

Declaration of votes at Annual General meeting of John Wood Group PLC

At the Annual General Meeting of John Wood Group PLC held on 11 May 2023, all resolutions put to shareholders were passed on a poll with the required majorities.

The full text of each resolution is contained in the Notice of Annual General Meeting

Issued share capital at meeting date: 691,839,369 Number of votes per share: 1 vote per share.

The final vote received in respect of each resolution was as follows:

Resolutions		Votes For (Including Discretionary)	%	Votes Against	%	Total Votes (excluding Votes Withheld)	Votes Withheld *	% of Issued Share Capital Voted **
1	Report & accounts	463,704,900	99.98%	73,563	0.02%	463,778,463	1,034,633	67.04%
2	Remuneration report	355,501,006	76.98%	106,323,283	23.02%	461,824,289	2,988,807	66.75%
3	Remuneration policy	443,012,707	95.38%	21,459,521	4.62%	464,472,228	340,868	67.14%
4	Re-elect Roy A Franklin	440,391,598	94.85%	23,933,447	5.15%	464,325,045	488,051	67.11%
5	Re-elect Birgitte Brinch Madsen	455,122,107	98.02%	9,199,249	1.98%	464,321,356	491,740	67.11%
6	Re-elect Jacqui Ferguson	454,539,591	97.89%	9,781,670	2.11%	464,321,261	491,835	67.11%
7	Re-elect Adrian Marsh	455,095,660	98.02%	9,204,825	1.98%	464,300,485	512,611	67.11%
8	Re-elect Nigel Mills	455,103,262	98.02%	9,206,707	1.98%	464,309,969	503,127	67.11%
9	Re-elect Brenda Reichelderfer	455,074,114	98.01%	9,255,303	1.99%	464,329,417	483,679	67.12%
10	Re-elect Susan Steele	455,158,827	98.02%	9,209,134	1.98%	464,367,961	445,135	67.12%
11	Re-elect David Kemp	459,994,544	99.03%	4,494,595	0.97%	464,489,139	323,957	67.14%
12	Elect Ken Gilmartin	462,578,118	99.57%	1,980,454	0.43%	464,558,572	254,524	67.15%
13	Re-appointment of KPMG LLC as auditors	462,989,490	99.69%	1,461,696	0.31%	464,451,186	361,910	67.13%
14	Authorisation of auditors' remuneration	464,299,331	99.95%	250,873	0.05%	464,550,204	262,892	67.15%
15	To authorise the Company and its subsidiaries to make political donations and incur political expenditure	445,191,630	95.84%	19,324,819	4.16%	464,516,449	296,647	67.14%
16	Authority to allot shares	458,426,016	98.68%	6,123,411	1.32%	464,549,427	263,669	67.15%
17	Wood Discretionary Share Plan	445,090,116	95.81%	19,482,592	4.19%	464,572,708	240,388	67.15%
18	Wood Employee Share Plan	463,984,443	99.86%	636,326	0.14%	464,620,769	192,327	67.16%
19	Disapply pre-emption rights	455,061,275	98.04%	9,107,469	1.96%	464,168,744	644,352	67.09%
20	Disapply pre-emption rights for acquisitions and other capital investment	454,414,926	97.87%	9,869,806	2.13%	464,284,732	528,364	67.11%
21	Authority to purchase own shares	462,526,415	99.58%	1,957,599	0.42%	464,484,014	329,082	67.14%
22	Notice of general meetings	447,251,584	96.26%	17,399,038	3.74%	464,650,622	162,474	67.16%

* A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.

** Votes withheld are excluded from the percentage of issued share capital voted calculation.

While the Board is pleased that all resolutions were carried, we note that Resolution 2 regarding the Remuneration Report gained support of 76.98% in favour. The Board is committed to open and transparent dialogue with shareholders and will continue to engage with them to understand their views regarding this Resolution. In accordance with the UK Corporate Governance Code, we will publish a further statement detailing the outcome of our shareholder engagement in relation to the above resolution, including any actions taken as a result, within six months of the 2023 Annual General Meeting.

In accordance with LR 9.6.2, those resolutions passed at today's AGM which are required to be made available for inspection will shortly be available to view at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

John Wood Group PLC

Notice of Annual General Meeting

to be held at 11.00 am on Thursday, 11 May 2023

at Sir Ian Wood House, Hareness Road, Altens, 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 pass this document and the enclosed proxy form 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 11.00 am on Tuesday, 9 May 2023.

Alternatively, votes may be registered online by visiting Equiniti Limited's website at www.sharevote.co.uk; using the Voting ID, Task ID and Shareholder Reference Number which are provided on the proxy form or, if a portfolio is registered with Equiniti Limited, by logging onto www.shareview.co.uk using their usual user ID and password.

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

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, Aberdeen, AB12 3LE, UK on Thursday 11 May 2023 at 11.00 am.

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 possible 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. A copy of the 2022 Annual Report and Accounts is enclosed if you have requested a hard copy. Otherwise, a copy is available on the Company's website, [woodplc.com/investors/annual-general-meeting](https://www.woodplc.com/investors/annual-general-meeting), should you wish to view it online.

All of our current directors offer themselves for election or re-election at the AGM. I therefore ask you to support the election or re-election of the directors.

Recommendation

The board of directors (the "Board") believes that all the resolutions set out in the Notice will promote the success of, and are in the best interests of, the Company and its shareholders as a whole. The directors therefore unanimously recommend that shareholders vote FOR all the resolutions 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 12 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 11 May 2023, 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

18 April 2023

Registered office:
15 Justice Mill Lane, Aberdeen, AB11 6EQ, UK
Registered in Scotland
Registered number SC036219

Notice of Annual General Meeting 2023

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, Aberdeen, AB12 3LE, UK on Thursday, 11 May 2023 at 11.00 am for the following purposes:

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

1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2022.
2. To approve the Annual Report on Directors' Remuneration prepared by the Remuneration Committee and approved by the Board for the year ended 31 December 2022.
3. To approve the Directors' Remuneration Policy contained in the Annual Report on Directors' Remuneration for the year ended 31 December 2022 to take effect at the end of the AGM.
4. To re-elect Roy A Franklin as a Director.
5. To re-elect Birgitte Brinch Madsen as a Director.
6. To re-elect Jacqui Ferguson as a Director.
7. To re-elect Adrian Marsh as a Director.
8. To re-elect Nigel Mills as a Director.
9. To re-elect Brenda Reichelderfer as a Director.
10. To re-elect Susan Steele as a Director.
11. To re-elect David Kemp as a Director.
12. To elect Ken Gilmartin as a Director.
13. To re-appoint KPMG LLP as auditors of the Company, to hold office until the conclusion of the next AGM of the Company.
14. To authorise the directors to determine the remuneration of the auditors.
15. 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) during the period beginning with the date of the passing of this resolution and expiring at the close of business on the date which is 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's next AGM in 2024; **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).

16. 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 £9,883,420, being approximately one third of the nominal value of the Company's issued ordinary share capital as at 6 April 2023 (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 6 April 2023 (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 close of business on the date which is 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2024 (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.

Notice of Annual General Meeting 2023 (continued)

17. That:

- (a) the Wood Discretionary Share Plan (the "Discretionary Plan"), a summary of which is set out in Appendix 1 to the Notice, be and is hereby approved and the directors be and are hereby authorised to adopt the Discretionary Plan and do all acts and things necessary or expedient to establish the Discretionary Plan and bring it into effect; and
- (b) the directors be and are hereby authorised to adopt further plans based on the Discretionary Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under any such further plans are treated as counted against any limits on individual or overall participation in the Discretionary Plan.

18. That:

- (a) the rules of the Wood Employee Share Plan (the "Purchase Plan"), a summary of which is set out in Appendix 2 to the Notice, be and is hereby approved and the directors be and are hereby authorised to adopt the Purchase Plan and do all acts and things necessary or expedient to establish the Purchase Plan and bring it into effect; and
- (b) the directors be and are hereby authorised to adopt further plans based on the Purchase Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under any such further plans are treated as counted against any limits on individual or overall participation in the Purchase Plan.

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

19. That, subject to the passing of resolution 16 and in substitution of 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:

- (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 16, by way of a pre-emptive offer only):
 - 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 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 16 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 £2,965,026, being approximately 10% of the issued ordinary share capital of the Company as at 6 April 2023 (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 close of business on the date which is 15 months after the passing of this resolution (or, if earlier, at the conclusion of the AGM of the Company to be held in 2024) 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.

20. That, subject to the passing of resolution 16, the directors be given the power pursuant to section 570 of the Act in addition to any power granted under resolution 19 to allot equity securities (as defined in section 560 of the Act) for cash under the authority granted under paragraph (a) of resolution 16 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:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,965,026, being approximately 10% of the issued ordinary capital of the Company as at 6 April 2023 (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

- (b) 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 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 close of business on the date which is 15 months after the passing of this resolution (or, if earlier, at the conclusion of the AGM of the Company to be held in 2024) 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.

21. 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 close of business on the date which is 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2024, 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.

22. 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



Martin J McIntyre
Company Secretary

Dated: 18 April 2023

Registered office:
15 Justice Mill Lane, Aberdeen, AB11 6EQ, 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 Tuesday, 9 May 2023 (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 in this way 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 11.00 am on Tuesday, 9 May 2023).

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.

To appoint a proxy and to register any voting preference online, go to www.sharevote.co.uk and enter the Voting ID, Task ID and Shareholder Reference Number provided on the proxy form; or if the shareholder already has a portfolio registered with the Company's registrar, Equiniti Limited, go to www.shareview.co.uk using their usual user ID and password, and clicking on the link to vote, and following the instructions.

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.sharevote.co.uk or 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 Thursday, 11 May 2023 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 11.00 am on Tuesday, 9 May 2023. 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. 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.

10. 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.

11. 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.

12. 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.

13. 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.

Notes (continued)

14. Issued share capital and voting rights

At 6 April 2023 (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 6 April 2023 is 691,839,369.

15. 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 before and during the meeting. Inspection can be arranged by emailing company.secretary1@woodplc.com:

- executive directors' service contracts;
- copies of letters of appointment of the non-executive directors;
- copy of the proposed Wood Discretionary Share Plan rules; and
- copy of the proposed Wood Employee Share Plan rules.

Copies of the respective Wood Discretionary Share Plan and Wood Employee Share Plan will also be available for inspection on the FCA's national storage mechanism from the date of this Notice.

16. Audit concerns

Shareholders satisfying the thresholds in section 527 of the Act have the right to require the Company to publish on its website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous AGM at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act.

Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

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-notices/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 18 (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.

Resolution 1 - Report and Accounts

The directors must present to shareholders the Company's accounts and the reports of the directors and the auditors for the financial year ended 31 December 2022 (the "Annual Report and Accounts").

Resolutions 2 and 3 - Annual Report on Directors' Remuneration and the Directors' Remuneration Policy

The directors are required to prepare an annual report detailing the remuneration of the directors and include a statement by the Chair of the Remuneration Committee which together form the Annual Report on Directors' Remuneration.

The Annual Report on Directors' Remuneration can be found on pages 140 to 153 of the Annual Report and Accounts.

The Company's auditors during the year, KPMG LLP, have audited those parts of the Annual Report on Directors' Remuneration that are required to be audited and their report may be found on pages 156 to 165 of the Annual Report and Accounts.

The Company is required to offer shareholders:

- i. an annual advisory vote on the implementation of the Company's existing remuneration arrangements (i.e. the Annual Report on Directors' Remuneration). This vote is advisory in nature and no entitlement to remuneration (past or future) is conditional on this resolution being passed.

The Annual Report on Directors' Remuneration provides details of the remuneration paid to the directors during the year ended 31 December 2022, including any share awards made during the year; and

- ii. a separate binding vote on the Company's forward-looking remuneration policy at least every three years (the "Directors' Remuneration Policy").

The directors believe that the Annual Report on Directors' Remuneration clearly demonstrates the link between the Directors' Remuneration Policy, and the Company's strategy and performance, as well as the directors' commitment to shareholder engagement.

The Directors' Remuneration Policy, if approved, will take effect from the date of approval by shareholders and will apply until replaced by a new or amended policy.

Once the policy is effective, the Company will not be able to make remuneration payments to a director, or loss of office payments to a current or past director, unless the payment is consistent with the approved policy or has been otherwise approved by shareholders.

If the Directors' Remuneration Policy is not approved by the shareholders for any reason, the Company will, to the extent permitted to do so under the Companies Act 2006, continue to make payments to directors in accordance with its existing contractual arrangements and will seek shareholder approval for a revised policy as soon as practicable.

Resolutions 4 to 12 – Election or Re-election of directors

The UK Corporate Governance Code (the "Code") recommends that all directors stand for election or annual re-election.

The election or re-election of directors will take effect at the conclusion of the meeting.

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 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 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 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
- Finance and investment
- Mergers and acquisitions
- Digital and technology
- Talent, people and culture
- Engineering and technology 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 and 13 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 15 to the Notice.

Resolutions 13 and 14 - Auditor resolutions

The Company is required to appoint an external auditor at each AGM at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting.

The Audit, Risk & Ethics Committee has assessed the effectiveness, independence, objectivity and professionalism of the external auditor, KPMG LLP, and has concluded that they are in all respects effective. KPMG LLP have confirmed they are willing to continue in office for a further year. Resolution 13 proposes that KPMG LLP be re-appointed.

Resolution 14 gives authority to the directors, acting through the Audit, Risk & Ethics Committee, to determine the auditors' remuneration.

Resolution 15 – 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.

The resolutions explained (continued)

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 close of business on the date which is 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's next AGM in 2024, 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 16 - 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 £9,883,420 (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 6 April 2023, 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 6 April 2023, the latest practicable date prior to publication of this Notice.

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 close of business on the date which is 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company in 2024.

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 6 April 2023, the latest practicable date prior to the publication of this Notice, no ordinary shares are held by the Company in treasury.

Resolution 17 - Approval of the Wood Discretionary Share Plan

Wood offers a range of benefits in order to incentivise our senior leaders, including a discretionary share plan providing a route to share ownership aligning their interests to that of our stakeholders. The current discretionary plan, currently known as the John Wood Group Long Term Plan, expires in 2023 and requires renewal at the 2023 AGM for awards to continue. The renewal process provided the Board with the opportunity to redesign the discretionary plan to reflect our senior leaders expectations in a competitive market, while having regard to corporate governance guidelines and the Board considers it to be in the best interests of the Company.

A summary of the terms of the Discretionary Plan are set out in Appendix 1 to the Notice and copies of the rules may be inspected at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) until the close of the AGM, and will also be available at the place of the AGM for at least 15 minutes before and during the meeting. A copy will also be available for inspection on the FCA's national storage mechanism from the date of this Notice.

Resolution 18 - Approval of the Wood Employee Share Plan

Our objective continues to be to attract, retain and incentivise employees with remuneration packages and other benefits which are competitive with comparable companies. For all qualifying employees, we offer an opportunity to participate in the Purchase Plan, so gaining a stake in the Company through regular share purchases direct from salary with a matched shares incentive from the Company or through the grant of free shares.

The current plan was approved by shareholders in 2015. Adoption of the proposed Purchase Plan allows updating to include more tax efficient purchasing of shares by employees and to further increase employee share ownership through the offer of a free shares plan.

A summary of the terms of the Purchase Plan are set out in Appendix 2 to the Notice and copies of the rules may be inspected at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) until the close of the AGM, and will also be available at the place of the AGM for at least 15 minutes before and during the meeting. A copy will also be available for inspection on the FCA's national storage mechanism from the date of this Notice.

Special Resolutions

Resolutions 19 to 22 (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 19 and 20 - 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 resolution 19 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.

The 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 is limited to the allotment of shares for cash up to an aggregate nominal value of £2,965,026 (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 6 April 2023 (the latest practicable date prior to the publication of the Notice). Resolution 19 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 19, 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 20 is in addition to that which would be granted under resolution 19. It is limited to the allotment of shares for cash up to an aggregate nominal value of £2,965,026 (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 6 April 2023 (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 20 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 (a) of resolution 20, 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 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 6 April 2023 (the latest practicable date prior to the publication of the Notice).

Resolutions 19 and 20 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 19 or 20, 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 19 and paragraph (b) of resolution 20 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 19 and 20 although they consider their grant to be both appropriate in order to preserve maximum flexibility for the future and in accordance with the Pre-Emption Group's Statement of Principles and the Investment Association's most recently published Share Capital Management Guidelines.

The power sought by these resolutions will end at the close of business on the date which is 15 months after their passing, or, if earlier, at the conclusion of the AGM of the Company in 2024.

Resolution 21 - 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 6 April 2023 (the latest practicable date prior to the publication of the Notice), through market purchases on the London Stock Exchange.

The directors have no current intention of using this authority to make market purchases, however they 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 may 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 21 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 close of business on the date which is 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company in 2024.

At 6 April 2023 (the latest practicable date prior to the publication of this Notice), there were approximately 27,359,935 options to subscribe for ordinary shares in the Company that were outstanding. This represents 3.95% of issued ordinary share capital. If the existing authority given at the last AGM and the authority now being sought by resolution 21 were to be fully used, the number of outstanding share options will represent 4.94% of the issued ordinary share capital of the Company (assuming no further shares are allotted).

Resolution 22 - 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 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.

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

Appointed in 2017.

Chair since September 2019.

Chair of the Nomination Committee.

Contribution to the Company and reasons for re-election

Roy brings to the Board more than 49 years' experience as a senior executive 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 is currently a director of Kosmos Energy Ltd and an independent non-executive director of Energean plc.

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 in 2005. Since then Roy has served on a number of international energy boards in non-executive roles, including Amec Foster Wheeler plc. He is a former Chair of Keller Group PLC and former deputy Chair of Equinor A/S. Until 25 February 2021, Roy was Chair of privately held Energean Israel Ltd and until 31 March 2021 was Chair of Premier Oil plc.

Ken Gilmartin

Chief Executive Officer

Appointed in 2022.

Chief Executive Officer since July 2022.

Contribution to the Company and reasons for election

Ken joined Wood in September 2021 as the Group's Chief Operating Officer (COO), and was appointed Chief Executive Officer (CEO) and an executive member of the Board of Directors in July 2022. Ken brings a wealth of industry experience and excellent strategic and leadership skills to Wood and is focused on building on Wood's strong foundations to capture growth opportunities in energy security and sustainability, and deliver value for shareholders over the medium term.

Experience

Ken began his professional career over 25 years ago in civil engineering with Deutsche Bahn and prior to joining Wood, spent 15 years at Jacobs in various Operational and Project leadership roles including, Executive Vice President of their People and Places solutions business holding responsibility for more than half of Jacobs' overall business portfolio.

David Kemp

Chief Financial Officer

Appointed in 2015.

Contribution to the Company and reasons for re-election

David is an experienced Chief Financial Officer (CFO) with a significant track record of building financial discipline, driving growth and margin improvement and delivering excellence. His extensive knowledge of the debt and equity markets and the wider financial and service sectors is vital to the Company's objectives of resilience and a strong balance sheet.

Experience

David was appointed as CFO of Wood Group's PSN division in 2013 and as CFO in 2015. David is a non-executive director of Craneware plc and was a director of Albyn School Limited until the end of January 2022.

Prior to joining Wood Group, he served in executive roles at Trap Oil Group, Technip, Simmons & Company International and Hess Corporation, working across Finance, M&A and Operations. He is a member of the Institute of Chartered Accountants of Scotland.

Nigel Mills

Non-executive and Senior Independent Director

Appointed in 2020.

Member of the Audit, Risk & Ethics Committee, the Remuneration Committee and the Nomination Committee.

Contribution to the Company and reasons for re-election

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 Wood strives for long-term growth.

Experience

Nigel is senior independent director of Persimmon Plc, where he also served as acting Chair for six months in 2018, and in March 2023 he was appointed as a non-executive director of Greggs plc. His executive career was in investment banking, as Chair of Corporate Broking at Citi and Chief Executive Officer at Hoare Govett.

Jacqui Ferguson**Non-executive Director**

Appointed in 2016.

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

Contribution to the Company and reasons for re-election

Jacqui contributes to both strategic and operational matters with wide-ranging managerial and equality, diversity and inclusion experience. Her diverse outlook and broad industry related technology expertise from multiple sectors including telecommunications, financial services, manufacturing, travel & transportation, energy and government is an important element enabling the Board to deliver its strategy and long-term growth.

Experience

Jacqui has been a non-executive director of Tesco Bank since April 2018 and, in January 2023, she was appointed Interim Chair and she is a non-executive director of Croda International plc. She is deputy Chair of Engineering UK and a Fellow of the Institute of Engineering and Technology. Jacqui was previously a founding member of the Scottish First Minister's Advisory Board for Women and Girls, her three-year term having ended during 2021, and Senior Vice President and General Manager of Hewlett Packard Enterprise Services in the UK and Ireland, Middle East, Mediterranean, Africa and Israel.

Adrian Marsh**Non-executive Director**

Appointed in 2019.

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

Contribution to the Company and reasons for re-election

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 has been Group Finance Director of DS Smith plc since September 2013 and has recently announced his intention to resign in September 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.

Birgitte Brinch Madsen**Non-executive Director**

Appointed in 2020.

Member of the Safety & Sustainability Committee and the Nomination Committee.

Contribution to the Company and reasons for re-election

Birgitte has extensive, global experience of engineering and consulting projects in the energy and built environment sector. Her knowledge and understanding of green energy technologies adds value as Wood continues to strengthen its expertise within renewable energy. Birgitte adds to the balance of skills and diversity of views on the Board.

Experience

Birgitte is a board member of Milton Huse A/S and is a non-executive director of the Danish based road contractor, Arkil Holding A/S, and of the Danish fund companies Danske Invest and Danske Invest Select. She was previously Chief Technical Officer with Maersk FPSO's, a business unit of international logistics company A.P. Moller – Maersk A/S, and prior to that was BU Director of the energy and Industry business of the Danish international engineering consultancy COWI A/S.

Brenda Reichelderfer**Non-executive Director**

Appointed in 2021.

Member of the Remuneration Committee and the Nomination Committee.

Contribution to the Company and reasons for re-election

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 is currently a director of Moog, Inc., and of Federal Signal Corporation. She was previously Senior Vice President and Managing Director of global consulting firm TriVista, Inc. and non-executive director of Meggitt plc. Prior to that Brenda was Senior Vice President, Chief Technology Officer and Director of Engineering of ITT Corporation. She also held the position of President in two of ITT's four Operating Divisions during her 28-year tenure.

Susan Steele**Non-executive Director**

Appointed in 2021.

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

Contribution to the Company and reasons for re-election

Susan has wide-ranging engineering and construction industry, programme management and supply chain performance experience. Her global expertise across a range of end markets significantly strengthens the Board.

Experience

Susan is the Chief Executive Officer of Steele & Partners. She is also an independent director of Hill International, Inc., and was until May 2021 a director of Harvard Bioscience, Inc. She was Senior Vice President of Global Supply Chain Management at Jacobs Engineering and held a number of roles including Vice President, Business Development for Manufacturing and Life Sciences at CHM2 Hill. In October 2021 Susan was inducted into the National Academy of Construction, which recognises and honours individuals for their distinguished contribution to the industry and to share their expertise.

Appendix 1 - Explanatory notes

Wood discretionary share plan

1. General

The operation of the Wood Discretionary Share Plan (the "**Discretionary Plan**") will be overseen by the Company's Board of Directors (or a duly authorised committee, such as the Company's remuneration committee) (the "**Board**").

Decisions of the Board are final and conclusive.

Benefits under the Discretionary Plan are not pensionable.

2. Eligibility

Employees (including employed executive directors) of the Company and its subsidiaries (the "**Group**") will be eligible to participate in the Discretionary Plan at the discretion of the Board.

Awards made to executive directors of the Company ("**Executive Directors**") will comply with the shareholder-approved directors' remuneration policy in effect at that time (the "**Remuneration Policy**"), particularly the application of individual limits, performance conditions, malus/clawback, vesting periods, holding periods and post-termination shareholding requirements.

3. Awards under the Discretionary Plan

Awards will be granted in one or more of the following forms, at the discretion of the Board:

- a share award, being a conditional right to acquire fully paid ordinary shares in the capital of the Company ("**Shares**") in the future;
- a share option, structured as an option to acquire Shares in the future; or
- a phantom award, being a conditional right to receive a cash sum in the future linked to the value of a number of notional Shares,

together the "**Awards**".

An option may be granted as a UK tax advantaged Company Share Option Plan ("**CSOP**") option or as a US tax advantaged Incentive Stock Option ("**ISO**").

Awards may also be granted as "**Deferred Awards**" in relation to remuneration earned as annual bonus, under any annual bonus plan or short-term incentive plan operated by the Company from time to time.

Share Awards and options may be settled using newly issued, treasury or existing Shares.

Awards may not be transferred or otherwise disposed of except on the participant's death and no payment is required for the grant of an Award.

4. Timing of Awards

Awards may only be granted within a period of 42 days starting on any of the following:

- the day the Discretionary Plan is approved by shareholders;
- the business day following the announcement or publication of the Company's results for any period;
- any day on which changes to the legislation affecting share plans are announced or take effect;
- any day on which the Board decides that exceptional circumstances justify the grant of Awards; or

- if restrictions on dealings or transactions in securities ("**Dealing Restrictions**") prevented the granting of Awards in the periods mentioned above, the day those Dealing Restrictions are lifted.

Awards may not be granted after 11 May 2033.

5. Dilution limits

Awards cannot be made if they would cause the "total plan shares" to exceed 10%, or the "discretionary plan shares" to exceed 5%, of the ordinary share capital of the Company in issue immediately before the Awards are made.

The "total plan shares" figure looks at the total number of new issue or treasury Shares that have been used to satisfy awards in the previous 10 years (or could still be used to satisfy awards) granted under the Discretionary Plan or any other employee share plan operated by the Company. The "discretionary plan shares" figure is similar but looks at the awards granted under the Discretionary Plan and any other discretionary employee share plan operated by the Company.

For so long as required by institutional investor guidelines, treasury Shares count towards these limits. Where certain variations of capital occur, the number of Shares taken into account under these limits will be adjusted as the Board considers appropriate to take account of that variation.

6. Individual limits

Awards to Executive Directors may only be granted in accordance with the limit set out in the Remuneration Policy.

For other participants, Awards may only be granted, in respect of any one financial year, with an aggregate market value at each relevant grant date of up to two times that participant's gross basic annual salary or up to two and a half times in exceptional circumstances.

The individual limits will not apply to Deferred Awards granted other than to an Executive Director.

7. Performance conditions

Awards may be granted subject to performance conditions, or other conditions, that must normally be satisfied in order for Awards to vest. All Awards granted to Executive Directors will be subject to performance conditions if required by the Remuneration Policy, with a performance period consistent with the Remuneration Policy.

The Board may change a performance condition, or any other conditions, in accordance with its terms, or if anything happens which causes the Board to reasonably consider the change would be appropriate. An amended performance condition will not be materially less or more difficult to satisfy than the original performance condition was intended to be.

8. Vesting and exercise of Awards

Subject to the satisfaction of any performance conditions, and any other conditions that apply, Awards will normally vest on the later of the date the Board decides the performance conditions/ other conditions have been satisfied and the vesting date specified by the Board at the grant date. Awards granted to Executive Directors will have a vesting date in accordance with the Remuneration Policy. Otherwise, Awards will not normally vest until at least 3 years from grant (2 years in the case of a Deferred Award). Awards may vest in tranches, in which case each tranche may have a different vesting date.

The Board may adjust the extent to which an Award will vest in light of:

- the principles set out in the discretionary matrix (the documented principle by which the Board will decide how it should exercise its discretion in relation to Awards);
- the wider performance of the Group, any business unit or team;
- the conduct, capability or performance of the participant;
- the experience of stakeholders;
- any windfall gains; or
- the total value that would otherwise be received by the participant compared to the maximum value that the Award was intended to deliver.

Following vesting of an Award (or exercise in the case of an option), Shares or cash (as appropriate) will normally be delivered to the participant as soon as practicable.

Awards granted as options may be exercised in full or in part and on more than one occasion. They will be exercisable for a specified period following vesting (ending not later than the 10th anniversary of grant) and if not exercised during that period they will lapse.

The Board may decide to settle a share Award partly or fully in cash instead of Shares.

Vesting, exercise (where relevant) and/or satisfaction of an Award may be delayed due to Dealing Restrictions, or where an investigation is ongoing that might lead to malus and/or clawback being triggered. In some circumstances, the exercise window for an option may be extended by such delays.

Awards may carry the right to receive an additional amount, in cash or Shares, relating to the value of any dividends with a record date from the grant date until vesting of the Award, as if the participant had owned the Shares (in respect of which the Award vests) during that period.

To the extent an Award or any part of it is no longer capable of vesting (or of being exercised), it will lapse.

If a participant moves jurisdiction (without leaving employment) and, as a result, there may be adverse legal, regulatory or tax consequences in relation to the participant's Awards, the Board may adjust those Awards as it considers appropriate.

Where Awards are granted in tranches, the rules relating to vesting, exercise and satisfaction will apply to each tranche separately as if each tranche was a separate Award.

9. Holding period

Awards may (and will, for an Executive Director) be granted subject to a holding period meaning that participants may not normally dispose of the Shares acquired for a specified period following vesting (or exercise for options). Some exceptions apply, including for Shares sold to cover taxes and/or social security.

10. Malus and clawback

Awards are subject to the Group's malus and clawback policy, as updated from time to time. Under the policy, the Board may decide to reduce, cancel or forfeit an Award (malus) or recover all or part of the value of an Award that has been satisfied (clawback) if certain circumstances occur.

11. Leavers

If a participant leaves the Group, the Award will normally lapse. However, if the reason for leaving is death, ill-health, injury or disability (evidenced to the satisfaction of the Board), the transfer of the participant's employing business or company outside of the Group or any other reason at the Board's discretion (a "**Good Leaver**") the Award will not lapse. Unvested Award will normally:

- continue until the normal vesting date, unless the Board decides otherwise (although vesting is accelerated in the case of death);
- but Awards not subject to performance conditions will vest on leaving;
- only vest to the extent the Board decides any performance conditions and other conditions that apply have been satisfied (with appropriate adjustments, if vesting is accelerated); and
- be time pro-rated (unless a Deferred Awards or the Board decides otherwise).

Vested Awards will normally continue in accordance with the provisions of the Discretionary Plan.

In the case of options that do not lapse as a consequence of leaving, there will normally be a six-month exercise period (12 months in the case of death) from vesting or, where vesting occurred prior to leaving, from leaving.

Any holding period will not continue to apply after leaving unless the Board decides otherwise (discretion cannot be exercised on death).

A participant will be considered to have left the Group when no longer employed by any member of the Group or when the participant gives or receives notice to leave.

If, at any time, a participant is summarily dismissed or leaves in circumstances that would have justified the participant's summary dismissal, their Awards will immediately lapse.

For Awards granted to employees who are on notice to terminate their employment the usual leaver rules will not apply. If the participant dies, Awards will vest on the date of death and, in the case of options, will normally be exercisable for 12 months. However, if it is discovered that the participant could have been summarily dismissed, Awards will immediately lapse.

Where Awards are granted in tranches, with each tranche having different vesting dates, the leaver rules will apply to each tranche separately as if each tranche was a separate Award.

12. Post-termination restriction for Executive Director retirees

Executive Directors' Awards are subject to a post-termination restriction, which means that a participant's Award may be reduced, or amounts recovered in respect of it, if they receive good leaver treatment as a consequence of retirement and, within a specified period from leaving (normally 12 months), become employed or engaged as an executive director in another business.

Where Awards are granted in tranches, these rules will apply to each tranche separately as if each tranche was a separate Award.

Appendix 1 - Explanatory notes (continued)

13. Company events

In the event of a takeover (including a person becoming bound or entitled to acquire Shares under UK company law) or proposed voluntary winding up of the Company, Awards will normally vest early. In the event of a scheme of arrangement in relation to the Company's Shares, Awards may be released early if the Board decides.

In these circumstances, Awards will normally vest:

- only to the extent the Board decides any performance conditions and other conditions that apply have been satisfied (with appropriate adjustments due to vesting being accelerated); and
- on a time pro-rated basis (other than Deferred Awards)

unless the Board decides otherwise.

Options will normally be exercisable for a period of three months from the relevant date and will then lapse.

Any holding period may continue to apply, with any amendments as the Board decides appropriate.

The Board may decide that the Group's malus and clawback policy will no longer apply to an Award, or will be varied in its application, if there is a company event.

In some circumstances (including internal reorganisations in particular), Awards may instead be exchanged for new Awards.

Where Awards are granted in tranches, these rules will apply to each tranche separately as if each tranche was a separate Award.

14. Variation of share capital

In the event of a variation in the share capital of the Company, a demerger, special dividend or distribution or any other transaction that will materially affect the value of Shares, the Board may adjust the number or class of Shares to which an Award relates.

15. Rights attaching to Shares

All Shares issued in connection with the Discretionary Plan will rank equally with other shares of the same class then in issue. The Company will apply for the listing of any Shares issued in connection with the Discretionary Plan.

Participants will not be entitled to any dividend, voting or other rights in respect of Shares until the Shares are issued or transferred to them (as appropriate).

16. Amendments and termination

The Board may change the Discretionary Plan in any way at any time, but the Company will obtain prior shareholder approval for any change that is to the advantage of present or future participants and which relates to any of the following: the persons who may receive Shares or cash under the Discretionary Plan; the total number or amount of Shares or cash that may be delivered under the Discretionary Plan; the maximum entitlement for any participant; the basis for determining a participant's entitlement to, and the terms of, Shares or cash provided under the Discretionary Plan; the rights of a participant in the event of a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares, reduction of capital, any other variation of capital; or to the provision in the rules requiring shareholder approval for changes.

There is an exception for minor amendments to benefit the administration of the Discretionary Plan, to comply with or take account of a change in legislation and/or to obtain or maintain favourable tax, exchange control or regulatory treatment of any member of the Group or any present or future participant.

No change may be made to the material disadvantage of one or more participants in respect of subsisting rights without the written consent of the affected participant(s) or unless all such disadvantaged participants have been asked for their consent and a majority of those who respond give consent. Similar exceptions for minor amendments as apply to the shareholder approval requirement apply to the obligation to seek participant consent.

The Board may establish further plans or schedules based on the Discretionary Plan, but modified to take account of any local tax, exchange control or securities laws in other jurisdictions, provided any Awards made under them count towards the individual and plan limits in the Discretionary Plan. At the date of this Notice:

- a US schedule in relation to potentially adverse tax rules for US taxpayers;
- a California schedule in relation securities laws for California residents;
- a Company Share Option Plan schedule in relation to the grant of UK tax advantaged CSOP options; and
- an Incentive Stock Option schedule in relation to the grant of US tax advantaged ISO options,

are attached to the Discretionary Plan.

The Company Share Option Plan schedule and the Incentive Stock Option schedule adjust the terms of options granted as CSOP or ISO options to the extent required (under the relevant legislation) for such options to qualify for tax advantaged treatment where applicable. Otherwise, CSOP and ISO options are subject to the same rules as other options under the Discretionary Plan.

The Discretionary Plan will terminate on 11 May 2033 (or on such earlier date as the Board decides), although this will not affect any subsisting rights under the Discretionary Plan.

This summary does not form part of the rules of the Discretionary Plan and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right to amend or add to the rules of the Discretionary Plan up until the time of the annual general meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

Appendix 2 - Explanatory notes

Wood employee share plan

17. General

The operation of the Wood Employee Share Plan (the "**Purchase Plan**") will be overseen by the Company's Board of Directors (or a duly authorised committee, such as the Company's remuneration committee) (the "**Board**").

Decisions of the Board are final and conclusive.

Benefits under the Purchase Plan are not pensionable

18. Eligibility

Employees (including employed executive directors) of the Company and its subsidiaries (the "**Group**") will be eligible to participate in the Purchase Plan at the discretion of the Board. It is intended that participation in the Purchase Plan will be offered to substantially all employees of the Group.

19. Awards types

Three types of award may be granted under the Purchase Plan:

- free share awards, being a conditional right to acquire fully paid ordinary shares in the capital of the Company ("**Shares**") in the future ("**Free Share Awards**");
- partnership share awards, consisting of the opportunity for employees to invest post-tax salary contributions for the purchase of Shares ("**Partnership Share Awards**"); or
- matching share awards granted to employees who participate in a Partnership Share Award, being a conditional right to receive Shares in the future linked the number of Shares acquired under the related Partnership Share Award ("**Matching Share Awards**").

The Board has absolute discretion what type of award may be granted.

Awards may be settled using newly issued, treasury or existing Shares.

Awards may not be transferred or otherwise disposed of except on the participant's death and no payment is required for the grant of an award.

20. Timing of awards

Free Share Awards may be granted, and/or invitations issued to apply for a Partnership Share Award, at any time.

Free Shares Awards may not be granted, or invitations to apply for Partnership Share Awards issued, after the termination of the Purchase Plan.

21. Dilution limits

Awards cannot be granted if they would cause the "total plan shares" to exceed 10%, or the "discretionary plan shares" to exceed 5%, of the ordinary share capital of the Company in issue immediately before the awards are made.

The "total plan shares" figure relates to the total number of new issue or treasury Shares that have been used to satisfy awards in the previous 10 years (or could still be used to satisfy awards) granted under the Purchase Plan or any other employee share plan operated by the Company. The "discretionary plan shares" figure is similar but relates to the awards granted under the Purchase Plan and any other discretionary employee share plan operated by the Company.

For so long as required by institutional investor guidelines, treasury Shares count towards these limits. Where certain variations of capital occur, the number of Shares taken into account under these limits will be adjusted as the Board considers appropriate to take account of that variation.

22. Nominee

Shares acquired by employees ("**Participants**") pursuant to an award granted under the Purchase Plan will be held by a nominee (the "**Nominee**") on behalf of the Participants. Shares held by the Nominee on behalf of Participants may be withdrawn from the nominee arrangements at any time. However, the withdrawal of Shares acquired under a Partnership Share Award may reduce the number of Shares that vest under the related Matching Share Award, if that award has not yet vested.

23. Free Share Awards

Free Shares Awards may be granted to Participants subject to performance conditions, or other conditions, that must normally be satisfied in order for Free Shares Awards to vest. However, the Board is not required to include performance conditions or other conditions.

The Board may change or waive performance conditions, or any other conditions, in accordance with its terms, or if anything happens which causes the Board to reasonably consider the change or waiver would be appropriate. An amended performance condition will not be materially less or more difficult to satisfy than the original performance condition was intended to be.

Subject to the satisfaction of any performance conditions, and any other conditions that apply, Free Shares Awards will normally vest on the later of the date the Board decides any performance conditions/other conditions have been satisfied and the vesting date specified by the Board at the grant date.

After Free Share Awards vest, the resulting Shares will be held by the Nominee on behalf of the Participants within the nominee arrangements.

24. Partnership Share Awards

The Board may issue invitations to eligible employees to apply for the grant of a Partnership Share Award. The invitation will specify the terms of the Partnership Share Award, including:

- the frequency and the number of contributions that will be deducted from salary;
- the maximum and minimum amounts of each contribution; and
- the frequency by which contributions will be used to purchase Shares.

Under the application, employees will specify the amount they would like to contribute for each deduction from salary. Contributions will be used by the Nominee to purchase Shares on behalf of Participants at the frequency specified in the invitation and held by the Nominee on behalf of the Participants within the nominee arrangements.

Participants may stop or vary contributions under their Partnership Share Awards.

Appendix 2 - Explanatory notes (continued)

25. Matching Share Awards

When the Board grants Partnership Share Awards, it may also grant Matching Share Awards corresponding to the Partnership Share Awards. If Matching Share Awards are to be granted, the Board will specify its terms in the invitation for the corresponding Partnership Share Awards, including:

- the ratio ("**Matching Ratio**") between the number of Shares that will vest under the Matching Share Award and the aggregate number of Shares acquired under the corresponding Partnership Share Award; and
- the date on which the Matching Share Award is expected to vest.

Matching Share Awards will normally vest on the expected vesting date. The number of Shares that will vest is equal to the aggregate number of Shares acquired (and still being held on the expected vesting date by the Nominee within the nominee arrangements) under the corresponding Partnership Share Award multiplied by the Matching Ratio.

After Matching Share Awards vest, the resulting Shares will be held by the Nominee on behalf of the Participants within the nominee arrangements.

26. Evergreen awards

The Board may specify that a Partnership Share Award and any related Matching Share Award will be an "**evergreen award**" - the cycle of deductions from salary and purchase of Shares under the Partnership Share Award, and the grant and subsequent vest of any related Matching Share Award, are repeated periodically on substantially the same terms as the original award(s).

If a Partnership Share Award and the related Matching Share Award (if any) are evergreen awards, the Board will specify the frequency by which award cycles will repeat and how long each cycle will last. However, the Board may change the terms of the evergreen awards between cycles.

27. Dividend equivalents and dividends

Free Share Awards and Matching Share Awards may be granted subject to dividend equivalents. Awards granted subject to dividend equivalents carry the right to receive an additional amount, in cash or Shares, relating to the value of any dividends with a record date from the grant date until vesting of the award, as if the Participant had owned the Shares (in respect of which the award vests) during that period.

Any dividends paid in respect of Shares held by the Nominee will be applied in purchasing further Shares unless the Board decides otherwise.

28. Leavers

If a Participant leaves the Group ("**Leaver**"), any Partnership Share Award held by the Participant will automatically come to an end with the effect that contributions from salary and the related purchases of Shares will stop.

If a Leaver holds Free Share Awards and/or Matching Share Awards which have not vested, such awards will normally lapse. However, if the reason for leaving is death, ill-health, injury, or disability (evidenced to the satisfaction of the Board), the transfer of the Participant's employing business or company outside of the Group or any other reason at the Board's discretion, the award will normally:

- Vest on the date the Participant left, unless the Board decides otherwise (discretion cannot be exercised on death); and

in the case of a Free Share Award:

- only vest to the extent the Board decides any performance conditions and other conditions that apply have been satisfied (with appropriate adjustments, if vesting is accelerated); and
- be time pro-rated.

Where a Participant leaves after a Free Share Award or Matching Share Award vests, the award will normally continue in accordance with the provisions of the Purchase Plan.

A Participant will be considered to have left the Group when no longer employed by any member of the Group.

If, at any time, a Participant is summarily dismissed or leaves in circumstances that would have justified the Participant's summary dismissal, the Participant's Free Share Awards and/or Matching Share Awards will immediately lapse.

29. Company events

In the event of a takeover (including a person becoming bound or entitled to acquire Shares under UK company law) or proposed voluntary winding up of the Company, Free Share Awards and Matching Share Awards will normally vest early and Partnership Share Awards will normally lapse. In the event of a scheme of arrangement in relation to the Company's Shares, Free Share Awards and Matching Share Awards may be released early and Partnership Share Awards may lapse, if the Board decides.

In these circumstances, Free Share Awards will normally vest:

- only to the extent the Board decides any performance conditions and other conditions that apply have been satisfied (with appropriate adjustments due to vesting being accelerated); and
- on a time pro-rated basis.

In some circumstances (including internal reorganisations in particular), awards may instead be exchanged for new awards.

30. Variation of share capital

In the event of a variation in the share capital of the Company, a demerger, special dividend or distribution or any other transaction that will materially affect the value of Shares, the Board may adjust the number or class of Shares to which a Free Share Award or Matching Share Award relates. The Board may also adjust the class of Shares to which a Partnership Share Award relates.

Alternatively, if the Board considers an adjustment of Free Share Awards and/or Matching Share Awards is not practicable or appropriate, vesting may be accelerated on a similar basis as for other company events.

31. Rights attaching to Shares

All Shares issued in connection with the Purchase Plan will rank equally with other shares of the same class then in issue. The Company will apply for the listing of any Shares issued in connection with the Purchase Plan.

Participants will not be entitled to any dividend, voting or other rights in respect of Shares until the Shares are issued or transferred to the Nominee on their behalf (as appropriate).

32. Amendments and termination

The Board may change the Purchase Plan in any way at any time, but the Company will obtain prior shareholder approval for any change that is to the advantage of present or future Participants and which relates to any of the following: the persons who may receive Shares or cash under the Purchase Plan; the total number or amount of Shares or cash that may be delivered under the Purchase Plan; the maximum entitlement for any Participant; the basis for determining a Participant's entitlement to, and the terms of, Shares or cash provided under the Purchase Plan; the rights of a Participant in the event of a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares, reduction of capital, any other variation of capital; or to the provision in the rules requiring shareholder approval for changes.

There is an exception for minor amendments to benefit the administration of the Purchase Plan, to comply with or take account of a change in legislation and/or to obtain or maintain favourable tax, exchange control or regulatory treatment of any member of the Group or any present or future Participant.

No change may be made to the material disadvantage of one or more Participants in respect of subsisting rights without the written consent of the affected Participant(s) or unless all such disadvantaged Participants have been asked for their consent and a majority of those who respond give consent. Similar exceptions for minor amendments as apply to the shareholder approval requirement apply to the obligation to seek Participant consent.

The Board may establish further plans or schedules based on the Purchase Plan, but modified to take account of any local tax, exchange control or securities laws in other jurisdictions, provided any awards made under them count towards the individual and plan limits in the Purchase Plan. At the date of this Notice:

- the Board operates the Wood Share Incentive Plan, which is a UK tax advantaged Share Incentive Plan (SIP); and
- the Board has adopted the Wood US Employee Share Purchase Plan, which is a US tax advantaged S423 ESPP,

which the Board intends to operate as a further plan under the Purchase Plan.

The Purchase Plan will terminate on 11 May 2033 (or on such earlier date as the Board decides), although this will not affect any subsisting rights under the Purchase Plan.

This summary does not form part of the rules of the Purchase Plan and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right to amend or add to the rules of the Purchase Plan up until the time of the annual general meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

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