

**VOTE NO ON THE ELECTION OF DIRECTORS DIPAOLO AND LONERGAN FROM THE BOARD OF WILLBROS GROUP, INC.**

Dear Fellow Willbros Group, Inc. Shareholder:

You recently received a proxy statement for the Willbros Group, Inc. Annual Meeting of Stockholders to be held on May 20<sup>th</sup> 2014. As long-term investors, we are concerned about the poor corporate governance, poor performance and the influence of the Company's largest shareholder on the direction of the Company. We are voting no on the re-election of Board Members Edward DiPaolo and Daniel Lonergan. We urge our fellow shareholders to do the same.

**1. *Willbros Group's Performance has not met the expectations of long-term shareholders***

As the U.S. has risen to become the largest producer of petroleum and natural gas through advances in unconventional oil and gas drilling, thousands of miles of interstate and gathering pipeline systems have been constructed to bring hydrocarbons to market. Unlike other companies servicing the oil and gas industry, Willbros Group has disappointed long-term shareholders by not sufficiently capitalizing on this historic opportunity.

Willbros Group's total contract revenues in the United States decreased 8% compared to 2012. The Oil and Gas segment, Willbros' largest division, generated revenues of \$791 million in 2013, a 12% decrease compared to 2012. Furthermore, the Oil and Gas segment lost \$40.2 million in operating income in 2013, compared to only \$1.5 million the prior year. In fact, Willbros' Oil and Gas segment continues to operate at a loss despite the company's presence in the most prolific oil and gas fields in the U.S. As a whole, Willbros Group sustained a slightly greater loss from continuing operations in 2013 compared to 2012.

Despite the company's assertion that its Oil and Gas division makes it one of the top petroleum contractors in the U.S., it continues to disappoint long-term shareholders with dismal stock performance. Willbros' share price effective April 21, 2014, after its proxy release and after the sale of certain downstream oil and gas assets, was only up 3.9% compared to five years ago. The median 5-year stock price growth for companies within Willbros' peer group was 71.7% during the same period. Furthermore, when comparing Willbros Group (#11 Petroleum Contractor per ENR) to pipeline competitor Primoris Services Corporation (#15 Petroleum Contractor per ENR), Primoris' 5-year stock price grew 504.1% compared to Willbros' 3.9%.

**2. *The Company's largest shareholder is a private equity firm who by nature is a short term investor.***

According to the 2014 Company Proxy Statement, InfrastruX Holdings, LLC is the Willbros Group's largest shareholder with 16% of total stock holdings. The manager of InfrastruX Holdings LLC is the Tenaska Power Fund, L.P, a private equity fund affiliated with Tenaska Capital Management. As part of the InfrastruX transaction in 2010 where Tenaska sold the InfrastruX business to Willbros while retaining an ownership stake, Tenaska earned two Board seats. (One held by Mr. Lonergan who is currently up for election.) The Tenaska Power Fund closed in 2005. Most private equity funds by their very nature are closed ends funds with a 10-15 year life. Tenaska will need to exit its position in Willbros as its fund is already 9 years into its fund life. The InfrastruX transaction created a significant amount of debt for Willbros that continues to be a strain on the company balance sheet. Willbros' long term shareholders need to be concerned that decisions that will benefit Willbros' stock price in the short term many not be beneficial in the long term, especially since the company's largest shareholder has to exit the company by a certain date.

Further, rather than fill the vacant position in the current Class III directors with a truly independent director, the Company decreased the size of the Board from 9 members to 8. In addition Tenaska, the Company's largest shareholder, has an additional board seat held by Michael Lebens, currently a class one director whose term expires in May 2015. We are very concerned that ¼ of the Board is composed of Directors who have to think about exiting Willbros for the benefit of their own limited partners in the Tenaska Power Fund.

**3. *Willbros Group currently has a classified board of directors.***

Currently, the Board of Directors is classified. That is, there are three classes of directors with one third of the directors up for election annually. We believe this is contrary to best practices in corporate governance and that there is evidence that staggered board elections unduly protect directors from shareholders. There is also mounting evidence that companies with such boards have been found to have lower value and poor executive compensation practices.

**4. *Willbros Group has not insulated shareholders from undue risk***

There is a history of risk management issues at the company that have negatively affected shareholder value. On March 29, 2012, Willbros Global Holdings, Inc., entered into a settlement agreement with West African Gas Pipeline Company Limited ("WAPCo") to settle the litigation which was instituted in the London High Court by WAPCo against WGHI in 2010. In the litigation, WAPCo asserted claims against WGHI totaling \$273.7 million plus costs and interest. The Settlement Agreement provides that Willbros make payments to WAPCo over a period of six years totaling \$55.5 million.

In addition, in May 2008, the Department of Justice filed an Information and Deferred Prosecution Agreement ("DPA") in the United States District Court in Houston concluding its investigation into violations of the Foreign Corrupt Practices Act ("FCPA") by Willbros Group, Inc. The settlements together required Willbros to pay, over approximately three years, a total of \$32.3 million in penalties and disgorgement, plus post-judgment interest of \$7.7 million of that amount. Willbros made the final payments under these settlements in October 2011.

Furthermore, in 2012, Willbros delayed filing its 10K citing "material weakness" in internal controls over financial reporting. ("Willbros Provides Update for the Fourth Quarter 2011 and Status of Form 10-K Filing," April 2, 2012) At its 2012 Shareholder Meeting, ISS recommended shareholders vote AGAINST Willbros Directors Randy Harl (Current CEO) and Edward J. (Jed) DiPaolo as directors of Willbros Group, Inc. Willbros has also been continually involved in a number of lawsuits where plaintiffs allege the company showed negligent and reckless disregard for human life and permitted unsafe work practices.

***For these reasons we urge you to vote no on the election of Mr. Daniel Lonergan, and Mr. Edward DiPaolo to the Willbros Board of Directors.***

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**This is not a proxy solicitation and no proxy cards will be accepted.**