VOTE NO ON MANAGEMENT PROPOSALS 1 AND 3 AND YES ON SHAREHOLDER PROPOSAL NUMBER 5 AT WILLBROS GROUP, INC.

Dear Willbros Group, Inc. (WG) Shareholder:

You recently received a proxy statement for the Willbros Group, Inc. ("WG") Annual Meeting of Stockholders to be held on June 9th, 2015. We are concerned about the poor corporate governance, poor performance and our Company leadership's inability to adequately manage risk. We believe shareholders should vote AGAINST the election of Board Members Michael Lebens and Phil Wedemeyer. We believe shareholders should also vote AGAINST management proposal #3 (the annual "say on pay" vote) and vote YES on shareholder proposal #5, a proposal urging the Board of Directors to have annual elections.

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

WG's financial performance is extremely poor, lagging behind most of its peers. Mismanagement and execution difficulties in its Oil & Gas segment have plagued the company in recent years. From the company's IPO in August of 1996 through May 11, 2015 the company's share price has declined by 77%. In 2014, large pipeline project losses led to financial restatements and turmoil forcing new CEO John McNabb to announce in October 2014 that, "the Oil and Gas segment management was, "spread too thin to support eight business units." Additionally, when reviewing the Allegheny Access project, WG management found lack of, "field quality control and assurance." WG lists 14 peers in its 2015 Proxy that are currently publicly-traded, and over a five year period, those companies have increased their share price by an average of 63.9%. During the same period, WG experienced a 69% decrease in share price, placing them at the bottom of the list. (Source: Willbros Group, Inc. and publicly-traded peer group average monthly closing price, December 2009 to December 2014, Capital IQ, Inc., a division of Standard & Poor's, accessed January 2015). Thus, Willbros performance cannot be blamed on the weather, the commodity price environment, or the cyclical nature of construction work as its peers all face the same challenges. We firmly believe Willbros performance is due to a failure of management enabled by an entrenched board of directors.

2. ***The Board of Directors and Company Management have not insulated shareholders from undue risk, and need to be held accountable.***

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.

In November of 2014 the Company announced that it would have to once again restate its earnings. According to a company press release, "Management is in the process of performing additional reviews over the appropriateness of the accounting entries resulting from this material weakness." Further, only four short months later in March 2015, the Company announced that it could not file its annual report in a timely manner stating:

> **The Company does not expect to be in compliance with its Maximum Leverage Ratio and Minimum Interest Coverage Ratio for the period from March 31, 2015 through March 31, 2016. As a result, the Company is in discussions with its lenders regarding amendments and waivers to its credit agreements. Without a definitive waiver or amendment, all indebtedness under its credit agreements would become due in the next twelve months. If the debt under the Company's credit agreements becomes accelerated and the lenders demand repayment, it is expected that the Company will not have sufficient forecasted liquidity to retire its existing debt obligations, which raises substantial doubt on the Company's ability to continue as a going concern.**

On March 31, 2015 KKR gave Willbros a one year reprieve but shareholders will be only temporarily protected by this short term, expensive, fix.

On March 31, 2015 WG management disclosed that they were able to renegotiate debt covenants which essentially provided a life-line to the company for another 12 months. However, the deal to amend those debt covenants came at a price, as it resulted in private equity firm KKR Credit Advisors (US) LLC receiving over 10 million shares of WG stock. A one year "reprieve" cost Willbros approximately $33.5 million which represents the fair value of the 10.1 million outstanding shares of common stock issued, multiplied by the closing stock price on the Closing Date. The term loans from KKR bears an interest rate of 11% as of March 31, 2015. In addition, there are other onerous provisions which have harmed shareholders like pre-payment penalties: In the first quarter of 2015, the Company made early payments of approximately $64.8 million against its 2014 Term Loan Facility. As a result of these early payments, the Company recorded debt extinguishment charges of approximately $1.6 million, which consisted of prepayment premiums of 2 percent and the write-off of debt issuance costs.
(Source: http://www.getfilings.com/sec-filings/150506/Willbros-Group-IncNEW_10-Q/)

3. ***The Company's Executive Compensation Program does not reward superior performance.***

Last year, 54% of the shares cast voted against the Company's executive pay plan voicing concerns over Willbros' executive pay practices. Despite some minor changes in pay practices, we believe the Board continues to de-link pay-for-performance at Willbros.

The Company identifies the following as a primary executive compensation objective: "Compensation should incentivize and reward annual and long-term performance. Our programs should deliver compensation in the top tier when our employees and our Company perform accordingly; likewise, **where individual performance falls short of expectations and/or our performance lags the industry, the programs should deliver lower-tier compensation.**" However, a review of the proxy statement shows this goal is not being met.

First, only 50% of the long-term incentive award for NEOs is performance based. Therefore, fully half of the long-term incentive is time-based and requires no performance achievements whatsoever to pay off. These time-based restricted shares are simply, "pay to stay". Even worse, the "performance based" portion of the long-term incentive awards do not require superior – or even average – performance to pay off at the full target amount. The Company states: "We measure both relative TSR and absolute TSR as interdependent measures in determining the attainment level of our performance-based awards. Including absolute TSR ensures that we are delivering value to our stockholders, not simply performing well against our peers."

The Company does not include the TSR performance matrix for the three-year performance period for its long-term incentives in the proxy statement. It does, however, include the One-year Stub Period TSR performance matrix. This matrix demonstrates that if the Company comes in 16th out of the 16 of its self-selected peer group companies and the stock price goes up 37.51% the named executive officers will receive 100% of the target award. One is hard pressed to consider finishing 16th out of 16 winning, yet at Willbros this performance results in the named executive officer receiving the full target award.

In addition the Board of Directors and the Compensation Committee granted outgoing CEO Robert Harl a portion of his long-term bonus as well as a severance grant of nearly $2 million. According to the proxy statement,

> The Company's relative TSR rank for the three-year performance period in relation to the 2014 Peer Group was determined to be 9 of 16 (including Willbros in the ranking against the 15 companies comprising the peer group)... In light of our overall disappointing financial performance, the Committee also determined that Mr. Harl performed below the threshold level with respect to the personal performance component of the 2014 long-term incentive award. Based on performance against the metrics as well as personal performance below the threshold level, the Committee determined that Mr. Harl earned a total long-term incentive award of $1,750,000 for 2014. Mr. Harl's employment agreement also provided for an additional award of $1 million in 2014 to Mr. Harl.

As long-term shareholders continue to suffer, our outgoing CEO is rewarded for a restatement, sub-par earnings and poor governance practices.

4. 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. In addition, 60% of WG's peer companies already have annual election of directors.

At WG we believe strongly that the Board of Directors, the representatives of shareholders, needs to be accountable to shareholders. This year the Board has nominated two individuals – Michael Lebens and Phil Wedemeyer -- to serve as Class One Board members for a three year term. Mr. Lebens has been on the Board since 2011 and represents one of the Company's largest shareholders, Tenaska. He also sits on the Board's compensation committee (which gave Mr. Harl his severance package) and nominations/governance committee. Mr. Wedemeyer, who serves on the Board's Audit Committee is facing his first election as a director at this meeting.

Willbros shareholders have suffered enough. It is time for board accountability. We urge shareholders to vote FOR declassification of the Board of Directors and vote AGAINST the two director nominees and the executive compensation plan.

Pension funds affiliated with TNL Strategies Group are long term investors in Willbros. TNL Strategies Group is a combined effort of the LIUNA Corporate Affairs Department and IBT Capital Strategies. We provide information to pension funds with assets of over $135 Billion. The group monitors performance and corporate governance and provides additional focus on industries that employ TNL's affiliated membership and retirees.

TNL Strategies Group
905 16th Street, N.W., Washington, D.C. 20006
Phone (202) 942-2359
www.willbroswatch.org

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