



#42027

DATE: OCTOBER 20, 2017

SUBJECT: AMFW OPTIONS - EXPIRATION PRICING CONSIDERATION

AMFW (Adjusted Amec Foster Wheeler plc options) will be subject to special pricing consideration in expiration processing on October 20, 2017. The pricing consideration is due to the undetermined net cash consideration amount included in the option deliverable of AMFW as indicated below. These options will continue to be subject to normal exercise based on customary exercise thresholds in OCC's Ex-by-Ex processing.

MEMBERS SHOULD ADVISE THEIR CUSTOMERS TO TAKE THE FOLLOWING CONSIDERATIONS INTO ACCOUNT IN DECIDING TO EXERCISE, OR NOT TO EXERCISE, THESE OPTIONS.

AMFW

AMFW options are adjusted Amec Foster Wheeler plc options, adjusted October 9, 2017, (see OCC Information Memo #41956). The deliverable of AMFW options is:

**NEW DELIVERABLE
PER CONTRACT:**

The pro rata portion of the cash proceeds from the ADS Depository's sale of New JWG Ordinary Shares, less fees and withholdings, if any, x 100

As of October 20, 2017, the AMFW Exchange Agent has not determined the final net cash merger consideration applicable in the merger.

For purposes of calculating an AMFW price for use in expiration processing, OCC will use the following formula:

$$\text{AMFW} = 0.75(\text{JWG}) \text{ converted to USD calculated using the exchange rate published by the Bank of England}$$

This formula includes an estimate for the value of the final net cash merger consideration per AMFW share based on the approximate merger consideration amount before withholdings and not the actual net cash amount per share applicable in the merger.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, call Investor Services at 1-888-678-4667 or email investorservices@theocc.com. Clearing Members may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email memberservices@theocc.com.