work globally, while benefiting from global best practices and strong local knowledge.
- Enhances the combined firm's value proposition to its clients and enables the combined firm to compete for, and execute some of, the most complex projects around the world.

### ***Strategic Cornerstone for Growth, Particularly in the US***

- Significantly strengthens WSP's presence in the US, where Parsons Brinckerhoff has a solid, stable business which employs approximately 5,000 employees.
- Positions WSP as a key player in the US transportation segment.
- Expands WSP's presence in the UK and provides the firm with a stronger presence in key growth regions such as Asia and Australia.

### ***Opportunity to Realize Significant Synergies***

- Management estimates annual cost synergies of approximately US\$25 million (without considering any restructuring, integration expenses and transaction related costs) and expects these synergies to be achieved over a 24-month period with 50% expected to be realized within the first twelve months. Management does not anticipate integration costs (excluding any transaction and restructuring costs) required to realize such annual cost synergies to exceed US\$25 million in the aggregate.
- Provides an opportunity to streamline support functions both at the global and regional levels, while maximizing connectivity and revenue synergies.

“We are pleased to be joining forces with a firm of Parsons Brinckerhoff’s long-standing reputation and know-how as we expect this transaction to create an industry leader, with the ability to deliver more expertise and services to our client base across the world. We expect to successfully reach the strategic objectives we had set for 2015, by creating one of the largest global pure-play professional services firms in our industry around our four pillars, namely our employees, our clients, our operational excellence and our expertise. We also anticipate that the employees of both firms will benefit from the transaction, as we integrate our talents and make the most of our greater scale to continue to develop our people, improve their career opportunities and advance their ability to work globally,” commented Pierre Shoiry, President and Chief Executive Officer of WSP. “On the integration front, building on our past success of combining GENIVAR and WSP, we anticipate a harmonious process which will be led by executives from both firms, with an objective of bringing together the best of both organizations,” he added.

George J. Pierson, President and Chief Executive Officer of Parsons Brinckerhoff added: “This tremendously exciting transaction significantly expands opportunities for our employees and services to our clients. The compatibility of our respective cultures, each focusing on technical excellence and client service, is strengthened by the complementary technical skills we each offer. I have full confidence that by teaming with WSP, our ability to enrich our communities through projects large and small is greatly enhanced, all to the benefit of our employees, clients, and stakeholders.”

Upon closing of the Acquisition, Mr. George J. Pierson, President and Chief Executive Officer of Parsons Brinckerhoff, will become an executive member of the board of directors of the Corporation, ensuring his active role in the organization as well as continuity and seamless integration at the highest level.

### **TRANSACTION HIGHLIGHTS**

- Management expects the Acquisition to be immediately mid-single digit accretive to WSP’s earnings per share, with accretion increasing to the mid-teens once synergies are fully realized, assuming the completion of the Offering (as described below) and the Concurrent Private Placement (as described below), but without considering any restructuring, integration expenses and transaction related costs.
- Pro forma Net Debt to Normalized EBITDA is expected to be approximately 2x at closing, in line with WSP’s target level of 1.5x to 2x.

- Assuming the realization of expected cost synergies (without considering any restructuring, integration expenses and transaction related costs), Management estimates the enterprise value multiple to represent approximately 8.8x the trailing 12-month Normalized EBITDA of Parsons Brinckerhoff for the period ended June 27, 2014 and 7.5x the average Normalized EBITDA of Parsons Brinckerhoff for the fiscal years ended 2011, 2012 and 2013.

## **FINANCING**

### ***Financing Highlights***

The Acquisition and other related transaction costs are being financed through a combination of:

- \$502 million bought deal public offering (the “Offering”) of subscription receipts of the Corporation (the “Subscription Receipts”) at a price of \$35.85 per Subscription Receipt (the “Offer Price”) and up to additional gross proceeds of \$75 million pursuant to an Over-Allotment Option (as defined below);
- \$400 million private placement (the “Concurrent Private Placement”) of subscription receipts of the Corporation (the “Placement Subscription Receipts”) at a price of \$35.85 per Placement Subscription Receipt to two existing shareholders, (i) Canada Pension Plan Investment Board (“CPPIB”) and (ii) la Caisse de dépôt et placement du Québec (“La Caisse”) and up to additional gross proceeds of \$60 million pursuant to the Additional Subscription Option (as defined below); and
- the implementation of the New Credit Facilities (as defined below), which consist of a US\$800 million revolving facility, a US\$400 million term facility and a \$400 million equity bridge facility.

“We are pleased with this Acquisition, which is expected to contribute to both strategic growth and value creation for many years to come. Given the quality and the geographic diversification of cash flows generated by our joint operations, we expect our financial position to remain strong. In the quarters to come, our priority will be to focus on operational efficiencies to meet our financial targets around margins and cash management”, said Alexandre L’Heureux, Chief Financial Officer of WSP.

### ***Public Offering of Subscription Receipts on a Bought Deal Basis***

To finance the payment of a portion of the Purchase Price and related expenses, WSP has entered into an agreement with CIBC and Raymond James (collectively, the “Bookrunners”), on behalf of a syndicate of underwriters (the “Underwriters”) led by CIBC, Raymond James, BMO Capital Markets and National Bank Financial Inc. (collectively, the “Co-Lead Underwriters”), to sell, on a bought deal basis, Subscription Receipts at the Offer Price. The agreement includes the issuance of 14,000,000 Subscription Receipts for gross proceeds of \$502 million.

In addition, the Underwriters have been granted an over-allotment option (the “Over-Allotment Option”), exercisable in whole or in part at the Offer Price for a period of 30 days from the Offering Closing Date (as defined below), for additional gross proceeds of up to \$75 million. The Subscription Receipts will be offered in all provinces and territories of Canada pursuant to a short form prospectus to be filed by WSP in accordance with *National Instrument 44-101 - Short Form Prospectus Distributions*.

The Offering is scheduled to close on or about September 22, 2014 (the “Offering Closing Date”).

### ***Private Placement of Subscription Receipts***

Concurrently with the Offering, WSP has entered into subscription agreements under which the Corporation will complete the Concurrent Private Placement with each of CPPIB and La Caisse. Under the Concurrent Private Placement, (i) CPPIB will acquire, on a private placement basis and at the Offer Price, 5,580,000 Placement Subscription Receipts, and (ii) La Caisse will acquire, on a private placement basis and at the Offer Price, 5,580,000 Placement Subscription Receipts, for aggregate gross proceeds of \$400 million to the Corporation. In connection with the closing of the Acquisition, each of CPPIB and La Caisse will be entitled to a non-refundable capital commitment payment applicable to a portion of the Placement Subscription Receipts for which each of them has subscribed.

Each of CPPIB and La Caisse has also been granted, subject to the receipt by the Corporation of any regulatory approvals, an option to purchase a number of additional Placement Subscription Receipts representing up to 15% of the number of Placement Subscription Receipts subscribed by each of them on closing subject to the Over-Allotment Option being exercised by the Underwriters (the “Additional Subscription Option”). The number of additional Placement Subscription Receipts to be purchased by CPPIB and La Caisse pursuant to such Additional Subscription Option will be in the same proportion as the Subscription Receipts that are purchased by the Underwriters pursuant to the Over-Allotment Option, if any, and will represent additional maximum gross proceeds of \$60 million.

Closing of the Concurrent Private Placement is scheduled to occur on or after October 1, 2014. To the extent it is exercised, the closing of the Additional Subscription Option will be conditional upon the closing of the Over-Allotment Option.

Assuming completion of the Concurrent Private Placement and the Offering and the issuance of all underlying Common Shares to the holders of Subscription Receipts and Placement Subscription Receipts, but not the exercise of the Over-Allotment Option or the Additional Subscription Option, (i) CPPIB will beneficially own, or exercise control or direction over, directly or indirectly, an aggregate of 15,185,855 Common Shares, and (ii) La Caisse will beneficially own, or exercise control or direction over, directly or indirectly, an aggregate of 15,344,210 Common Shares (which includes the 9,605,855 and 9,764,210 Common Shares which CPPIB and La Caisse, respectively, currently beneficially own, or exercise control or direction over, directly or indirectly), representing approximately 17.4% and 17.6%, respectively, of the issued and outstanding Common Shares.

Moreover, each of CPPIB and La Caisse has undertaken to have substantially all of the Common Shares it holds, including the Common Shares to be issued in exchange for the Placement Subscription Receipts (including those issued pursuant to the Additional Subscription Option, as applicable), participate in the Corporation’s dividend reinvestment plan (the “DRIP”) and to have such Common Shares enrolled in the DRIP for all dividends with a record date on or prior to December 31, 2015. In addition, the Corporation has undertaken in favour of CPPIB and La Caisse that any Common Shares to be issued to any participant under the DRIP will be issued from treasury at a minimum discount of 2% up to and including the first investment period under the DRIP following December 31, 2015.

The issuance of the Subscription Receipts and Placement Subscription Receipts pursuant to the Offering and the Concurrent Private Placement is subject to customary approvals of applicable securities regulatory authorities, including the Toronto Stock Exchange.

### ***Dividend Equivalent Payment***

As previously announced, the Corporation has declared a dividend of \$0.375 per Common Share on August 6, 2014, that will be payable on or around October 15, 2014, to shareholders of record as of September 30, 2014. The holders of Subscription Receipts and Placement Subscription Receipts will receive such dividend in the form of a dividend equivalent payment upon closing of the Acquisition.

### ***New Credit Facilities***

WSP currently has in place a \$600 million credit facility (the "Credit Facility") with a syndicate of financial institutions (the "Lenders"). Concurrently with the announcement of the Acquisition, WSP has obtained an underwritten financing from Canadian Imperial Bank of Commerce, as sole lead arranger and sole bookrunner, providing for:

- a) a senior secured revolving credit facility in the maximum amount of US\$800 million to amend and restate the Credit Facility (the "Revolving Credit Facility"), maturing on December 31, 2018;
- b) a senior secured non-revolving term credit facility consisting of three tranches in the maximum principal amounts of US\$100 million, US\$100 million and US\$200 million, each available as a single drawdown and maturing on the second, third and fourth anniversaries, respectively, of the Acquisition Closing Date (collectively, the "Term Facility"); and
- c) a senior secured one-year non-revolving bridge credit facility in the maximum amount of \$400 million (the "Bridge Facility" and, collectively with the Revolving Credit Facility and the Term Facility, the "New Credit Facilities").

The net proceeds of the Offering, the Concurrent Private Placement and part of the New Credit Facilities will be used by WSP to finance (i) the Purchase Price payable in respect of the Acquisition on the Acquisition Closing Date and (ii) the costs of the Acquisition.

### **FINANCIAL AND LEGAL ADVISORS**

Barclays and CIBC are acting as financial advisors to WSP on the Acquisition. Both Barclays and CIBC have provided, in connection with the Acquisition, a fairness opinion to the board of directors of WSP to the effect that, as of the date hereof and subject to the assumptions, limitations and qualifications contained therein, the consideration to be paid by WSP pursuant to the Stock Purchase Agreement is fair, from a financial point of view, to WSP. Legal advice is being provided to WSP by Stikeman Elliott LLP and, with respect to US law, by Hogan Lovells LLP. Legal advice is being provided to the Underwriters by Fasken Martineau Dumoulin LLP. Legal advice is being provided to CPPIB by Blake, Cassels & Graydon LLP and to La Caisse by Lavery, de Billy LLP.

## **CONFERENCE CALL INFORMATION**

WSP will host a conference call to discuss the Acquisition, the Offering and the Concurrent Private Placement on September 3, 2014 at 4:00 p.m. (Eastern Daylight Time). The call will be accessible by telephone at 1-877-223-4471 (Toll-Free dial-in number) or 1-647-788-4922 (International dial-in number). An audio replay of the conference call will be available until September 10, 2014 at 11:59 (Eastern Daylight Time). To access the replay, dial 1-800-585-8367 or 1-416-621-4642, and enter the pass code: 94350303.

## **AVAILABILITY OF DOCUMENTS**

Copies of related documents, such as the preliminary short form prospectus, underwriting agreement, subscription agreements and the Stock Purchase Agreement will be available on SEDAR ([www.sedar.com](http://www.sedar.com)) as part of the public filings of WSP and on WSP's website at [www.wspgroup.com](http://www.wspgroup.com).

## **FORWARD-LOOKING INFORMATION**

This press release contains forward-looking information within the meaning of applicable securities laws. All information and statements other than statements of historical facts contained in this press release are forward-looking information. These statements are "forward-looking" because they are based on current expectations, estimates, assumptions, risks and uncertainties. These forward-looking statements are typically identified by future or conditional verbs or words such as "may", "could", "will", "outlook", "believe", "anticipate", "estimate", "project", "expect", "intend", "plan" and terms and expressions of similar import. Such forward-looking information may include, without limitation, statements with respect to: the use of proceeds of the Offering, the Concurrent Private Placement and the New Credit Facilities, WSP's expected financial performance, WSP's business model and acquisition strategy, the completion of the Offering, the Concurrent Private Placement and the Acquisition, the expected Acquisition Closing Date and the anticipated benefits of the Acquisition.

The forward-looking information is based on certain key expectations and assumptions made by the Corporation, including expectations and assumptions concerning availability of capital resources, performance of operating facilities, strength of market conditions, customer demand, satisfaction of all conditions of closing of the Acquisition (including approval by the shareholders of Balfour Beatty plc, approval by certain lenders to Balfour Beatty and receipt of applicable antitrust approvals), absence of exercise of any termination right, benefits of the Acquisition for WSP from a margin and accretion perspective (each of which may be impacted by final financing arrangements, the realization and timing of any potential synergies and the operating performance of WSP and Parsons Brinckerhoff) and the timing and receipt of regulatory approval with respect to the Offering. Although the Corporation believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information since no assurance can be given that they will prove to be correct.

Since forward-looking information addresses future events and conditions, by its very nature it involves inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, risks related to: the possible failure to realize anticipated benefits of the Acquisition, the integration of Parsons Brinckerhoff's business, the loss of certain key personnel of Parsons Brinckerhoff, the possible failure to achieve the full amount of anticipated cost synergies, the

failure to close the Acquisition or change in the terms of the Acquisition, increased indebtedness, transitional risk, the fact that WSP currently does not own Parsons Brinckerhoff, potential undisclosed costs or liabilities associated with the Acquisition, the fact that historical and pro forma combined financial information may not be representative of the Corporation's results as a combined firm, the indemnities in the Stock Purchase Agreement, the absence of financing condition in the Stock Purchase Agreement, the reliance on information provided by Balfour Beatty and Parsons Brinckerhoff, change of control or other similar provisions, the nature of acquisitions, exchange rate on the Acquisition Closing Date, the absence of a market for securities, volatility in the market price, payment of dividends, the dilutive effect on holders of Common Shares, the fact that the combined firm will continue to generally face the same risks that the Corporation currently faces, contracts with the US federal government and other state or local governments and their agencies, litigation, professional services contracts and concentration of clients in some regions of the world.

To the extent any forward-looking information in this press release constitutes future-oriented financial information or financial outlooks within the meaning of securities laws, such information is being provided to demonstrate the potential benefits of the Offering, the Acquisition, the Concurrent Private Placement and the New Credit Facilities and readers are cautioned that this information may not be appropriate for any other purpose. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above.

The forward-looking information contained herein is expressly qualified in its entirety by this cautionary statement. The forward-looking information contained herein is made as of the date of this press release, and the Corporation undertakes no obligation to publicly update such forward-looking information to reflect new information, subsequent or otherwise, unless required by applicable securities laws.

**THIS NEWS RELEASE IS NOT AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES AND IS NOT AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OF WSP, NOR SHALL IT FORM THE BASIS OF, OR BE RELIED UPON IN CONNECTION WITH ANY CONTRACT FOR PURCHASE OR SUBSCRIPTION. THE SUBSCRIPTION RECEIPTS OF WSP WILL ONLY BE OFFERED IN THE PROVINCES AND TERRITORIES OF CANADA BY MEANS OF THE PROSPECTUS REFERRED TO ABOVE. SECURITIES MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION UNDER THE US SECURITIES ACT OF 1933 (THE "SECURITIES ACT") OR AN EXEMPTION FROM REGISTRATION THEREUNDER. THESE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION UNDER THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS OR PURSUANT TO AN APPLICABLE EXEMPTION THEREFROM.**

## **NON-IFRS MEASURES**

This press release refers to financial measures that are not recognized under International Financial Reporting Standards (IFRS). While the Corporation, Parsons Brinckerhoff and certain other issuers measure and evaluate the performance of their respective consolidated operations and business segments with reference to non-IFRS measures, non-IFRS measures do not have any standardized meaning under IFRS and therefore are unlikely to be comparable to similar measures presented by other issuers. The Corporation believes these measures are useful supplemental information that may assist investors in assessing their investment in the Subscription Receipts. The following non-IFRS measures are used in this press release: net revenues and Net Debt to Normalized EBITDA. The Corporation also presents in this press release the Normalized EBITDA of Parsons Brinckerhoff, which is defined as EBITDA excluding non-recurring expenses including, among other things, costs restructuring in Australia in the amount of US\$27 million for the trailing 12-month period ended June 27, 2014, US\$29 million in fiscal year 2013 and US\$3 million in fiscal year 2012. Please refer to the short form prospectus

to be filed in all provinces and territories of Canada by WSP for a reconciliation of non-IFRS measures related to the Corporation and Parsons Brinckerhoff.

## **ABOUT PARSONS BRINCKERHOFF**

Founded in New York City in 1885, Parsons Brinckerhoff is a premier infrastructure consultancy firm providing services in transportation, power, energy, community development, water, mining and environment segments. Parsons Brinckerhoff has a network of approximately 170 offices and nearly 13,500 employees on five continents. [www.pbworld.com](http://www.pbworld.com)

## **ABOUT WSP**

WSP is one of the world's leading professional services firms, working with governments, businesses, architects and planners and providing integrated solutions across many disciplines. The firm provides services to transform the built environment and restore the natural environment, and its expertise ranges from environmental remediation to urban planning, from engineering iconic buildings to designing sustainable transport networks, and from developing the energy sources of the future to enabling new ways of extracting essential resources. It has approximately 17,500 employees, mainly engineers, technicians, scientists, architects, planners, surveyors, other design professionals, as well as various environmental experts, based in more than 300 offices, across 30 countries, on 5 continents. [www.wspgroup.com](http://www.wspgroup.com)

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