



Highway M5 – United Kingdom

# WSP AT A GLANCE

## Pierre Shoiry, CEO

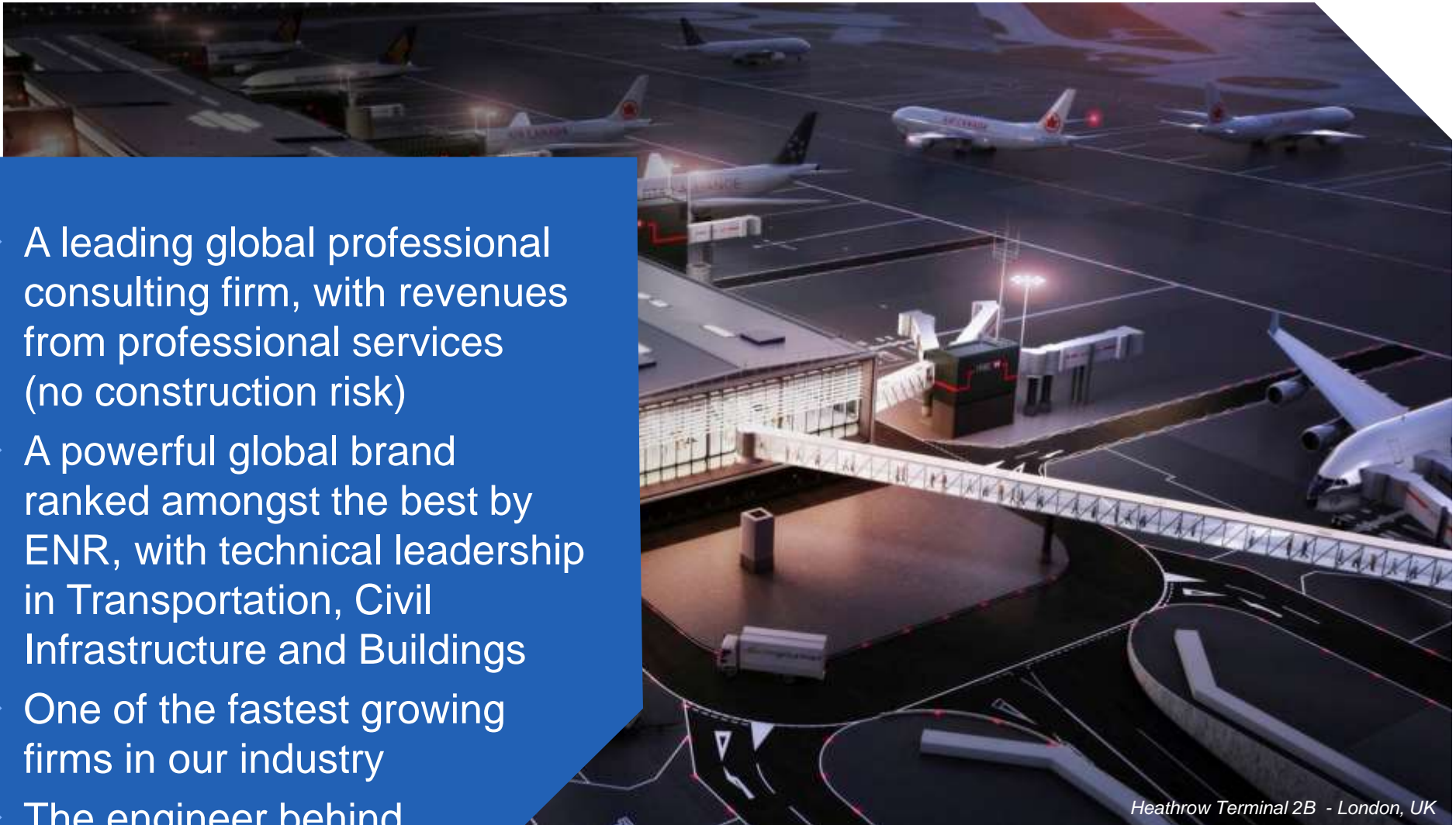
AltaCorp Capital and ATB  
Corporate Financial Services  
Institutional Investor  
Conference

*January 14, 2016*

# OUR BACKGROUND

## WE ARE...

- A leading global professional consulting firm, with revenues from professional services (no construction risk)
- A powerful global brand ranked amongst the best by ENR, with technical leadership in Transportation, Civil Infrastructure and Buildings
- One of the fastest growing firms in our industry
- The engineer behind award-winning projects



Heathrow Terminal 2B - London, UK

# WE HAVE A WELL-DEFINED ROAD MAP



**2006-2015**

*From local to national,  
to international*

**More than 80 acquisitions**

Major acquisitions

**WSP Group - 9,000 people (2012)**

**Focus – 1,800 people (2014)**

**Parsons Brinckerhoff – 13,500  
people (2014)**

**MMM - 2,000 people (2015)**



**2015**

*A true multi-disciplinary firm*

**34,500 employees**

**2015E net revenues guidance:  
\$4.1-\$4.6 B**

**2015E Adjusted EBITDA guidance:  
\$390-\$430 M**

ENR global ranking

**Top International PM/CM firm - # 1**

**Top “pure play” firm - # 2**

**Top International Design Firms - # 9**



**2015-2018**

*A strategy of continuity to expand our  
strategic services offering to clients*

Our objectives

**45,000 employees**

**\$6.0 B in net revenues  
(\$1.3 B through acquisitions)**

**5% annual organic growth**

**>11% Adjusted EBITDA margins**

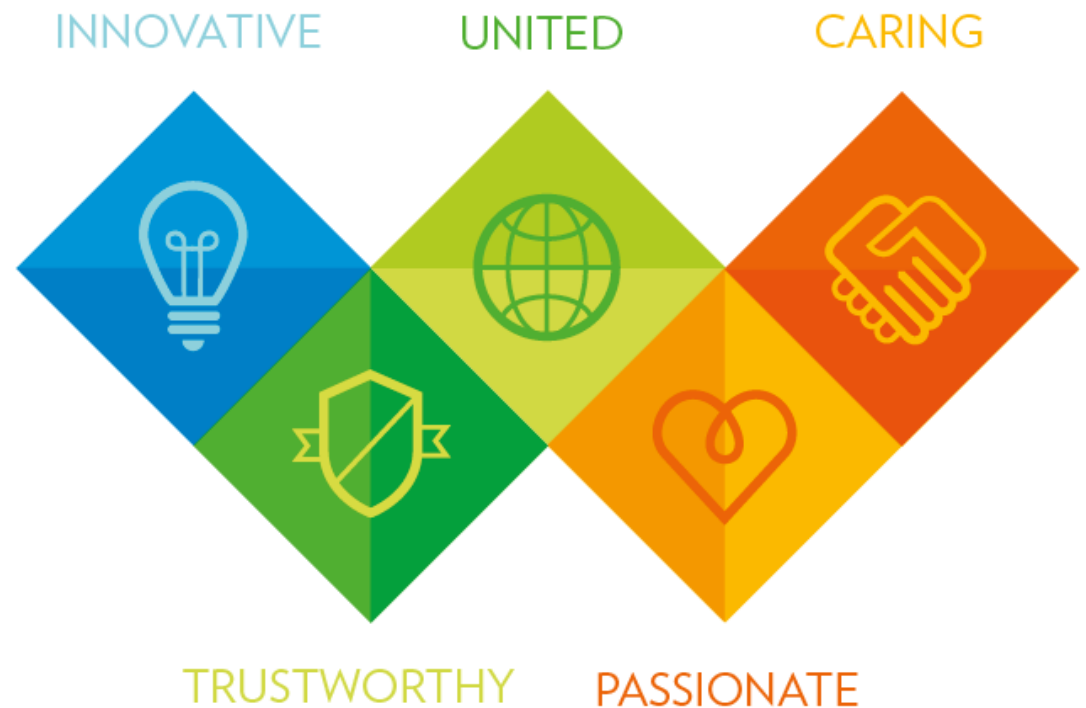
# A CULTURE BUILT AROUND CORE VALUES

## MISSION

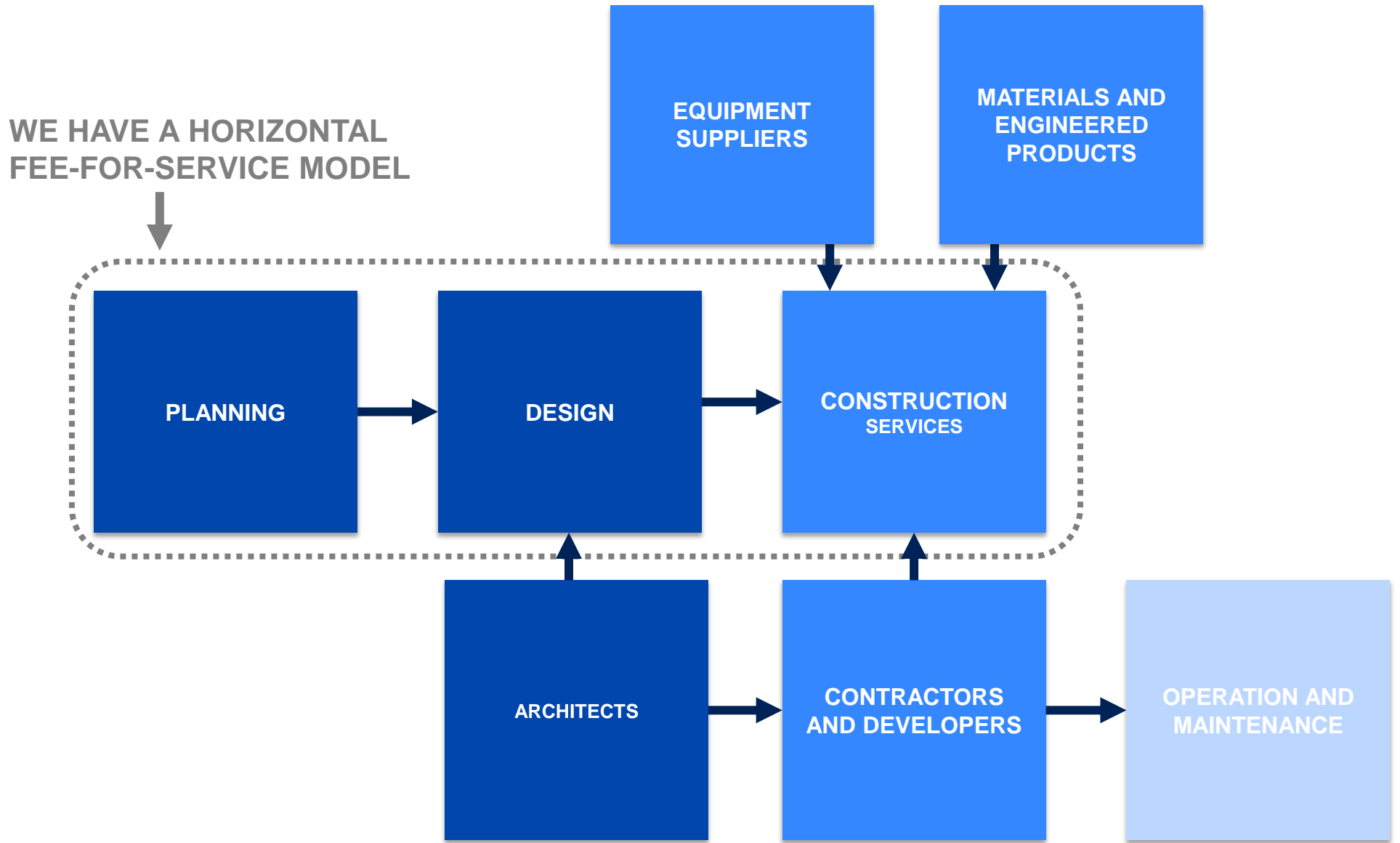
Be a solution-driven advisor with outstanding expertise

## VISION

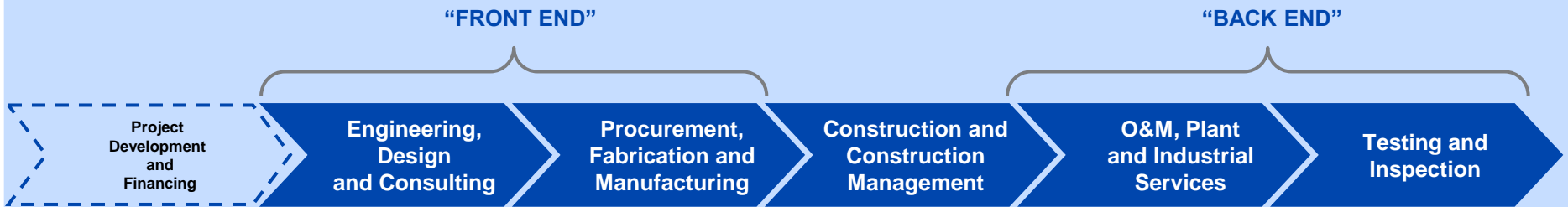
Always be the first choice for clients, partners and employees



# OUR POSITIONING IN THE INFRASTRUCTURE AND CONSTRUCTION VALUE CHAIN



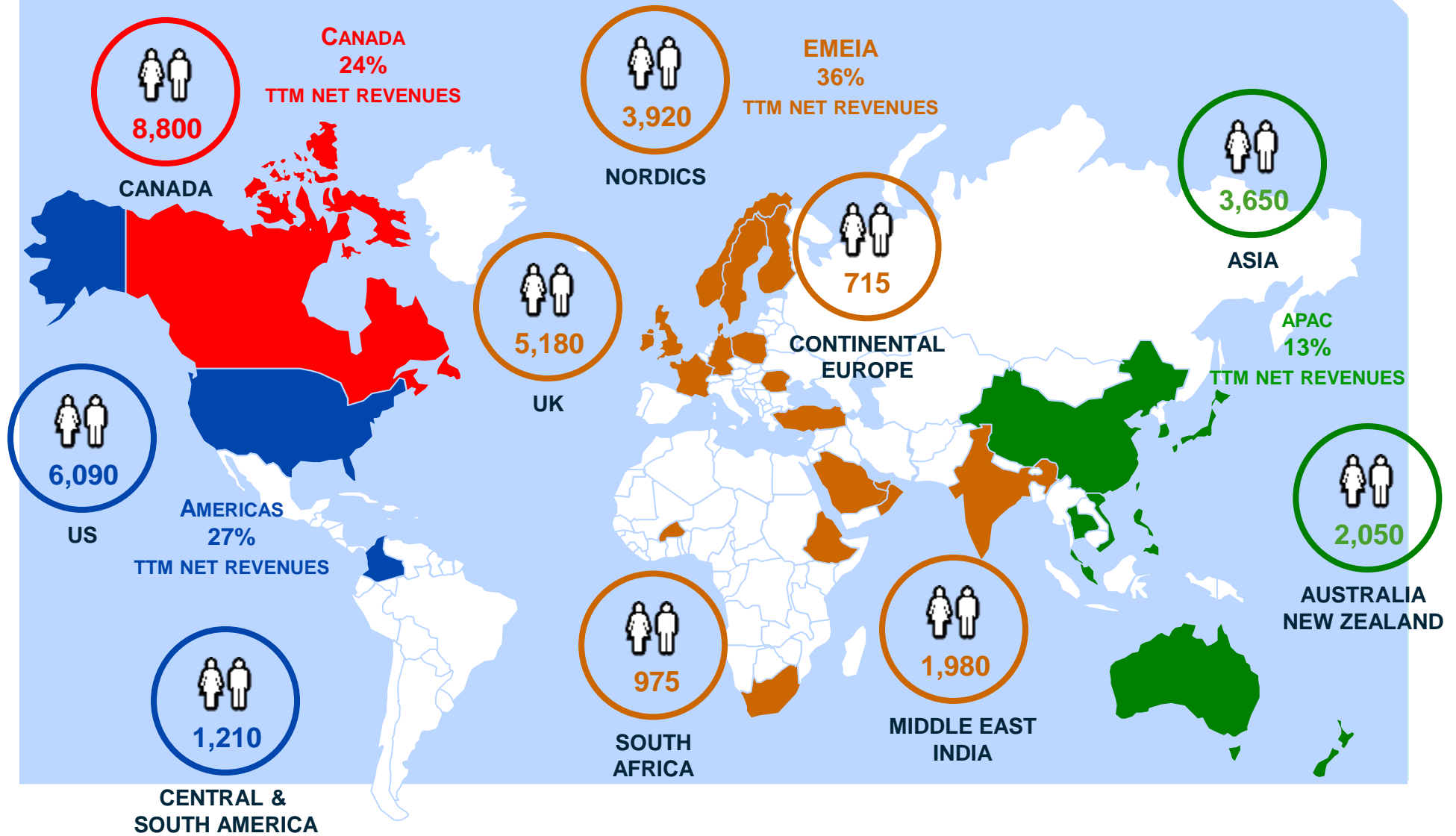
# OUR RISK RELATIVE TO THE E&C SECTOR



Service Offering Characteristics	Expenditure	Low-to-Moderate	High	High	Low-to-Moderate	Low-to-Moderate
	Influence on Project Expenditure	High	Moderate	Low-to-Moderate	Low	Low
	Margins	Moderate-to-High	Moderate	Low (Reimbursable) Moderate/High (At Risk)	Low-to-Moderate	Moderate-to-High (Tech Dependent)
	Risk	Low	Moderate	Low-to-High (Contract Dependent)	Low	Low
	Asset Intensity	Low	Moderate-to-High	Moderate	Low-to-Moderate	Low-to-Moderate

# WE HAVE BUILT A DIVERSIFIED GLOBAL FIRM

SEPTEMBER 2015 TTM NET REVENUES: \$4.1B



Employee numbers include all 2015 acquisitions (incl. MMM, closed in October)

- ~ 85% from industrialized countries
- ~ 15% from emerging countries (Colombia, Middle East, Africa and Asia)



# A WELL-DIVERSIFIED REVENUE BASE

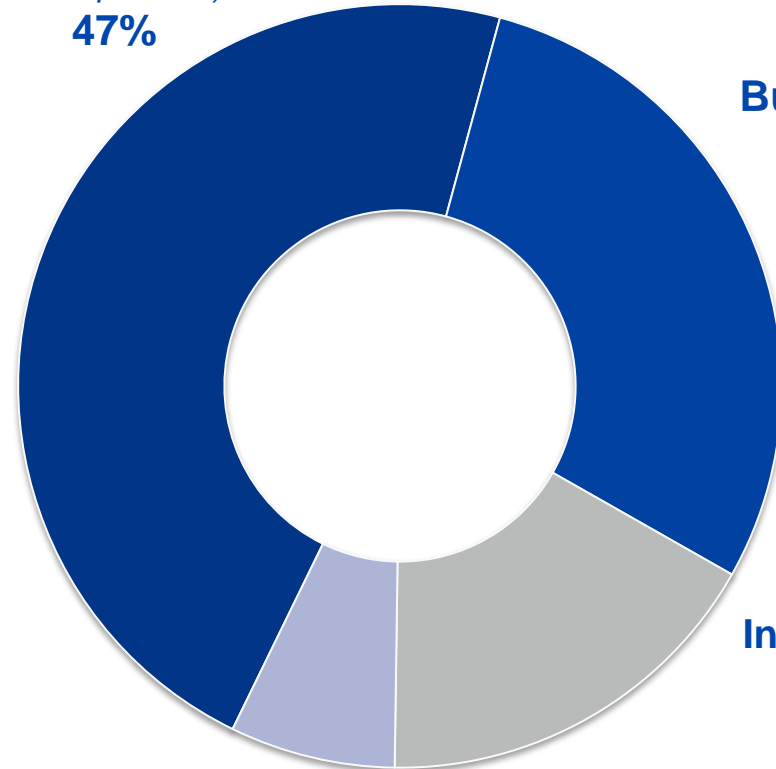


**Infrastructure**  
*(Transportation/  
Municipal Infra)*  
**47%**

**Buildings**  
**29%**

**Industrial/Energy**  
*(< 5% from  
oil and gas and  
< 5% from mining)*  
**17%**

**Environment**  
**7%**



Based on TTM combined net revenues

# ADVANTAGES OF GEOGRAPHY AND SECTOR DIVERSIFICATION

- Pool of talent
- Knowledge and business practices
- Communities of practice
- Cross-selling opportunities
- Opportunity to develop professionally and international careers
- Lower-cost design centres
- Serve international clients
- Exposure to various economies and risk mitigation



# A LEADING FIRM, WITH WORLD-CLASS EXPERTISE

**Top International PM/CM firm # 1**  
**Top “pure play” firm # 2**  
**Top International Design firm # 9**

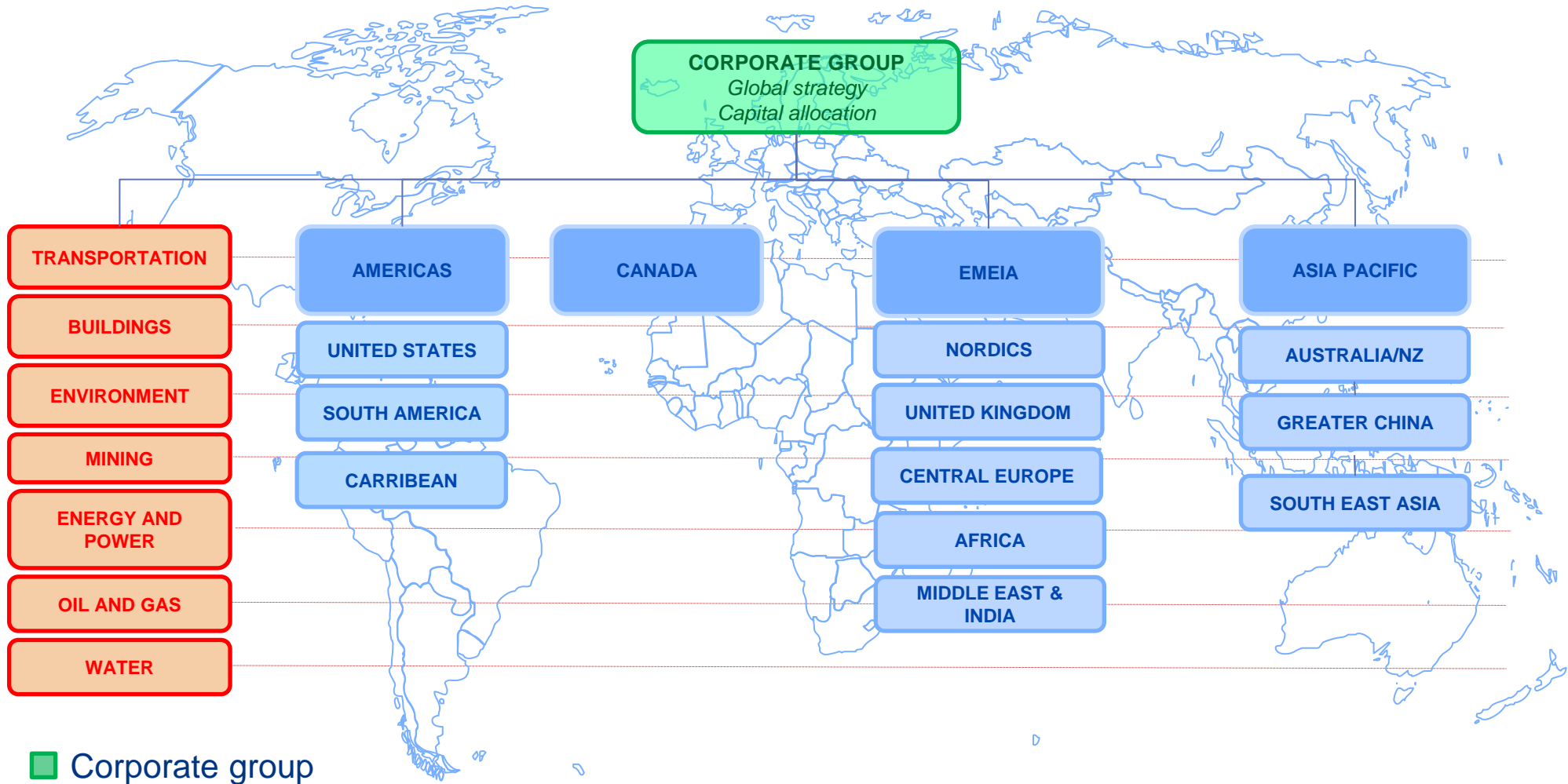
- **Transportation # 2**
- **Buildings # 4**
- **Power # 4**



■ PURE-PLAY ENGINEERING ENVIRONMENT AND PLANNING    
 ■ ENGINEERING AND CONSTRUCTION



# OUR OPERATING MODEL PROVIDES AUTONOMY AND ALIGNMENT

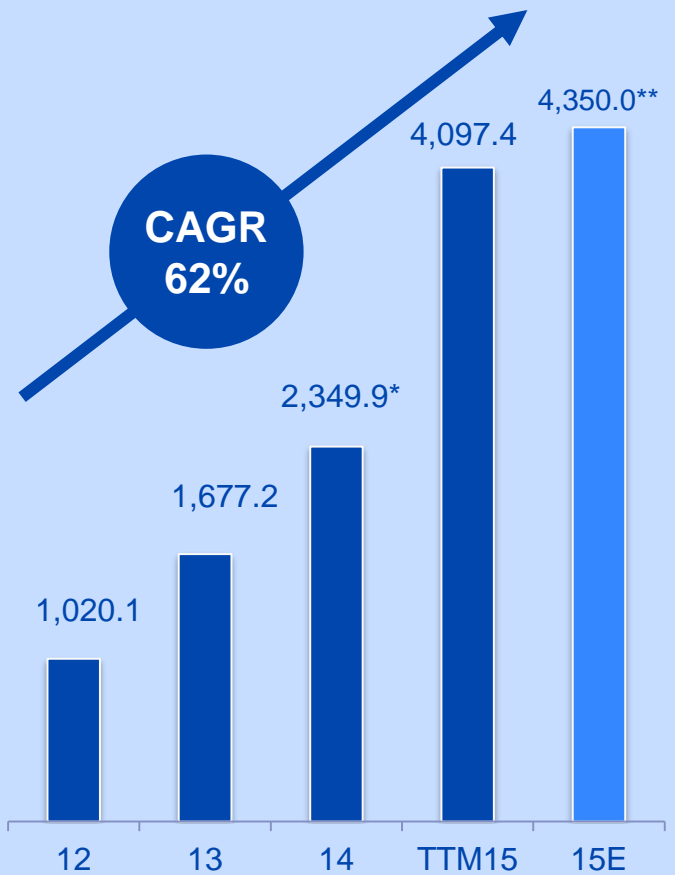


- Corporate group
- Regions with local P&L and support functions
- Global and regional market leaders

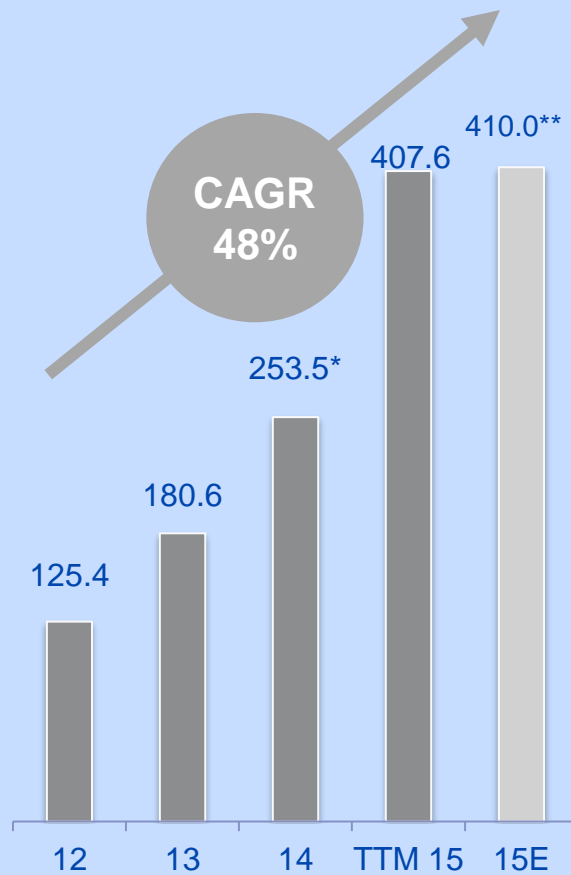
# OUR FINANCIAL PERFORMANCE

# A PROVEN AND SUSTAINED PERFORMANCE

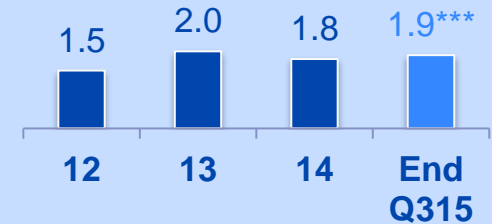
## NET REVENUES



## ADJUSTED EBITDA

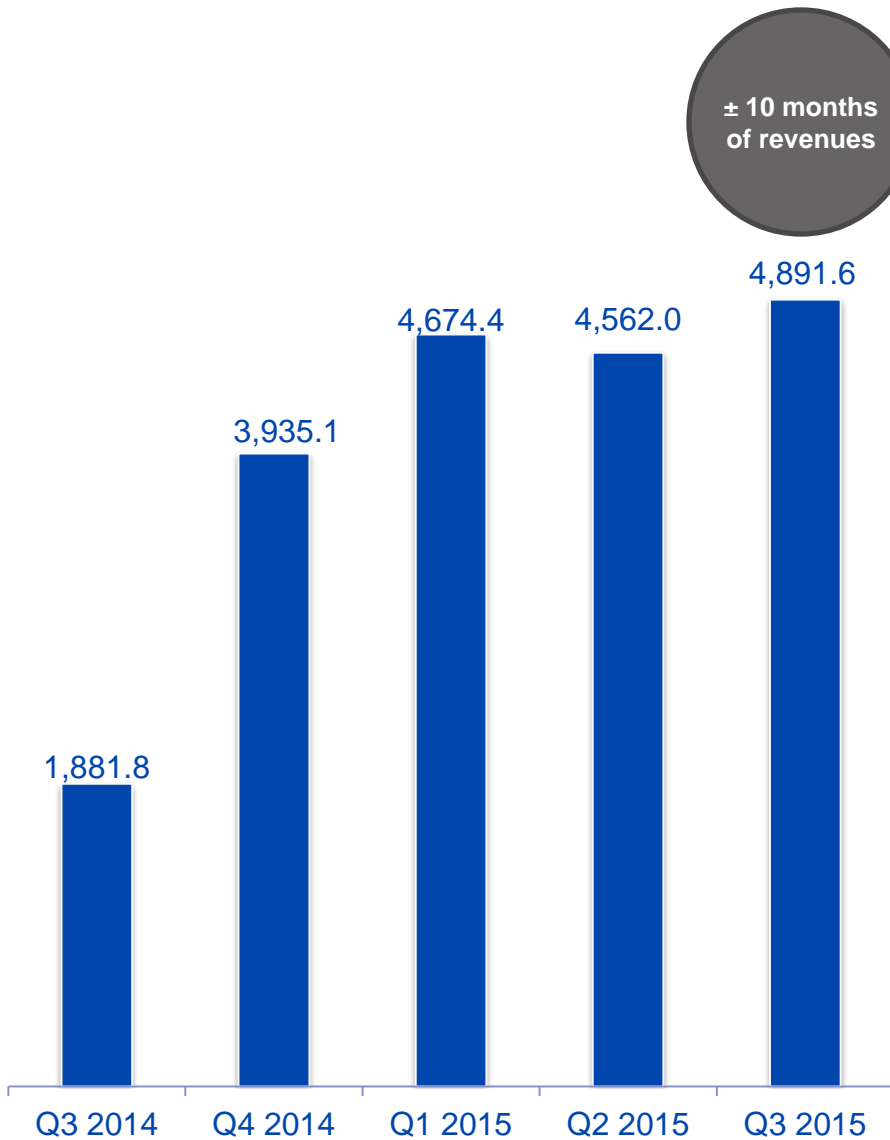


## SOLID BALANCE SHEET (NET DEBT/EBITDA)



\* Based on reported financial results, which include only 2 months of Parsons Brinckerhoff  
 \*\* Mid-point of 2015 guidance provided by the company  
 \*\*\* Including MMM, which was completed after the end of the quarter

# ORGANIC GROWTH REFLECTED IN BACKLOG GROWTH



## Q3 2015 COMPARED TO END OF YEAR 2014

*(in millions of dollars, except percentages)*

	<b>Total</b>
Hard Backlog Q3 2015	<b>\$4,891.6</b>
Hard Backlog End of 2014	<b>\$3,935.1</b>
<b>Net change (\$)</b>	<b>\$956.5</b>
<b>Organic Growth</b>	<b>12.3%</b>
Acquisition Growth	2.9%
Foreign Currency Impact	9.1%
<b>Net change %</b>	<b>24.3%</b>

# UPDATE ON COST SYNERGIES



Amounts spent to date <ul style="list-style-type: none"><li>• Workforce reduction</li><li>• Property-related costs</li></ul>	US\$ 24M
Recurring annual savings realized by the end of 2015	US\$ 30M
Additional recurring annual savings targeted realized by the end of 2016	US\$ 10M
Total amounts to be spent to realize total annual savings	Lower than the anticipated recurring annual savings



# FINANCIAL POSITION AND NET DEBT/TTM EBITDA RATIO

(in millions of dollars)	Q3 2015
Financial liabilities	\$720.5
Less: Cash and cash equivalents	(\$218.1)
Net debt	\$502.4
TTM EBITDA	\$407.6
Net debt / TTM EBITDA	1.2x
Net debt /TTM EBITDA, incorporating full 12-month EBITDA for all acquisitions (excluding MMM)	1.1x
Net debt /TTM EBITDA, incorporating full 12-month EBITDA for all acquisitions (including MMM)	1.9x

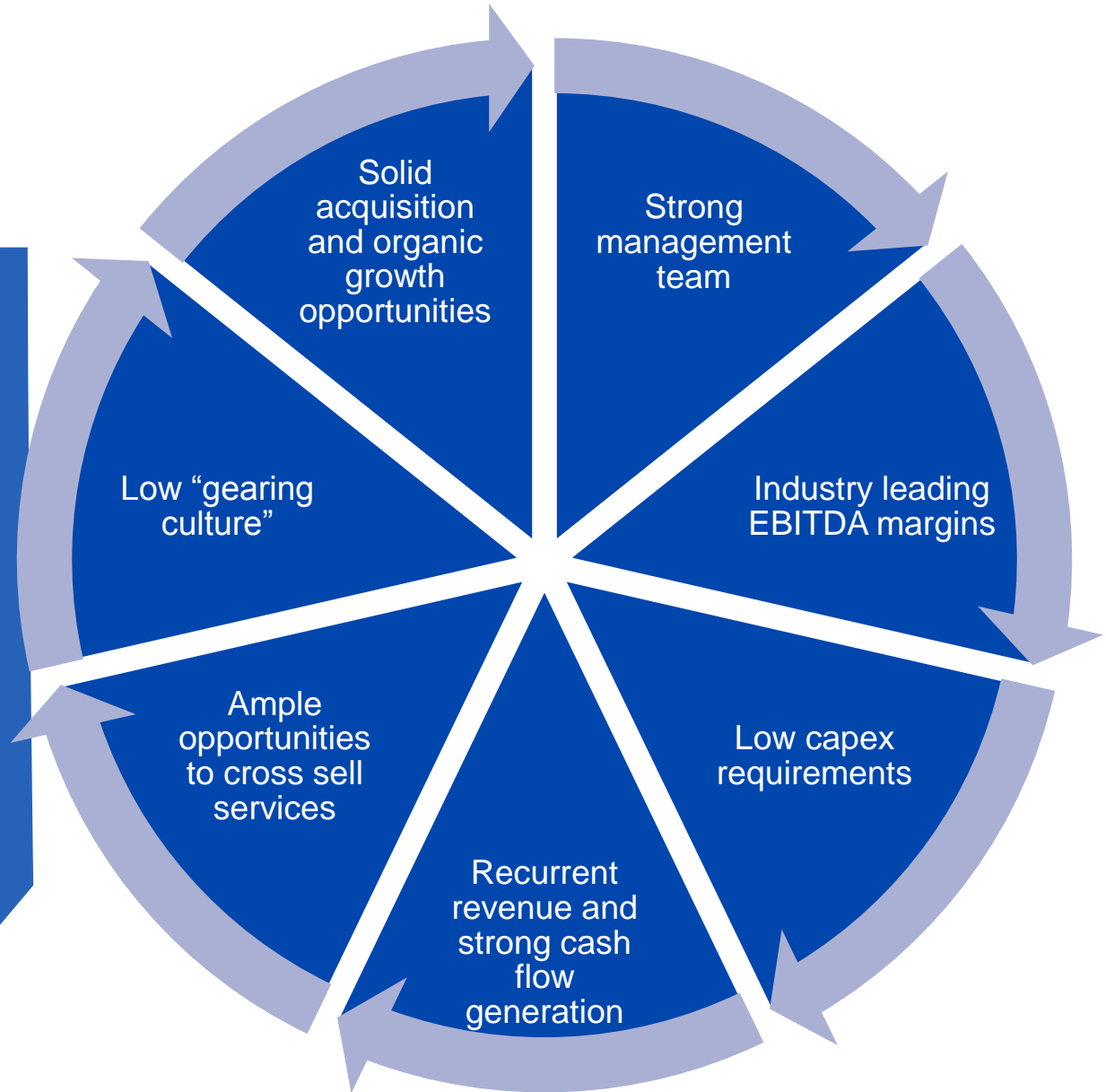
# 2015 OUTLOOK REITERATED

Net revenues	Between \$4,100 million and \$4,600 million
EBITDA	Between \$390 million and \$430 million
Tax rate	Approximately 25%
Seasonality and EBITDA fluctuations	Between 20% and 29%, the first quarter being the lowest and the third quarter being the highest
Free cash-flow as a percentage of net earnings	>100%
DSO	75 to 80 days
Amortization of intangible assets related to acquisitions	Approximately \$60 million
Capital expenditures	Approximately \$90 million



# WE ARE A PROFITABLE GROWTH COMPANY

- Successful business model whose organic growth and earnings have grown at a higher rate than the industry
- Our growth culture will allow us to outperform the industry in the future



# WE HAVE CREATED SIGNIFICANT VALUE SINCE IPO

- \$14.73 per share in distribution/dividends since IPO
- 486% TSR since IPO
- 25.5% annualized return from IPO to today

**Acquisition of WSP Group (June 7, 2012)**

- Acquisition of WSP Group PLC for £4.35 per share in cash (TEV of £400M or \$637M)
- Concurrent equity financings at a price of \$24.00 per subscription receipt

	Amount (\$M)	Pro Forma Ownership
Public Equity	\$225M	-
CDPQ	\$98.5M	14.6%
CPPIB	\$98.5M	14.6%

- New revolving facility of \$400M and \$225M equity bridge facility

**Acquisition of Focus Brinckerhoff (March 12, 2014)**

- Acquisition of Focus Group Holding Inc. for \$366M in cash
- Concurrent equity financings at a price of \$33.75 per share

	Amount (\$M)	Pro Forma Ownership
Public Equity	\$207M	-
CDPQ	\$46M	15.6%
CPPIB	\$40M	15.3%

- \$200M extension of credit facility

**Acquisition of Parsons Brinckerhoff (September 3, 2014)**

- Announced the acquisition of Parsons Brinckerhoff Group Inc. from Balfour Beatty plc for a TEV of US\$1,243M
- Concurrent equity financings at a price of \$35.85 per subscription receipt

	Amount (\$M)	Pro Forma Ownership
Public Equity	\$538M	-
CDPQ	\$200M	17.4%
CPPIB	\$200M	17.2%

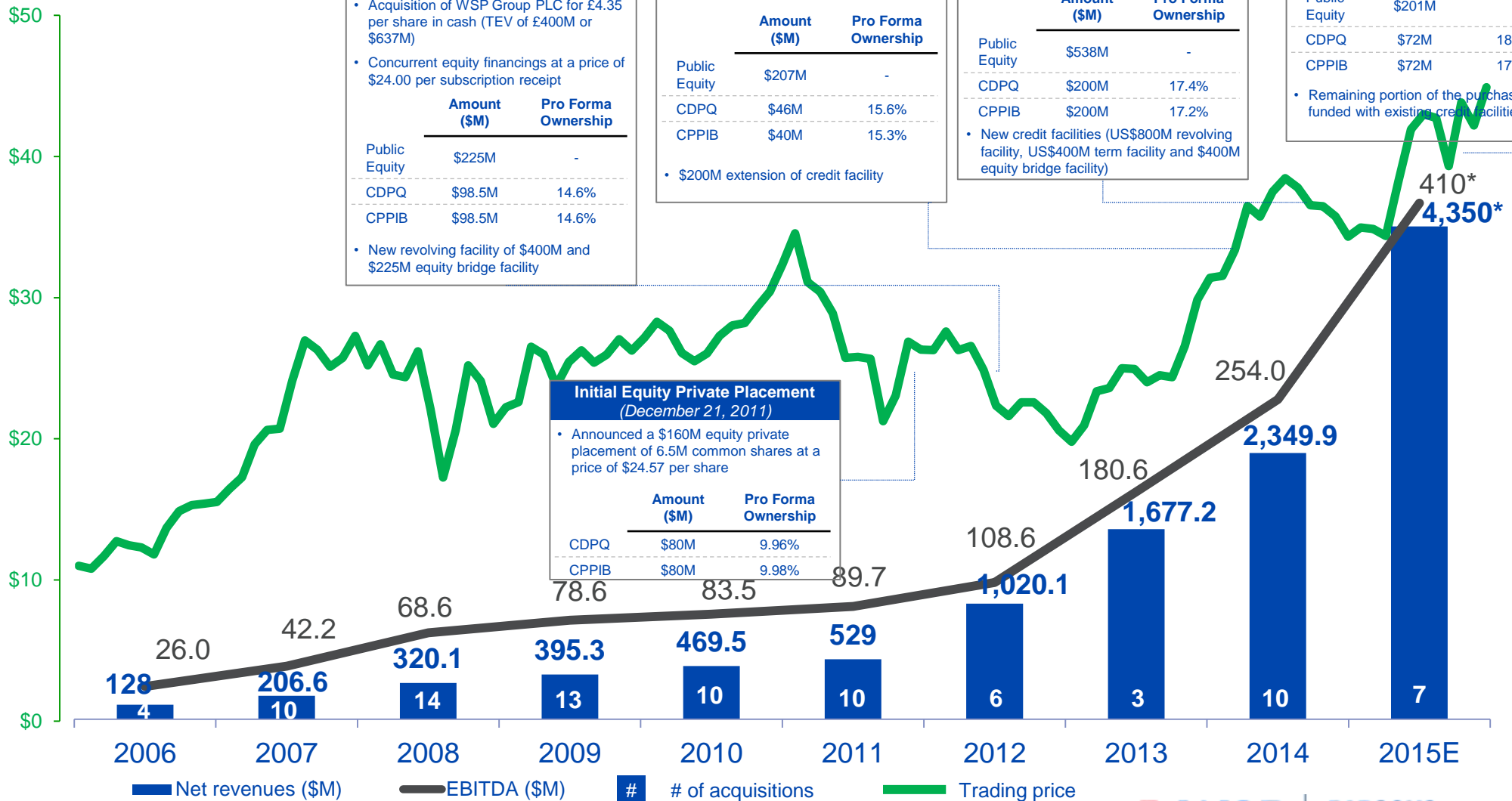
- New credit facilities (US\$800M revolving facility, US\$400M term facility and \$400M equity bridge facility)

**Acquisition of MMM Group (August 25, 2015)**

- Announced the acquisition of MMM Group Limited for \$425M
- Concurrent equity financings at a price of \$42.25 per share

	Amount (\$M)	Pro Forma Ownership
Public Equity	\$201M	-
CDPQ	\$72M	18.0%
CPPIB	\$72M	17.8%

- Remaining portion of the purchase price funded with existing credit facilities



\*Mid-point of 2015 guidance provided by the company

LOOKING AHEAD

OUR GLOBAL STRATEGY  
IS ABOUT DRIVING  
PERFORMANCE AND  
LEADING THE FUTURE

2015-2018 STRATEGIC PLAN

## STRENGTH & AGILITY FOR OUR FUTURE

EMPLOYEES	CLIENTS	OPERATIONAL EXCELLENCE	GROWTH
<p><b>45,000</b> EMPLOYEES</p>	<p><b>10%</b> OF OUR REVENUES FROM GLOBAL CLIENTS</p>	<p><b>&gt; 11%</b> EBITDA MARGIN</p> <hr/> <p><b>&gt; 1</b> CASH FLOW / NET INCOME</p> <hr/> <p><b>&lt; 85 DAYS</b> DSO</p>	<p><b>\$1.3B</b> THROUGH ACQUISITIONS</p> <hr/> <p><b>5%</b> ANNUAL ORGANIC GROWTH</p> <hr/> <p><b>\$6.0B</b> NET REVENUES</p>

**ALWAYS BE THE FIRST CHOICE FOR CLIENTS,  
PARTNERS AND EMPLOYEES**

# WE WILL CONTINUE TO STRENGTHEN OUR TECHNICAL EXPERTISE

- We want to consolidate and expand our core sectors in all of our regions
- We want to be opportunistic in our other sectors in selected geographies

**WE WANT TO BE AN ACTIVE  
PARTICIPANT IN EACH OF THESE  
SECTORS**

## CORE SECTORS



TRANSPORTATION



BUILDINGS



INFRASTRUCTURE



ENVIRONMENT

## OPPORTUNISTIC DEVELOPMENT



POWER/ENERGY



OIL AND GAS



INDUSTRIAL



MINING

# ON TRACK WITH OUR STRATEGIC PLAN

**LEVELTON**  
215 employees  
ENVIRONMENT  
GEOTECHNICAL  
BUILDING SCIENCES

**SPL**  
Consultants Limited  
250 employees  
ENVIRONMENT  
GEOTECHNICAL  
BUILDING SCIENCES

**MMM GROUP**  
2,000 employees  
BUILDINGS  
INFRASTRUCTURE  
P3

**HALVORSON PARTNERS**  
STRUCTURAL ENGINEERS  
40 employees  
BUILDINGS  
(STRUCTURE)

**FAVEO**  
MANAGEMENT  
400 employees  
PROJECT MANAGEMENT

**Vicicom**  
35 employees  
TELECOM

**FLK**  
50 employees  
BUILDINGS (MECHANICAL)

**ACQUISITION ACHIEVEMENTS YEAR TO DATE**  
 ± 3,000 employees  
 ± 400M in net revenues  
 4.7% organic growth for first 9 months of 2015



THANK YOU