

John Wood Group PLC (the “Company”)

s.430(2B) statement

Reference is made to the announcements by the Company on 22 August 2023, 1 November 2023, and 26 March 2024 regarding David Kemp’s retirement from his role as Chief Financial Officer and as an Executive Director of the Company on 14 April 2024.

As required by section 430(2B) of the Companies Act 2006, details of the remuneration payments made or to be made to David are set out below. These arrangements comply with the Company’s Directors’ Remuneration Policy, which was approved by shareholders on 11 May 2023.

Salary and benefits

David retired as Chief Financial Officer and as an Executive Director on 14 April 2024. David will remain with the business until no later than 15 November 2024 to ensure a smooth transition. He will also provide support on portfolio rationalisation, a critical short-term effort for the Company. His annual salary for the remainder of his employment shall be £547,409 and he shall receive his normal pension contributions and benefits in accordance with his service agreement. If David’s employment terminates before 15 November 2024, he will be paid in lieu of his salary and benefits for any unexpired portion of his notice period, subject to mitigation.

Annual bonus

David will be eligible to receive a bonus in respect of the 2024 financial year, subject to time pro-rating to the date of termination of employment. The amount of any bonus will be subject to the satisfaction of the relevant performance criteria and will be determined by the Remuneration Committee on the normal timetable. In accordance with the Directors’ Remuneration Policy and the rules of the Annual Bonus Plan, 75% of any bonus awarded will be paid in cash on the normal bonus payment date and 25% of any bonus awarded will be subject to deferral into a conditional award of shares for two years.

David’s outstanding deferred conditional awards of shares under the Annual Bonus Plan will vest on the normal vesting dates.

Share plans

David’s outstanding unvested conditional awards granted under the John Wood Group PLC Long-Term Plan (2022-2024 and 2023-2025) will vest on the normal vesting dates, subject to the satisfaction of applicable performance conditions at the relevant vesting date and to time pro-rating as appropriate. A two-year post-vesting holding period will apply as normal.

David did not receive an award under the John Wood Group PLC Long-Term Plan for 2024-2026.

David will retain his matching share award under the Wood Employee Share Plan, which will continue and vest on the date of termination of employment.

Any shares held by David in the Company under the Wood Share Incentive Plan will be treated in accordance with the terms of the Plan rules.

Other

David will receive a contribution of up to £5,500 (excluding VAT) towards legal fees incurred in connection with his departure, the precise amount of which will be based on the fees actually incurred.

As a former Executive Director, David will comply with post-employment shareholding requirements outlined in the Company's Directors' Remuneration Policies approved by the shareholders on 29 June 2020 and 11 May 2023, respectively. In respect of share awards granted from 1 January 2020; 100% of salary in year one following cessation of employment, reducing to 50% of salary in year two. In respect of shares granted from 1 January 2023 onwards; 100% of salary for two years. On the second anniversary of the cessation of his employment, all requirements will cease and restrictions on his share account will be lifted.

Further information

Other than the amounts disclosed above, David will not be eligible for any remuneration payments or payments for loss of office.

In accordance with section 430(2B) of the Companies Act 2006, the information contained in this document will be made available on the Company's website until its next Directors' Remuneration Report is made available.

The relevant remuneration details relating to David will be included in the Directors' Remuneration Report in the Annual Report and Financial Statements.