



Fiscal Year 2017 – 3rd Quarter

Earnings Conference Call

August 8, 2017

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Forward-Looking Statement Disclaimer

Certain statements contained in this presentation constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and such statements are intended to be covered by the safe harbor provided by the same. Statements made in this presentation that are not based on historical fact are forward-looking statements, including statements regarding whether and when the proposed transaction with CH2M will be consummated and the anticipated benefits thereof. Although such statements are based on management's current estimates and expectations, and currently available competitive, financial, and economic data, forward-looking statements are inherently uncertain, and you should not place undue reliance on such statements as actual results may differ materially. We caution the reader that there are a variety of risks, uncertainties and other factors that could cause actual results to differ materially from what is contained, projected or implied by our forward-looking statements. For a description of some of the risks, uncertainties and other factors that may occur that could cause actual results to differ from our forward-looking statements see our Annual Report on Form 10-K for the period ended September 30, 2016, and in particular the discussions contained under Item 1 - Business; Item 1A - Risk Factors; Item 3 - Legal Proceedings; and Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations, our Quarterly Report on Form 10-Q for the period ended June 30, 2017, and in particular the discussions contained under Part II, Item 1A – Risk Factors; Part I, Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations; and Part II, Item 1 – Legal Proceedings, as well as our other filings with the Securities and Exchange Commission (“SEC”). Neither we nor CH2M is under any duty to update any of the forward-looking statements after the date of this presentation to conform to actual results, except as required by applicable law.

Non-GAAP Financial Measures

To supplement the financial results presented in accordance with generally accepted accounting principles in the United States (“GAAP”), we present certain non-GAAP financial measures within the meaning of Regulation G under the Securities Exchange Act of 1934, as amended. These measures are not, and should not be viewed as, substitutes for GAAP financial measures. The non-GAAP financial measures used herein include: adjusted net earnings, adjusted EPS, adjusted gross profit, adjusted gross margin, adjusted revenue, adjusted selling, general & administrative (“SG&A”) expenses and adjusted operating profit. These measures are not, and should not be viewed as, substitutes for GAAP measures. More information about these non-GAAP financial measures and reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures can be found at the end of this presentation.

Additional Information and Where to Find It

In connection with the proposed acquisition of CH2M Hill Companies, Ltd. (“CH2M”) by Jacobs Engineering Group Inc. (the “Company”) pursuant to the terms of an Agreement and Plan of Merger by and among CH2M, the Company and Basketball Merger Sub Inc., a wholly owned subsidiary of the Company (“Merger Sub”), the Company intends to file with the SEC a Registration Statement on Form S-4 (the “Form S-4”) that will contain a proxy statement of CH2M and a prospectus of the Company, which proxy statement/prospectus will be mailed or otherwise disseminated to CH2M’s stockholders when it becomes available. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS) BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, CH2M AND THE MERGER. Investors may obtain free copies of the proxy statement/prospectus when it becomes available, as well as other filings containing information about the Company and CH2M, without charge, at the SEC’s Internet website (<http://www.sec.gov>). Copies of these documents may also be obtained for free from the companies’ websites at www.jacobs.com or www.ch2m.com.

Participants in Solicitation

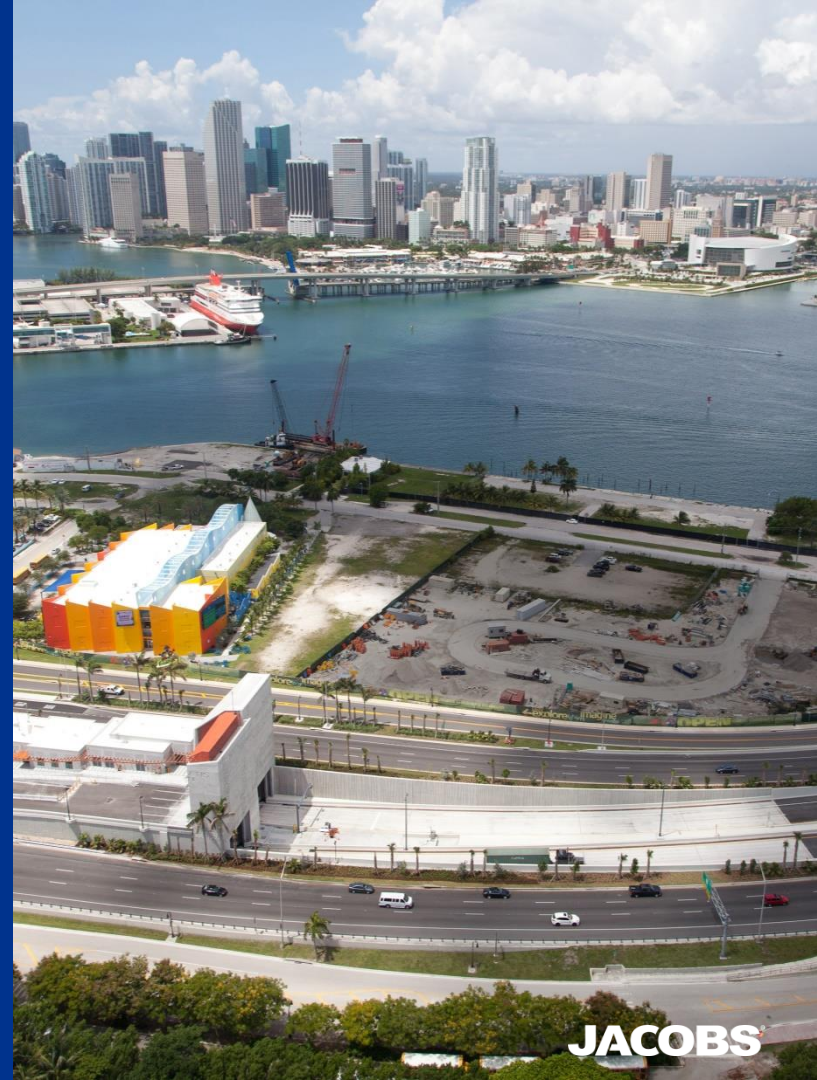
The Company, CH2M and their respective officers and directors may be deemed to be participants in the solicitation of proxies from the stockholders of CH2M in connection with the proposed Merger of Merger Sub with and into CH2M. Information about the Company’s executive officers and directors is set forth in its Annual Report on Form 10-K, which was filed with the SEC on November 22, 2016 and its proxy statement for its 2017 annual meeting of stockholders, which was filed with the SEC on December 9, 2016. Information about CH2M’s executive officers and directors is set forth in its Annual Report on Form 10-K, which was filed with the SEC on March 7, 2017, and the proxy statements for its 2017 annual meeting of stockholders, which was filed with the SEC on April 24, 2017. Investors may obtain more detailed information regarding the direct and indirect interests of the Company, CH2M and their respective executive officers and directors in the acquisition by reading the preliminary and definitive proxy statement/prospectus regarding the proposed transaction when it is filed with the SEC. When available, you may obtain free copies of these documents as described in the preceding paragraph.

No Offer or Solicitation

This presentation relates to a proposed business combination between the Company and CH2M. This presentation is for informational purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This document is not a substitute for the prospectus or any other document that the Company or CH2M may file with the SEC in connection with the proposed transaction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Agenda

- Business Review
 - CH2M Acquisition
 - Q3 Highlights
 - Line of Business Industries
- Financials Review
 - Q3 Results
 - Investments
 - Capital Allocation
- Summary & FY17 Outlook



CH2M Acquisition

- A Compelling Strategic Fit That Delivers on Our Strategy Blueprint
 - Targets highest growth, highest margin industries
 - Builds on common cultures and shared values
 - Expected to achieve significant financial benefits
- Enhance Shareholder Value
 - Differentiated client solutions
 - Industry leading talent
 - Advances profitable growth strategy
 - Cost synergies
- Estimated closing in Q1 FY2018

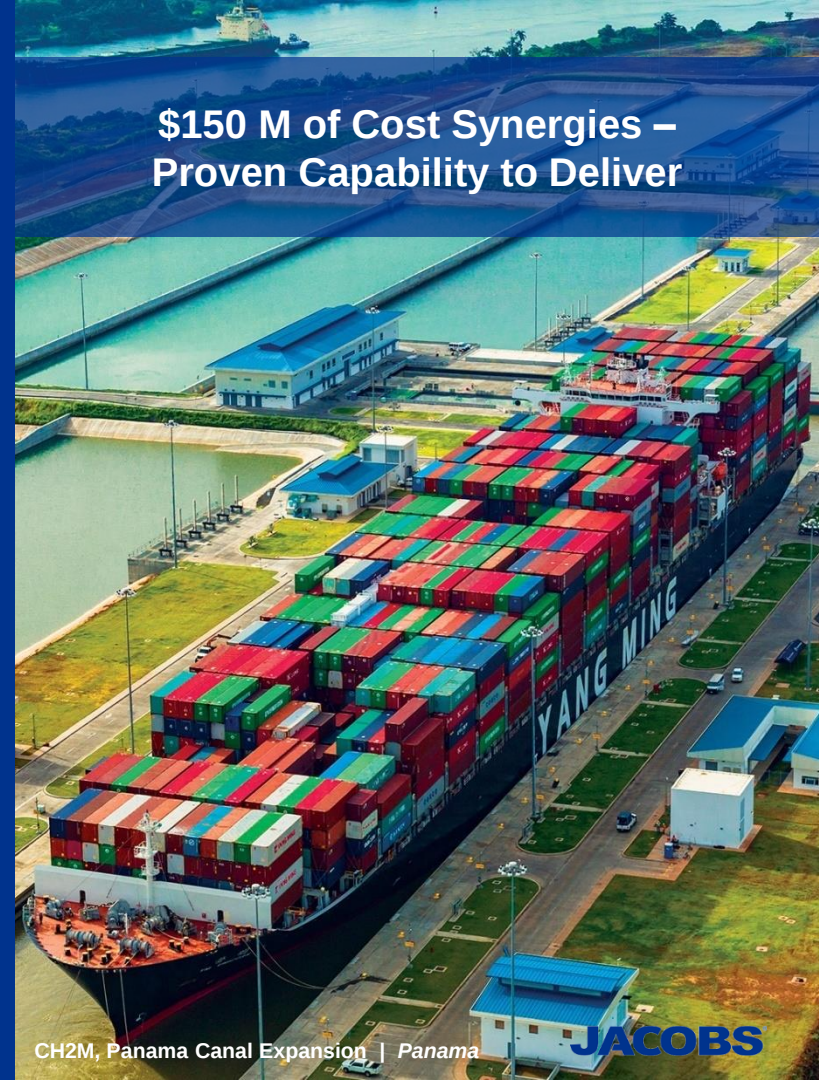
**Jacobs + CH2M – Creating
A Premier, Global Solutions Leader**



Jacobs + CH2M

- Significant Due Diligence Conducted; Confirmed:
 - Exit of power EPC & transportation design-build
 - Risk mitigation steps implemented on remaining two projects
 - Transformation driving measurable improvement
 - Step-change in profitability, new awards up 25% YTD, adj. EBITDA through June 2017 of \$324 M
- Senior Leadership Announced/Committed to Integration
 - Joint Integration Management Office
 - Comprehensive, focused & disciplined approach
 - \$150 M of targeted cost synergies
 - Transparent & accountable

**\$150 M of Cost Synergies –
Proven Capability to Deliver**



FY17Q3 Highlights

- Sequential revenue improvement across all four LOB's
- Maintained strong gross margins
- Steady operating profit
- Positive EPS Momentum
- Continued Strong Cash Flow

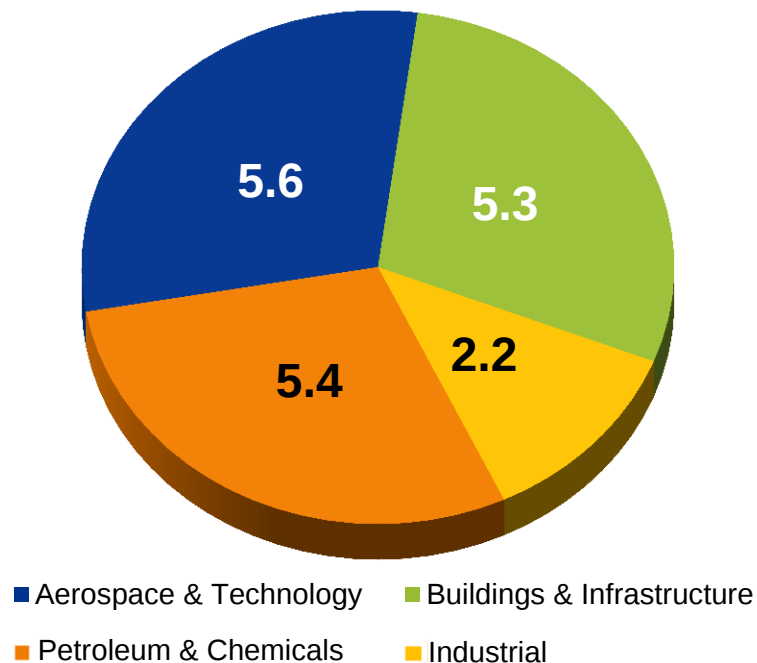
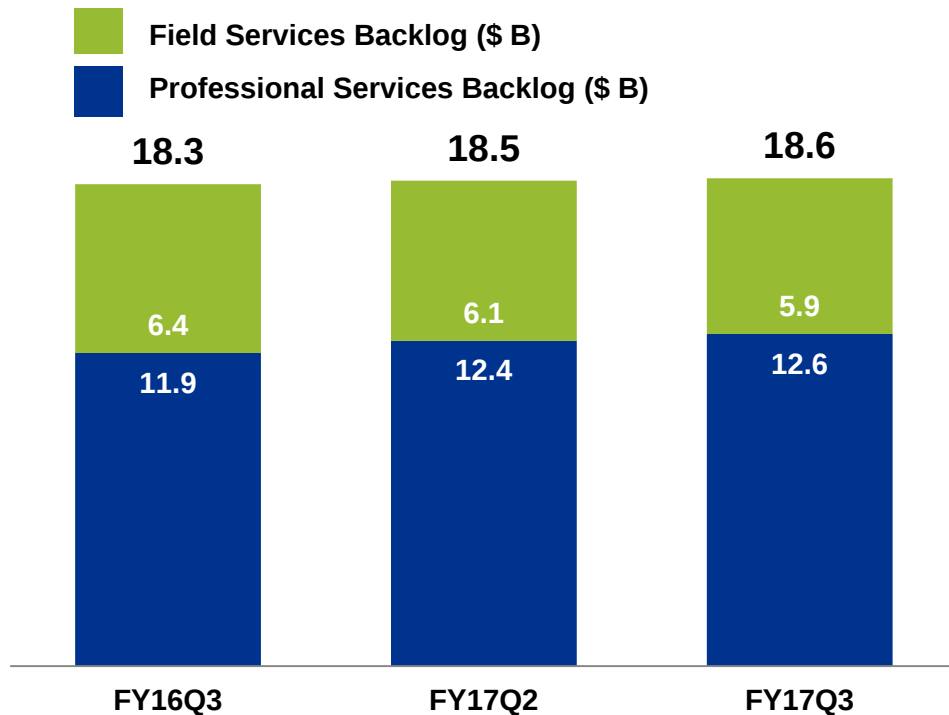
Continuing to Execute Against Our 3-year Strategic Plan

Improving Growth Momentum
Supports 2018 Expectations



Backlog

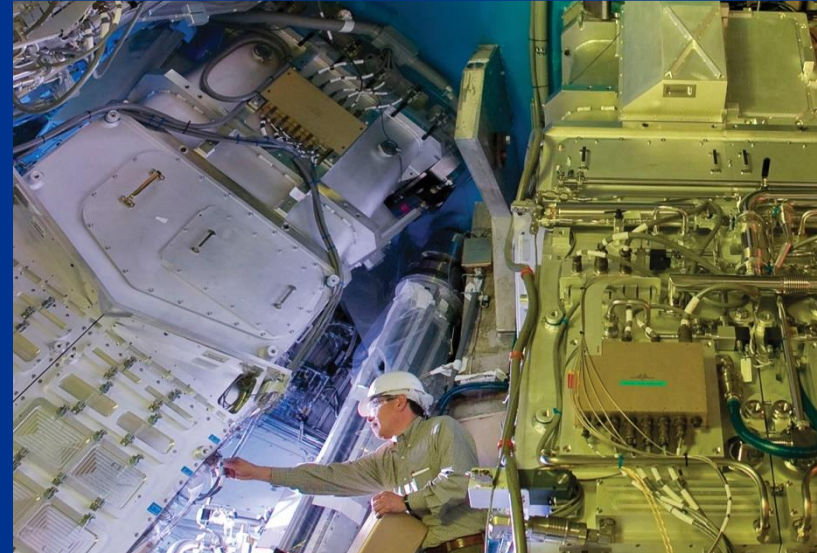
Highest Professional Services Backlog in 9 Quarters



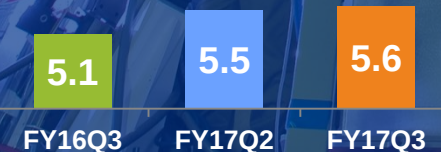
Aerospace & Technology

- **Sales Pipeline Remains Robust; Steady**
 - Strategic wins supporting nuclear strategy
 - Continuing improvement in gross margin in backlog
 - Over \$600 M in contract wins not yet backlogged due to protests
 - Specialty R&D facility sector remains strong
 - Funding for key federal government programs remains stable
- **Recent Major Awards**
 - Nevada Nuclear Security Site M&O Contract (protested)
 - US Army Corps Shallow Land Disposal Area Contract (protested)
 - Ford Rolling Road Wind Tunnel Contract

**Strong Execution Driving Continued
Gross Margin Improvements**



Backlog (\$ B)



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Buildings & Infrastructure

- **Buildings – Steady**
 - Investments in the US Federal, Healthcare and Education sectors present significant opportunities across the US
 - Large scale Design, Design-Build and PM/CM opportunities
- **Infrastructure – Strong**
 - Major drivers are aviation and transportation (roads and rail)
 - Increased transportation funding across key geographies
 - Realizing upside from sales and project transformation activities
- **Recent Major Awards**
 - Northern Corridor Improvements project, New Zealand Transport Agency
 - Level Crossing Removal Program, Melbourne, Australia
 - Oxford to Cambridge Expressway, Highways England
 - Prime Architect for The University of Texas, Energy Engineering Building

**Strong Sales
Growth Across Key Sectors**



Industrial

- **Life Sciences – Strong**
 - Focus on mid-capital projects globally
 - Significant sustaining capital wins and geographic expansion
- **Mining, Minerals, and Specialty Chemicals – Recovering**
 - Strong study prospects in Australia and South America
 - Penetrating phosphate sector with Chemetics' Technology
- **Consumer Goods and Manufacturing – Steady**
 - Alliance partnerships providing steady revenue stream
 - Near term design and manufacturing prospects in India
- **Global Field Services - Flat**
 - Construction starts delayed to FY18
 - Solid growth in sustaining maintenance opportunities
- **Recent Major Awards**
 - Three-year, sustaining services contract, confidential Life Sciences client
 - Engineering, Procurement, & Field Support, Codelco Chuquicamata Mine
 - Construction Services, Lubrizol Deer Park Texas Project

Strong Field Services Revenue Burn Pressuring Industrial Backlog



Backlog (\$ B)



Petroleum & Chemicals

- **Upstream – Slight Uptick in Activity**
 - Natural gas is gaining share in all sectors
 - FERC & EPA filing processes improving
 - Power generation to lead the switch from coal to natural gas
 - Increasing opportunities in pipeline & midstream infrastructure
- **Downstream – Steady**
 - Increasing growth in refined products from emerging economies
 - US refining industry benefiting from exports
 - Petrochemical opportunities remain strong, especially in the US & ME
 - Chemicals continue to grow faster than GDP
- **Recent Major Awards**
 - Multiple wins for our India-based operations
 - Aramco GES+ wins increasing
 - Downstream Multi Year EPCM Alliance renewed

Sequential Backlog Improvement Supported by Downstream Awards



FY17Q3 Financial Metrics

- Revenues of \$2.51 B; GAAP EPS of \$0.74 (Adj. EPS¹ of \$0.79)
- Gross Margin of 18.3%, Up 150 bps YoY
- Backlog at \$18.6 B, Up \$100 M Sequentially and \$234 M YoY
- Book-to-Bill for TTM of 1.0
- SG&A Down 3% YoY
- OP Margin of 5.1% (Adj. OP Margin¹ of 5.5%, YTD Up 70 bps YoY)
- Strong Cash Flow, with Working Capital² down 24% YoY
- Improved net cash position of \$476 M

Sequential Revenue Improvement Materialized



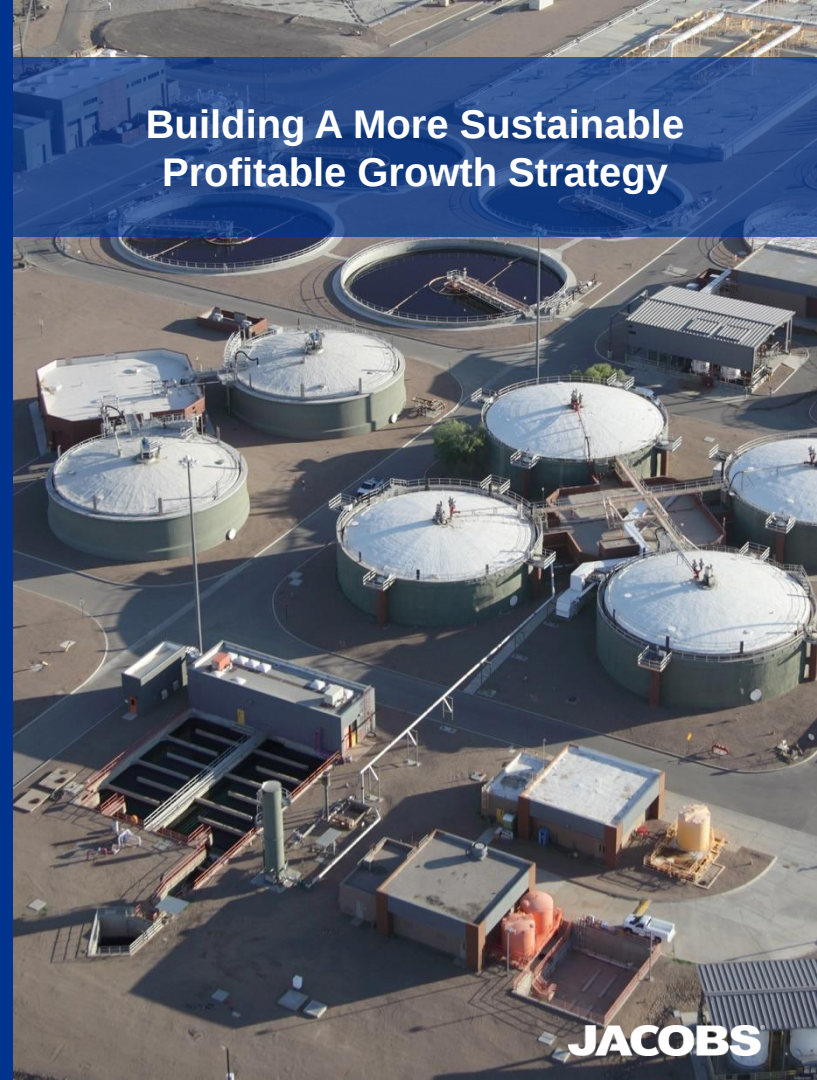
FY17Q3 Lines of Business Segment Financials

Line of Business	Operating Profit vs. FY16Q3		OP Margin vs. FY16Q3
Aerospace & Tech.	\$50.6 M	-5.9%	8.6% (+59 bps)
Buildings & Infra.	\$56.2 M	+12.0%	8.7% (-38 bps)
Industrial	\$32.3 M	+13.7%	4.7% (+72 bps)
Petroleum & Chem.	\$29.1 M	-2.0%	4.8% (+97 bps)
Non-allocated Corporate Items	(\$29.0 M)		

Restructuring & Strategic Investments

- 2015 Restructuring Program Substantially Complete
 - Program to date cost of \$437 M
 - Annualized savings estimate of \$285 M
- Previously Announced FY17 Strategic Investments of \$30 M
 - Q3 impact of approximately \$0.05 EPS
 - Remaining investments expected in Q4

Building A More Sustainable
Profitable Growth Strategy



Capital Allocation

- CH2M Acquisition
 - \$2.85 B equity value
 - 60% cash / 40% equity
 - Combination of existing cash and revolver capacity
 - New committed \$1.2 B 3-year term loans
- \$500 M Share Buy-Back Authorization Over 3 Years
 - Repurchased 5.2 M shares to date (\$250 M spent)
 - Will continue to execute in an opportunistic manner
- Dividend Program
 - \$18 M in dividends paid in Q3; \$0.30 per share paid FY17 YTD
 - Recently announced third quarterly dividend of \$0.15
 - Current program remains unchanged

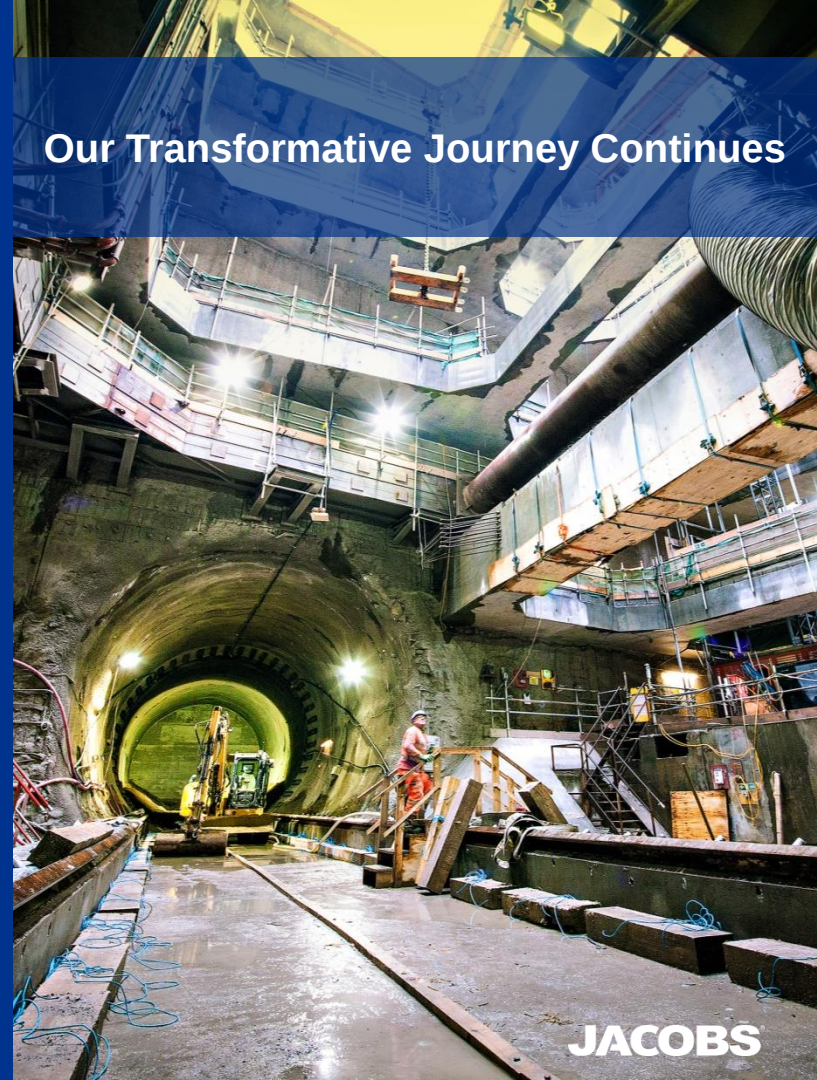
Delivering Enhanced Shareholder Value



Summary

- Continued Stable FY17 Outlook Projected
 - Stable revenues & strong underlying operational performance
 - Adj. EPS guidance revised to \$3.00 - \$3.15 due to costs associated with our acquisition
- Growth Prospects Building Optimism for 2018+ Momentum
- Delivering Against 3-Year Strategy

Our Transformative Journey Continues



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Thank You!

Non-US GAAP Financial Measures

The following tables reconcile the U.S. GAAP values of net earnings, EPS, revenue, SG&A expenses, operating profit, gross margin, and gross profit, to the corresponding "adjusted" amounts. For the comparable periods presented below, such adjustments consist of amounts incurred in connection with the Restructuring and other charges as detailed in the following slide. Amounts are shown in thousands, except for per-share data:

U.S. GAAP Reconciliation for the third quarter of fiscal 2017 and 2016:

	U.S. GAAP	Three Months Ended June 30, 2017 Effects of Restructuring and Other Charges	Without Restructuring and Other Charges
Revenue	\$ 2,514,751	\$ 997	\$ 2,515,748
Direct cost of contracts	(2,055,386)	249	(2,055,137)
Gross Profit	459,365	1,246	460,611
Selling, general and administrative expenses	(330,890)	9,454	(321,436)
Operating Profit	128,475	10,700	139,175
Total other (expense) income, net	(1,079)	-	(1,079)
Earnings Before Taxes	127,396	10,700	138,096
Income Tax (Expense) Benefit	(38,767)	(4,158)	(42,925)
Net earnings of the Group	88,629	6,542	95,171
Net Earnings Attributable to Non-controlling interests	403	(249)	154
Net earnings Attributable to Jacobs	\$ 89,032	\$ 6,293	\$ 95,325
Diluted earnings per share	\$ 0.74	\$ 0.05	\$ 0.79
Gross Profit Margin	18.3%		18.3%
Operating Profit Margin	5.1%		5.5%

	U.S. GAAP	Three Months Ended July 1, 2016 Effects of 2015 Restructuring	Without 2015 Restructuring
Revenue	\$ 2,693,873	\$ —	\$ 2,693,873
Direct cost of contracts	(2,242,424)	—	(2,242,424)
Gross Profit	451,449	—	451,449
Selling, general and administrative expenses	(341,893)	32,828	(309,065)
Operating Profit	109,556	32,828	142,384
Total other income (expense), net	(6,749)	92	(6,657)
Earnings Before Taxes	102,807	32,920	135,727
Income Tax (Expense) Benefit	(31,870)	(7,148)	(39,018)
Net earnings of the Group	70,937	25,772	96,709
Net Earnings Attributable to Non-controlling interests	(1,882)	—	(1,882)
Net earnings Attributable to Jacobs	\$ 69,055	\$ 25,772	\$ 94,827
Diluted earnings per share	\$ 0.57	\$ 0.21	\$ 0.78
Gross Profit Margin	16.8%		16.8%
Operating Profit Margin	4.1%		5.3%

Non-US GAAP Financial Measures (cont'd)

Adjusted net earnings and adjusted EPS are non-GAAP financial measures that are calculated by excluding the after-tax costs related to the 2015 Restructuring activities and other charges associated with our Europe, UK, and Middle East region (collectively referred to as “Restructuring and other charges”), which are not considered by management to be part of the Company’s ordinary operations. Adjusted revenue, adjusted operating profit, adjusted gross margin, adjusted gross profit and adjusted SG&A expense are calculated by excluding the pre-tax costs related to the Restructuring and other charges. We believe that the adjusted net earnings, adjusted EPS, adjusted revenue, adjusted operating profit, adjusted gross margin, adjusted gross profit, and adjusted G&A expense measurements are useful to management, investors and other users of our financial information in evaluating the Company’s operating results and understanding the Company’s operating trends by excluding the effects of the Restructuring and other charges, which can obscure underlying trends. Additionally, management uses adjusted net earnings, adjusted EPS, adjusted revenue, adjusted operating profit, adjusted gross margin, adjusted gross profit and adjusted SG&A expenses in its own evaluation of the Company’s performance, particularly when comparing performance to past periods, and believes these measures are useful for investors because they facilitate a comparison of our financial results from period to period.

The Company provides non-GAAP measures to supplement U.S. GAAP measures, as they provide additional insight into the Company’s financial results. However, non-GAAP measures have limitations as analytical tools and should not be considered in isolation and are not in accordance with, or a substitute for, U.S. GAAP measures. In addition, other companies may define non-GAAP measures differently, which limits the ability of investors to compare non-GAAP measures of the Company to those used by our peer companies.