

Scott Wilson Group

Court sanction of Scheme

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Scott Wilson Group plc
07 September 2010

FOR IMMEDIATE RELEASE

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7 September 2010

**Recommended proposals for the acquisition of Scott Wilson Group plc by
Universe Bidco Limited, a wholly owned subsidiary of URS Corporation**

Court sanction of the Scheme of Arrangement

The boards of directors of Scott Wilson Group plc ("Scott Wilson") and URS Corporation ("URS") are pleased to announce that at the Court hearing earlier today the Court sanctioned the Scheme to effect the recommended proposals by which the entire issued and to be issued share capital of Scott Wilson will be acquired by Universe Bidco oLimited, a wholly owned subsidiary of URS.

In order for the Scheme to become effective in accordance with its terms, the Court must now confirm the Capital Reduction at a Court hearing which is scheduled to take place on 9 September 2010.

The Scheme is expected to become effective on 10 September 2010. Applications have been made to the UK Listing Authority and the London Stock Exchange requesting the suspension of listing of Scott Wilson Shares on the Official List and suspension of dealings in Scott Wilson Shares on the main market of the London Stock Exchange. It is expected that the suspension of listing and dealings in Scott Wilson Shares will take place tomorrow, 8 September 2010, at 5.00 p.m.. Applications have also been made to the UK Listing Authority and the London Stock Exchange requesting the cancellation of the listing of Scott Wilson Shares on the Official List and trading in the Scott Wilson Shares on the main market of the London Stock Exchange. Cancellation is expected to take place at 8.00 a.m. on 10 September 2010.

Scott Wilson confirms that valid elections for Loan Notes have been received in excess of the minimum threshold of £3 million in aggregate nominal value of all Loan Notes to be issued as set out in the Scheme Document.

Capitalised terms used in this announcement but not defined herein shall have the meaning given to them in the Scheme Document dated 7 July 2010.

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Further Information

This announcement is not intended to, and does not, constitute or form part of an offer or invitation to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of the securities in any jurisdiction in contravention of applicable law. Any vote in respect of the Scheme or other response in relation to the Offer should be made only on the basis of the information in the Scheme Document or any document by which the Offer is made. Scott Wilson and URS urge Scott Wilson Shareholders to read the Scheme Document as it contains important information relating to the Offer.

Whether or not certain Scott Wilson Shares were voted at the Court Meeting or the General Meeting, if the Scheme becomes effective those Scott Wilson Shares will be cancelled pursuant to the Scheme in return for the payment of 290 pence in cash per Scott Wilson Share.

DC Advisory Partners, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for URS and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than URS for providing the protections afforded to clients of DC Advisory Partners or for providing advice in connection with the Offer nor any matter referred to herein.

Citigroup Global Markets Limited ("Citi"), which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for URS and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than URS for providing the protections afforded to clients of Citi or for providing advice in connection with the Offer nor any matter referred to herein.

Greenhill, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Scott Wilson and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than Scott Wilson for providing the protections afforded to clients of Greenhill or for providing advice in connection with the Offer or any matter referred to herein.

Brewin Dolphin, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Scott Wilson and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than Scott Wilson for providing the protections afforded to clients of Brewin Dolphin or for providing advice in connection with the Offer or any matter referred to herein.

Overseas Jurisdictions

The release, publication or distribution of this announcement in jurisdictions other than in the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities

laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person. This announcement has been prepared for the purposes of complying with English law, the Listing Rules, the rules of the London Stock Exchange and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of any jurisdiction outside the United Kingdom.

Warning

The contents of this announcement have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this announcement, you should obtain independent professional advice.

The Offer will not be made, directly or indirectly, in, into or from any jurisdiction where to do so would violate the laws in that jurisdiction. Accordingly, copies of this announcement and formal documentation relating to the Offer will not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction.

Notice to US investors

US holders should note that the Offer relates to the shares of a UK company, is subject to UK disclosure requirements (which are different from those of the United States) and is proposed to be made by means of a scheme of arrangement provided for under English law. A transaction effected by means of a scheme of arrangement is not subject to the proxy solicitation or tender offer rules under the US Exchange Act. Accordingly, the Scheme is subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of the United States tender offer rules. If URS exercises its right to implement the Offer by way of a Takeover Offer, the Takeover Offer will not be made in compliance with applicable United States laws and regulations.

The receipt of cash pursuant to the Offer by a US holder as consideration for the cancellation of his Scott Wilson Shares pursuant to the Scheme may be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws. Each Scott Wilson Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Offer applicable to him.

These written materials are not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration under the Securities Act or an exemption therefrom. Universe Bidco has not registered and does not intend to register any of the Loan Notes under the Securities Act. The Loan Notes will not be offered or sold to the public in the United States and Restricted Overseas Persons will not be able to elect for the Loan Note Alternative.

It may be difficult for US holders to enforce their rights and claims arising out of United States federal securities laws, since Universe Bidco is located outside the United States, and some or all of its officers and directors may be residents of countries other than the United States. US holders may not be able to sue a non-United States company or its officers or directors in a non-United States court for violations of United States securities laws. Further, it may be difficult to compel a non-United States company and its affiliates to subject themselves to a United States court's judgement.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Universe Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Scott Wilson Shares outside of the United States, other than pursuant to the Offer, until the date on which the Offer and/or Scheme becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the UK, will be reported to the Regulatory News Service of the London Stock Exchange and will be available on the London Stock Exchange website at:

<http://www.londonstockexchange.com/prices-and-news /pricesnews/home.htm>.

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