



John Wood Group PLC

Notice of Annual General Meeting

to be held on Wednesday, 18 June 2025 at 2.00pm

at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, UK

THIS DOCUMENT IS IMPORTANT AND REQUIRES IMMEDIATE ATTENTION.

If recipients are in any doubt as to any aspect of the content of this document or the action they should take, they should seek their own advice from a stockbroker, bank manager, solicitor, accountant, or other professional adviser.

If a recipient has sold or transferred all of their shares in John Wood Group PLC, please send this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

A proxy form for the Annual General Meeting is enclosed and should be completed and returned as soon as possible. To be valid, it must reach John Wood Group PLC's registrar, Equiniti Limited, no later than 2.00pm on Monday, 16 June 2025.

Alternatively, you can register your proxy appointment and voting instructions by going to Equiniti's Shareview website and logging in to your Shareview Portfolio. To register for a Shareview Portfolio, go to **www.shareview.co.uk** and enter the requested information.

CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service.

Institutional investors may be able to appoint a proxy electronically via the Proxymity platform. Further details are contained in the Notice of Annual General Meeting contained in this document.

Shareholders are strongly encouraged to submit a completed proxy form as soon as possible to ensure their vote is counted.

Letter to shareholders

Dear shareholder

The Annual General Meeting (the "AGM" or the "Meeting") of John Wood Group PLC (the "Company" or "Wood") will be held at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, UK on Wednesday, 18 June 2025 at 2.00pm.

Arrangements

Shareholders are welcome to attend the AGM in person. Should it be no longer possible for shareholders to attend the Meeting in person, due to unforeseen circumstances, we will notify shareholders as early as possible before the date of the Meeting through a public announcement made via a Regulatory Information Service. Any updates to the position will also be included on our website at [woodplc.com/investors/annual-general-meeting](https://www.woodplc.com/investors/annual-general-meeting).

The AGM is a private meeting for registered shareholders, proxies, duly authorised representatives and the Company's auditors. Non-shareholders, including spouses and partners and nominated persons, are not entitled to admission. A shareholder attending the AGM with impaired mobility or other assistance needs may be accompanied by a non-shareholder companion.

Please arrive in good time to allow for registration and to view a building safety presentation of approximately five minutes duration.

Appointing a proxy and voting at the AGM

Shareholders can vote on the resolutions to be proposed at the AGM by completing and returning a proxy form online or by post. **Shareholders are strongly encouraged to submit a completed proxy form as soon as possible and to appoint the Chair of the Meeting as their proxy** to ensure their vote is counted. Instructions for voting by proxy are set out on page 6 of this document and on the paper proxy form enclosed. Completion of a proxy form or the appointment of a proxy will not prevent you from attending the AGM and voting in person.

The results of the AGM will be announced through a public announcement made via a Regulatory Information Service and published on the Company website, [woodplc.com/investors/annual-general-meeting](https://www.woodplc.com/investors/annual-general-meeting), as soon as practicable after the AGM.

Business

The Notice of AGM (the "Notice") is set out on pages 3 to 5 of this document and an explanation of each resolution is on pages 9 to 11.

Recommendation

The board of directors (the "Board") considers all the resolutions set out in this Notice to be in the best interests of the Company and its shareholders. The directors therefore unanimously recommend that all shareholders vote in favour of them, as they intend to do in respect of their own beneficial holdings.

Shareholder Questions

The Board values the opportunity to engage with shareholders and welcomes questions from those attending the AGM in person and also from shareholders in advance of the AGM via our website. Instructions on how to ask questions are set out in Note 13 to the Notice on page 7 of this document. Questions and answers will be published as soon as possible following the AGM on our website at [woodplc.com/investors/annual-general-meeting](https://www.woodplc.com/investors/annual-general-meeting).

Security

At registration, you may be requested to provide evidence of your identity, such as a form of photographic ID (a passport or photocard driving licence). If you are attending on behalf of a registered shareholder (as their proxy or corporate representative), you must provide proof of identity and evidence of your appointment.

After registration, you will pass through a security point, where your bag will be checked, before entering the Meeting. You may be asked to deposit bags or other items in a secure property store for collection after the AGM. Cameras or recording equipment will not be permitted and we request that you turn off any mobile devices before the Meeting starts. No one may hand out leaflets or pamphlets at the AGM. We thank you in advance for your cooperation with the security staff.

If any statutory specific health and safety measures are in place on 18 June 2025, these measures will be published prior to the Meeting on our website at [woodplc.com/investors/annual-general-meeting](https://www.woodplc.com/investors/annual-general-meeting). Failure to follow these requirements may result in entrance being denied.

Yours faithfully



Roy A Franklin
Chair

23 May 2025

Registered office:
Sir Ian Wood House, Hareness Road, Altens Industrial Estate,
Aberdeen, AB12 3LE, UK

Registered in Scotland

Registered number SC036219

Notice of Annual General Meeting 2025

Notice is hereby given that the Annual General Meeting (the "AGM" or the "Meeting") of John Wood Group PLC (the "Company" or "Wood") will be held at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, UK on Wednesday, 18 June 2025 at 2.00pm for the following purposes:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To re-elect Brenda Reichelderfer as a Director of the Company.
2. To re-elect Birgitte Brinch Madsen as a Director of the Company.
3. To re-elect Adrian Marsh as a Director of the Company.
4. To re-elect Nigel Mills as a Director of the Company.
5. To re-elect Ken Gilmartin as a Director of the Company.
6. To re-elect Roy A Franklin as a Director of the Company.
7. To elect Iain Torrens as a Director of the Company.
8. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are its subsidiaries at any time during the period when this resolution has effect, be generally and unconditionally authorised, in aggregate, to:
 - (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
 - (c) incur political expenditure not exceeding £50,000 in total; (as such terms are defined in sections 363 to 365 of the Act) and, in each case, during the period beginning with the date of the passing of this resolution and expiring at the conclusion of the Company's next AGM in 2026 or, if earlier, at the close of business on the date which is 15 months after the passing of this resolution; **provided that:**
 - (i) the aggregate amount of the authorised sum referred to in paragraphs (a), (b) and (c) above shall not exceed £50,000; and
 - (ii) the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure is incurred or, if earlier, on the day on which the Company or its subsidiary enters into any contract or undertaking in relation to the same (or, if such day is not a business day, the first business day thereafter).
9. To generally and unconditionally authorise the directors in accordance with section 551 of the Act to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares of the Company:

- (a) up to an aggregate nominal amount of £9,883,419, being approximately one-third of the nominal value of the Company's issued ordinary share capital as at 16 May 2025 (the latest practicable date prior to the publication of this Notice) (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and

- (b) comprising equity securities (as defined in section 560 of the Act) up to a nominal amount of £19,766,839, being approximately two-thirds of the nominal value of the Company's issued ordinary share capital as at 16 May 2025 (the latest practicable date prior to the publication of this Notice) (such amount to be reduced by any allotments or grants made under (a) above) in connection with a pre-emptive offer:

- i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make such exclusions or other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter,

provided that these authorities shall apply until the conclusion of the AGM of the Company to be held in 2026 or, if earlier, at the close of business on the date which is 15 months after the passing of this resolution (unless previously revoked or varied by the Company in general meeting) save that under each authority the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or enter into an agreement as if the authority conferred hereby had not expired, and provided further that these authorities shall be to the exclusion of and in substitution for any such earlier authority.

To consider and, if thought fit, to pass the following resolutions as special resolutions:

10. That, subject to the passing of resolution 9 and in substitution for all existing authorities, the directors be given power pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell equity securities held by the Company as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

Notice of Annual General Meeting 2025 (continued)

- (a) to the allotment of equity securities and the sale of treasury shares in connection with an offer or issue of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 9, by way of a pre-emptive offer only):
- to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,
- and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
- (b) in the case of the authority under paragraph (a) of resolution 9 and/or in the case of the sale of any treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £2,965,025, being approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 16 May 2025 (the latest practicable date prior to the publication of this Notice); and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraphs (a) or (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply until the conclusion of the AGM of the Company to be held in 2026 (or, if earlier, at the close of business on the date which is 15 months after the passing of this resolution) but, in each case, during this period, the Company may make offers and enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

11. That, subject to the passing of resolution 9, the directors be given the power pursuant to section 570 of the Act in addition to any power granted under resolution 10 to allot equity securities (as defined in section 560 of the Act) for cash under the authority granted under paragraph (a) of resolution 9 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,965,025, being approximately 10% of the issued ordinary capital of the Company (excluding treasury shares) as at 16 May 2025 (the latest practicable date prior to the publication of the Notice), such power to be used only for the purposes of financing a transaction which the directors of the Company determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice or for the purpose of refinancing such a transaction within twelve months of its taking place; and
- limited to the allotment of equity securities or sale of treasury shares (other than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraphs 1 and 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply until the conclusion of the AGM of the Company to be held in 2026 (or, if earlier, at the close of business on the date which is 15 months after the passing of this resolution) but, in each case, during this period, the Company may make offers and enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

12. To generally and unconditionally authorise the Company for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 4 2/7 pence each in the capital of the Company ("ordinary shares"), on such terms and in such manner as the directors may from time to time determine, provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 69,183,936;
 - (b) the minimum price which may be paid for an ordinary share is 4 2/7 pence per share (exclusive of expenses);
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be the higher of:
 - i. an amount equal to 105% of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out,
- and provided that such authority shall apply until the conclusion of the AGM of the Company to be held in 2026 or, if earlier, at the close of business on the date which is 15 months after the passing of this resolution, unless such authority is renewed, varied or revoked prior to such time, provided that the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract under this authority as if it had not expired.
13. To authorise the Company to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice.

By order of the Board



John Habgood
Company Secretary

Dated: 23 May 2025

Registered office:
Sir Ian Wood House, Hareness Road, Altens Industrial Estate,
Aberdeen, AB12 3LE, UK

Registered in Scotland
Registered number SC036219

Notes

If changes are required to be made to the AGM arrangements between the date of this Notice and the time of the AGM, we will notify shareholders as early as possible before the date of the AGM through a public announcement made via a Regulatory Information Service. Any update to the position will also be included on our website at woodplc.com/investors/annual-general-meeting.

The directors strongly recommend that shareholders vote by proxy as soon as possible and to appoint the Chair of the Meeting as their proxy in accordance with the procedure set out in the notes below and on the paper proxy form.

1. Eligibility to attend and vote

Shareholders' eligibility to attend, speak and vote at the AGM, either in person or by proxy, will be determined by reference to the Register of Members of the Company as at close of business on Monday, 16 June 2025 (or, in the event of any adjournment, at 6.30pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after this time will be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

2. Appointing a proxy and voting

Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting.

A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares. Any proxy appointed must attend the Meeting for their vote to be counted. A proxy need not be a member of the Company.

Appointing a proxy will not prevent shareholders from attending and voting at the AGM in person.

A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice.

Where no specific voting instruction is given on the proxy form, a proxy may vote at their own discretion or refrain from voting as they see fit.

Shareholders may also appoint a proxy and register their voting preference online, (please see Note 4 for details), or by completing and returning the paper proxy form. Deposit of the proxy form is only necessary by one method, either online or by post.

To be effective, any proxy appointment and/or voting instructions must be received by Equiniti Limited not less than 48 hours before the time fixed for the Meeting (i.e. by 2.00 pm on Monday, 16 June 2025).

If not registering your proxy/voting preferences online, the postal address for return of paper proxy forms is Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA. Additional proxy forms can be obtained by contacting Equiniti Limited on +44 (0)371 384 2649. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

3. Votes of joint holders

In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). Seniority will be determined by the order in which the names appear in the Register of Members of the Company in respect of the joint holding.

4. Electronic proxy appointment and voting

Appointing a proxy and voting online is quicker and more secure than doing so using the paper proxy form.

It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.

Please note that any electronic communication sent to the Company or to Equiniti Limited found to contain a computer virus will not be accepted.

The use of the online voting facilities in connection with the AGM are governed by Equiniti Limited's conditions of use as set out at www.shareview.co.uk.

5. CREST - appointing a proxy and voting

CREST members who wish to appoint a proxy or proxies, or register their voting preference, through the CREST electronic proxy appointment service may do so for the AGM to be held on Wednesday, 18 June 2025 and any adjournment(s) thereof by using the procedures described in the CREST Manual available at www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

6. Authentication of CREST proxy instructions

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti Limited (CREST Participant ID RA19) by 2.00pm on Monday, 16 June 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7. CREST system messages and timings

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. CREST Circumstances of invalidity

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

9. Proxymity members

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io.

Your proxy must be lodged by 2.00pm on Monday, 16 June 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

10. Corporate representative

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, provided that they do not do so in relation to the same shares.

If two or more representatives purport to vote in respect of the same shares: (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and (ii) in other cases the power is treated as not exercised.

11. Nominated Persons

Any persons whose shares are held on their behalf by another person/organisation and who have been nominated to receive communications from the Company pursuant to section 146 of the Act (a "Nominated Person") may have a right under an agreement with the registered shareholder, who holds the shares on their behalf, to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if a Nominated Person has no such right, or does not wish to exercise them, they may have, under any such agreement, a right to give instructions to the registered shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies noted above does not apply to Nominated Persons. The rights in relation to the appointment of proxies described in those notes can only be exercised by shareholders of the Company.

Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

12. Poll voting and voting results

Voting on each of the resolutions being put to the AGM will be taken on a poll. The directors believe a poll vote is more representative of shareholders' voting intentions because votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.

Shareholders have the right to request, in accordance with section 360BA of the Act, information to enable them to determine that their vote on a poll was validly recorded and counted. Shareholders who wish to do so should contact the Company's registrar, Equiniti Limited no later than 30 days following the date of this year's AGM, on +44 (0)371 384 2649. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

Results of voting at the AGM will be announced through a public announcement made via a Regulatory Information Service and will be published on the Company's website at woodplc.com/investors/annual-general-meeting as soon as possible following the AGM.

13. Asking questions at the AGM

Any shareholder attending the AGM has the right to ask questions relating to the business to be dealt with at the Meeting. Questions can also be asked in advance of the AGM by submission via our website at woodplc.com/investors/annual-general-meeting.

Questions should be relevant to the business of the Meeting and the relevant resolution number should be clearly stated.

Where it is not possible to answer any of the questions asked, the Company will respond to those questions, and to questions submitted prior to the AGM, and a summary of questions received, and their respective answers, will be published following the Meeting at woodplc.com/investors/annual-general-meeting.

Shareholders wishing to follow up on any answers to questions asked prior to or at the AGM can contact the Company at company.secretary1@woodplc.com.

The Company must cause to be answered any question relating to the business being dealt with at the Meeting but no such answer need be given if the Chair determines: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Notes (continued)

14. Conduct of shareholders at the AGM

Unacceptable behaviour on the part of any shareholder attending the AGM will not be tolerated and the Chair has the right to deal with such behaviour as appropriate.

15. Issued share capital and voting rights

At 16 May 2025 (the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 691,839,369 ordinary shares, carrying one vote each and the Company held no shares in Treasury. Therefore, the total number of votes exercisable at 16 May 2025 is 691,839,369.

16. Documents for inspection

Copies of the following documents are available for inspection by appointment at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) until the time of the AGM and will also be available for inspection at the place of the AGM for at least 15 minutes prior to the Meeting until the close of the Meeting. Inspection can be arranged by emailing company.secretary1@woodplc.com:

- executive directors' service contracts; and
- copies of letters of appointment of the non-executive directors.

17. Availability of this Notice

A copy of this Notice and certain other information (as required by section 311A of the Act) can be found at woodplc.com/investors/annual-general-meeting.

18. Use of electronic addresses

Any electronic address provided either in this Notice or any related documents (including the proxy form) may not be used to communicate with the Company for any purposes other than those expressly stated.

19. Personal data

The Company may process personal data of attendees at the AGM. This may include webcasts, photos, recording and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy notice, woodplc.com/policies-and-notice/privacy-notice.

The resolutions explained

As detailed in the Notice on pages 3 to 5, shareholders are being asked to consider and, if thought fit, approve resolutions in respect of the matters as set out below.

Ordinary Resolutions

Resolutions 1 to 9 (inclusive) are to be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 1 to 7 – Election or Re-election of directors

The UK Corporate Governance Code (the "Code") recommends that all directors stand for election or annual re-election. As mentioned in a letter from the Chair circulated to shareholders alongside this Notice, Catherine Michel, David Lockwood and Susan Steele will not be standing for election or re-election at the AGM. The Chair will stand for re-election, but intends to step down from the Company Board as soon as there is greater clarity regarding the Company's future.

Since the last AGM, Iain Torrens was appointed as a director of the Company with effect from 27 February 2025 and is accordingly seeking election at the first AGM following his appointment.

The Nomination Committee identifies, evaluates and recommends candidates for appointment and re-appointment as directors. Appointments are made on merit and candidates are measured against objective criteria having regard to the diversity, mix of skills, experience and knowledge of the Board as a whole. The Board will continue to assess its size and composition, including balance of skills, to ensure they remain appropriate for the Company.

The Nomination Committee also monitors the broader, external commitments of the non-executive directors.

In accordance with the Code, the independence of each of the non-executive directors standing for re-election has been reviewed and it has been determined that they each remain independent in character and judgement, fully independent of management and there are no relationships or circumstances likely to affect their judgement.

The non-executive Chair was considered to be independent on appointment.

Following formal evaluation it was determined that the contribution, commitment and performance of each of the directors standing for election and re-election continues to be valuable and effective. Each of the directors brings a wide range of experience, skills and backgrounds which complement our strategy.

All of the directors have strong leadership experience at global businesses and institutions and, as a group, their experience covers the following areas:

- Business strategy and governance
- Banking, Finance and investment
- Mergers and acquisitions
- Green energy technologies
- Talent, people and culture
- Engineering and technology skills
- Commercial and Investor relations skills

The diverse backgrounds of, and expertise offered and contribution made by, the directors, as more particularly detailed in their individual biographies on pages 12 to 14 below, continue to be important to the Company's long-term sustainable success and it is therefore appropriate for each of them to continue to serve as directors of the Company.

The executive directors' service contracts and the non-executive directors' letters of appointment are available for inspection as specified in Note 16 to the Notice.

Resolution 8 – Political donations

Part 14 of the Act contains restrictions on companies making political donations or incurring political expenditure and defines those terms in a way that is capable of a very wide interpretation and could catch normal business activities which might not be thought of as political donations or political expenditure in the usual sense.

To avoid inadvertent infringement of the Act, the directors are therefore seeking shareholders' authority for the Company and its subsidiaries to make political donations and to incur political expenditure during the period beginning with the date of the AGM and expiring at the conclusion of the Company's next AGM in 2026 or, if earlier, at the close of business on the date which is 15 months after the passing of this resolution, up to a maximum aggregate amount of £50,000.

It remains the policy of the Company not to make political donations or to incur political expenditure as those expressions are normally understood and the directors have no intention of using the authority for that purpose. The authority being sought in this resolution will not change that policy, but is being sought as a precaution to ensure that the Company's normal business activities are conducted in accordance with the Act.

Under the Act, this authority may be for a period of up to four years. However, in line with corporate governance best practice, the Company will seek to renew this authority on an annual basis.

Resolution 9 - Directors' authority to allot shares

The directors' authority to allot unissued shares in the Company expires at the conclusion of this AGM. The guidelines of the Investment Association ("IA") on directors' authority to allot shares state that IA members will regard as routine an authority to allot up to two-thirds of the existing issued share capital, provided that any amount in excess of one-third of existing issued share capital is applied to fully pre-emptive offers only.

Paragraph (a) of this resolution would give the directors the authority to allot ordinary shares, or grant rights to subscribe for or convert any securities into ordinary shares, up to an aggregate nominal amount equal to £9,883,419 (representing 230,613,123 ordinary shares of 4 2/7 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 16 May 2025, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the IA, paragraph (b) of this resolution would give the directors authority to allot ordinary shares, or grant rights to subscribe for or convert any securities into ordinary shares, in connection with a pre-emptive offer in favour of ordinary shareholders up to an aggregate nominal amount equal to £19,766,839 (representing 461,226,246 ordinary shares of 4 2/7 pence each), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 16 May 2025, the latest practicable date prior to publication of this Notice.

The resolutions explained (continued)

The number of shares to which the authority applies is in addition to those committed to the various share option and employee share plans.

The authority sought by this resolution will expire at the conclusion of the AGM of the Company in 2026 or, if earlier, at the close of business on the date which is 15 months after the passing of this resolution.

The directors currently have no intention to exercise this authority, although they consider it to be desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. Should any decision be made by the directors to allot shares under the authorities sought under this resolution, it would be the intention of the directors to follow the guidance issued by the IA in relation to the exercise of such authorities.

As at 16 May 2025, the latest practicable date prior to the publication of this Notice, no ordinary shares are held by the Company in treasury.

Special Resolutions

Resolutions 10 to 13 (inclusive) will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 10 and 11 - Waiver of pre-emption rights

The directors' authority to allot unissued shares in the Company for cash otherwise than to existing shareholders pro-rata to their holdings expires at the conclusion of this AGM. The Board wishes to renew this authority.

If shares are to be allotted, or treasury shares sold for cash, those shares should first be offered to existing shareholders in proportion to the number of shares that they hold. However, it may sometimes be in the best interests of the Company for the directors to allot shares or sell treasury shares without having to offer them to existing shareholders, in proportion to their existing holdings, first. These resolutions will allow the directors to do that in certain limited circumstances.

The authority sought pursuant to paragraph (a) of resolution 10 shall only be used in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities, or as the directors otherwise consider necessary. This authority allows the directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders.

The authority sought pursuant to resolution 10 is otherwise limited to the allotment of shares for cash up to an aggregate nominal value of £2,965,025 (representing 69,183,936 ordinary shares of 4 2/7 pence each) which represents approximately 10% of the issued ordinary share capital of the Company as at 16 May 2025, (the latest practicable date prior to the publication of the Notice). Resolution 10 also provides the directors with the power to disapply pre-emption rights up to an aggregate nominal amount equal to 20% of any allotments or sales under paragraph (c) of resolution 10, to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group's November 2022 Statement of Principles ("Statement of Principles").

The authority sought pursuant to resolution 11 is in addition to that which would be granted under resolution 10, It is limited to the allotment of shares for cash up to an aggregate nominal value of £2,965,025 (representing 69,183,936 ordinary shares of 4 2/7 pence each) which represents a further 10% of the issued ordinary share capital of the Company as at 16 May 2025, (the latest practicable date prior to the publication of the Notice). This further waiver may only be used for allotments of shares or other equity securities (and sale of treasury shares) for cash in connection with an acquisition or specified capital investment, of a kind contemplated by the Pre-Emption Group's Statement of Principles, which represents no more than an additional 10% of the Company's issued ordinary share capital and which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the allotment.

Resolution 11 also provides the directors with the power to disapply pre-emption rights up to an aggregate nominal amount equal to 20% of any allotments or sales under paragraph (b) of resolution 11, to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraphs 1 and 3 of Section 2B of the Pre-Emption Group's Statement of Principles.

The maximum nominal value of equity securities which could be allotted if both authorities were used for non-pre-emptive issues and follow-on offers would be £7,116,062 (representing 166,041,449 ordinary shares of 4 2/7 pence each), which represents approximately 24% of the issued ordinary share capital of the Company as at 16 May 2025, (the latest practicable date prior to the publication of the Notice).

Resolutions 10 and 11 have been separated in accordance with the guidance issued by the Pre-Emption Group. If the Company makes a non-pre-emptive issue of ordinary shares for cash using the power conferred by resolutions 10 or 11, the directors confirm that the Company will comply with the shareholder protections contained in Part 2B of the Statement of Principles regarding how such an issue should be carried out. Among other things, the directors of the Company will give due consideration to the possibility of giving retail investors and other existing investors who are not allocated shares an opportunity to subscribe for ordinary shares at a similar price. Paragraph (c) of resolution 10 and paragraph (b) of resolution 11 are intended to enable the Company to do this by making a follow-on offer to such investors, as described above.

The directors currently have no intention to exercise the authorities under resolutions 10 and 11 although they consider their grant to be both appropriate in order to preserve flexibility for the future and in accordance with the Pre-Emption Group's Statement of Principles and the IA's most recently published Share Capital Management Guidelines.

The authority sought by these resolutions will end at the conclusion of the AGM of the Company in 2026 or, if earlier, at the close of business on the date which is 15 months after their passing.

Resolution 12 - Authority to purchase own shares

This resolution seeks to renew the existing authority granted to the Company to purchase its own shares.

This resolution gives the directors authority to purchase up to 69,183,936 ordinary shares of 4 2/7 pence each, which represents approximately 10% of the Company's issued ordinary share capital as at 16 May 2025, (the latest practicable date prior to the publication of the Notice), through market purchases on the London Stock Exchange.

The directors consider it prudent to be able to act at short notice if circumstances warrant and this resolution provides the flexibility to allow them to do so.

The Company would only purchase its own shares where the directors believe that to do so would result in an increase in total return per share and that it was in the best interests of shareholders generally.

In considering the purchase of ordinary shares, the directors will follow the procedures laid down in the Act and will take into account cash resources, capital requirements and the effect of any purchase on gearing levels and on earnings per equity share.

Any shares purchased under this authority would be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share schemes.

Shareholders should understand that the maximum number of shares and the price range stated in resolution 12 are merely for the purposes of compliance with statutory and Financial Conduct Authority requirements in seeking this authority and should not be taken as any indication of the terms upon which the Company intends to make such purchases.

The authority sought by this resolution will expire at the conclusion of the AGM of the Company in 2026 or, if earlier, at the close of business on the date which is 15 months after the passing of this resolution.

At 16 May 2025, (the latest practicable date prior to the publication of this Notice), there were approximately 30,128,674 share options and awards to subscribe for ordinary shares in the Company that were outstanding. This represents 4.35% of issued ordinary share capital. If the existing authority given at the last AGM and the authority now being sought by resolution 12 were to be fully used, the number of outstanding share options and awards will represent 5.44% of the issued ordinary share capital of the Company (assuming no further shares are allotted).

Resolution 13 - Notice of meetings

Although the Articles of Association of the Company already grant the Company the authority to call general meetings (other than annual general meetings) on 14 clear days' notice, under the Companies (Shareholders' Rights) Regulations 2009 this authority is required to be approved by shareholders annually, otherwise a minimum of 21 clear days' notice must be given.

The directors believe it is in the best interests of the Company and its shareholders as a whole to preserve the shorter notice period. However, the flexibility offered by this resolution will not be used as a matter of routine but only where, taking into account all of the circumstances, the directors consider this appropriate in relation to the business to be considered at the general meeting and to be merited in the interests of shareholders as a whole. Shareholders should note that, in order to call a general meeting on less than 21 clear days' notice, the Company is required to provide a means for all shareholders to vote electronically at that meeting.

Biographies

Biographical details for each of the directors offering themselves for re-election or election, together with an explanation of the importance of their contribution to the Company, are set out below:

Roy A Franklin OBE

Chair and Non-Executive Director

Appointed: 2017

Chair since September 2019

Contribution to the Company

Roy brings to the Board more than 50 years' experience in the oil and gas industry including strong strategic and operational expertise and extensive experience in chairing boards of listed companies. Such combined knowledge enables him to steer the Board's focus, promoting open and productive debate and contributes to the Board's practical understanding of good governance. He has an outstanding track record and has demonstrated consistent and valuable leadership.

Experience

Roy initially spent 18 years at BP, latterly as head of M&A, BP Exploration, after which he was group MD of Clyde Petroleum and then CEO of Paladin Resources until its acquisition by Talisman Energy. Roy has served on a number of international energy boards including Equinor ASA (as Deputy Chair), Santos Ltd, OMV, Energean plc and Premier Oil (as Chair) as well as Amec Foster Wheeler until its acquisition by the Company in October 2017.

External appointments

Director of Kosmos Energy Ltd.

Committee membership

Chair of the Nomination Committee.

Ken Gilmartin

Chief Executive Officer (CEO)

Appointed: 2022

Contribution to the Company

Ken was appointed as CEO in July 2022, having joined the Company in September 2021 in the role of Chief Operating Officer.

Ken brings a wealth of industry experience and strategic leadership to the Company and is focused on delivering the Company's strategic priorities of driving profitable and sustainable growth, ensuring performance excellence and creating an inspired culture.

Experience

Ken began his professional career over 25 years ago in civil engineering with Deutsche Bahn. Prior to joining the Company, Ken spent 15 years at Jacobs where he held a variety of operational and project leadership roles including Executive Vice President of the People & Places solutions business where he held operational responsibility for more than half of Jacobs' overall business portfolio. Throughout his career Ken has worked internationally including leading the delivery of major programmes across multiple sectors in Europe, Asia, North America, and the Middle East region.

Iain Torrens

Interim Chief Financial Officer (CFO)

Appointed: 2025

Contribution to the Company

Iain Torrens joined the Company as Interim Chief Financial Officer in February 2025.

Experience

Iain is a highly-experienced executive having served as Executive Director and Group CFO at several publicly-listed companies including TalkTalk Group plc and ICAP plc. Most recently, he was Chairman and Non-Executive Director of Praxis Group Ltd.

Over his thirty-year career, he has accumulated significant leadership experience in refinancing, financial reporting, risk management, audit and compliance.

Iain is a fellow of the Institute of Chartered Accountants in Ireland and holds a BSc in Economics (Banking & Finance) from Cardiff Business School and a Postgraduate diploma in Administration and Legal Studies from the University of Ulster.

Nigel Mills

Non-Executive and
Senior Independent Director

Appointed: 2020

Contribution to the Company

Nigel has extensive financial, commercial and investor relations skills, having advised some of the UK's largest companies across a broad range of end markets. His strong strategic financial experience ensures he is well equipped to provide sound advice together with independent challenge to the Board. His contribution strengthens the Board's discussions and is invaluable as the Company strives for improved performance.

Experience

Nigel's executive career was in investment banking, as Chair of Corporate Broking at Citi and CEO at Hoare Govett.

External appointments

Senior Independent Director of Greggs plc

Committee membership

A member of the Nomination, Audit, Risk & Ethics, Remuneration and Safety & Sustainability Committees.

Adrian Marsh

Non-Executive Director

Appointed: 2019

Contribution to the Company

Adrian has a wealth of financial expertise in large multi-national companies. He has a proven track record in financial, strategic and commercial roles and brings substantial audit, risk and audit committee expertise to the Board.

Experience

Adrian resigned as Group Finance Director of DS Smith plc in June 2023. He was previously Head of Tax, Treasury and Corporate Finance at Tesco plc and has also held divisional CFO positions at both AstraZeneca PLC and Pilkington plc.

External appointments

Independent Non-Executive Director and Chair of Risk and Audit Committee of Co-operative Group Ltd and Grand Secretary of United Grand Lodge of England.

Committee membership

Chair of the Audit, Risk & Ethics Committee and a member of the Nomination Committee.

Birgitte Brinch Madsen

Non-Executive Director

Appointed: 2020

Contribution to the Company

Birgitte brings extensive global leadership in engineering and consulting within the energy sector. Her expertise in energy economics, regulation and green energy technologies, including CCSU, power-to-x and energy efficiency, add value as the Company drives strategic growth in energy transition markets. As a Dane, Birgitte adds to the balance of skills and diversity of views on the Board.

Experience

Birgitte previously held the positions of Head of Projects and Engineering with Maersk FPSO's and Business Unit Head of Industry and Energy at COWI, an international energy consultancy.

Birgitte has a Master of Economics and Finance from the University of Copenhagen.

External appointments

Chair of Milton Huse A/S, RUM A/S and DELPRO A/S & DELPRO WIND A/S; Deputy Chair of DEIF A/S and the Danske Invest Funds (a single board appointment with oversight of six funds, two of which are publicly listed). Birgitte is a board member of Hovedstadens Letbane I/S and Head of Audit of Metroselskabet I/S.

Committee membership

A member of the Nomination, Remuneration and Audit, Risk & Ethics Committees.

Biographies (continued)

Brenda Reichelderfer

Non-Executive Director

Appointed: 2021

Contribution to the Company

Brenda is an engineer with broad business leadership experience. She brings considerable global engineering and operational capability from multiple industries to the Board, together with valuable independent advice.

Experience

Brenda was previously a Non-Executive Director of Meggitt Aerospace plc and a member of the board of Hermetic Solutions Group.

Brenda has a Bachelor of Science in electrical engineering from Ohio Northern University.

External appointments

Director of Moog, Inc. and Senior Independent Director & Compensation Chair of Federal Signal Corporation.

Committee membership

Chair of the Remuneration Committee and a member of the Nomination Committee.

John Wood Group PLC

Sir Ian Wood House,
Hareness Road
Altens Industrial Estate, Aberdeen
AB12 3LE, UK

Tel: +44 1224 851000

Visit our website at:

www.woodplc.com