Remuneration Committee

"Fair and balanced remuneration aligned with stakeholder interests remains at the heart of the Committee's decision making."

Jacqui Ferguson
Chair, Remuneration Committee

Committee meetings in 2020

Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
T	T	F		V			V	V		V	

Remuneration contents

***Audited**
Unless otherwise noted, the remaining sections of the Annual Remuneration Report are not subject to audit.

Read the Remuneration Committee Charter at:
woodplc.com/remcommittee

F Face to face
T Telephone
V Video conference

Membership

During 2020, the Remuneration Committee comprised the following independent non-executive directors; Jacqui Ferguson (Chair), Mary Shafer-Malicki, Nigel Mills and Jeremy Wilson. Jacqui was appointed as Chair of the Remuneration Committee following Jeremy Wilson's retirement as a non-executive director on 29 June 2020; Nigel also joined the Committee from this date. All members of the Committee are considered independent and short biographies can be found on pages 76-77.

Main responsibilities:

The Remuneration Committee advises the Board on executive remuneration and sets the remuneration packages of each of the executive directors within the approved policy. The Committee has a written charter, which is reviewed annually and is publicly available on the Company website. The Committee monitors the ongoing appropriateness and relevance of the Directors' Remuneration Policy and its application ensuring alignment of incentives and rewards with the wider workforce, global remuneration trends and culture at Wood.

The aim of the Committee is to establish an overall remuneration structure which:

- Promotes the long-term success of the Company and delivers the strategy;
- Reflects a balance of fixed and variable pay, with the intent of creating a competitive total remuneration package that supports the attraction and retention of executive directors; and
- Ensures appropriate alignment between incentivised performance and the interests of shareholders.

In setting the Remuneration Policy and its application, the Committee considers the relevant provisions of the UK Corporate Governance Code, relevant regulations enacted under the Companies Act 2006 and shareholder views through consultation.

Our principles

Alignment with strategy, culture, and delivery of shareholder value
Ensuring the Remuneration Policy and principles support the needs of our business over the next few years, our strategy and creating long-term value for our shareholders. We link pay to performance by ensuring there is a strong alignment with the organisation's short and long-term objectives, and the prevailing company culture. Our shareholding requirements ensure executives remain aligned with the shareholder experience, including post-departure.

Stakeholder engagement
The Committee is mindful of shareholder and other stakeholder expectations in respect of executive pay and actively takes this into account when developing remuneration arrangements.

Simplicity and balance
Our remuneration should effectively support attraction and retention, as well as being easily understood by all stakeholders. We aim to provide an appropriate balance between fixed and variable pay, with the following main components: base pay; benefits and pension; annual bonus plan; long term incentive plan; and the employee share plan. Our arrangements should be clear, transparent, and aligned to those of the wider workforce.

Internally fair, externally competitive
Ensuring executive directors' remuneration reflect wider workforce arrangements, including base salary increases. We use external data to inform our thinking and ensure remuneration decisions support attraction, retention, incentivisation and reward of our executive directors and broader leadership team.

Committee meetings in 2020

During 2020, the Committee met seven times to discuss remuneration issues and the operation of the Directors' Remuneration Policy. Additional meetings were held in January, February & September reflecting the enhanced focus in setting our new Remuneration Policy which was approved at the AGM in June and new ELT appointments during the year. There was full Committee attendance at each of these meetings. The Committee has a regular schedule of agenda items in addition to other matters. The following matters were considered during the year:

Matters considered	Jan	Feb	Mar	May	Aug	Sep	Nov
Policy application for year ahead: annual salary review & retention – executive directors and Chair of Board, alignment with wider workforce	D				I		I
Policy application for year ahead: ABP & LTIP executive directors; alignment with wider workforce	I	I	D				I
ABP: future year performance measures for all participant plans & personal objectives for executive directors	I	I	D				I
LTIP: future year arrangements, risks, and performance measures for all participant plans & executive directors	I	I	D				I
ABP & LTIP: Review current year performance against targets for executive directors and all participants	I	I	D	I			I
ABP & LTIP: Deferred and/or discretionary awards review and approval			D				
Wider workforce focus - overview for Committee on a range of matters including reporting (pay equity, gender & ethnicity), wellbeing focus, Covid-19 impact, share plans, benefits, incentive plans, annual salary review, reward roadmap, employee engagement, malus & clawback	I	I	I	I	I		I
Annual general meeting preparation				I			
Post annual general meeting review					I		
Annual report (and Policy) review & sign off	I		D		I		I
Stakeholder consultation and engagement requirements	D		D	D			D
Introduction & review of discretionary decision-making matrix				I	I		D
Introduction & review of malus & clawback policy for all participants	D						
Annual salary review & retention – ELT and company secretary			D		I		I
Remuneration review for new ELT appointments; Chief Operating Officer and Executive President, Projects						D	
Advisors external market update & investor guidelines update; review of emerging legislation/best practices/current thinking				I	I		I
Committee charter, objectives & rolling agenda – review of current year and determination of following year							D

D Decision made
I Inform, discuss and planning

Remuneration Committee continued

Workforce engagement & remuneration

The Committee continues to increase its focus on workforce engagement and is committed to ensuring employees' views are considered in any decision-making process. The aim of workforce engagement is to ensure that the workforce is listened to as part of the remuneration process so that remuneration decisions are aligned and underpinned by feedback, supported by data on the composition, remuneration, engagement, retention, and diversity of the workforce.

In 2020, the Committee chaired a Listening Group Network call with employees to gather feedback on their own reward, share how executive remuneration is aligned to wider workforce remuneration and demonstrate how the Committee governs remuneration decisions. The Committee continued to receive regular updates from the President of Reward & Mobility and Executive President of People & Organisation (P&O) throughout the year on wider workforce remuneration matters, ensuring that broader reward practices are understood and aligned when setting executive remuneration; this was particularly critical during 2020 with the unprecedented challenges and decisions which were taken. More information on wider workforce remuneration considered by the Committee can be found from page 101.

Advice provided (including internal teams)

During the year, the Committee took advice from Deloitte LLP, who was retained as external advisor to the Committee. Deloitte received £95,749 for the provision of services to the Committee during the year. These fees consisted of core services (where the cost was agreed in advance) and additional services (which were charged on a time and materials basis). The Committee has reviewed the remuneration advice provided by Deloitte during the year and is comfortable that it has been objective and independent. Deloitte is a member of the Remuneration Consultant Group and adheres to the Group's Code of Conduct. The Committee has reviewed the potential for conflicts of interest and judged that there were appropriate safeguards against such conflicts. As well as advising the Remuneration Committee, Deloitte provided other services in 2020, predominately related to tax compliance and advisory, and immigration advice. Where appropriate, the Committee also receives input from the Chair of the Board, Chief Executive, Chief Financial Officer, Executive President of People & Organisation, and the President of Reward & Mobility, who also acts as Secretary to the Committee. These individuals may attend the Committee but do not take part in discussions regarding their own compensation.

Committee evaluation

As detailed on page 81, Lintstock undertook a review of the Remuneration Committee during the year. The performance of the Remuneration Committee was rated positively overall and will be improved further over the coming year by focusing on changes in the remuneration environment, continuing awareness of competitors' approach to remuneration and continuing to manage and engage with all stakeholders in the context of a changing remuneration landscape. The review concluded that the Committee is appropriately chaired and supported in fulfilling its role.

Shareholder consultation

As a minimum, the Committee engages annually with significant shareholders and voting agencies via written correspondence and offers the opportunity to meet with the Chair of the Committee. The Committee views these meetings as an opportunity to ensure the Directors' Remuneration Policy, and application, continues to be aligned with shareholder views, with feedback used to inform the Committee's decision-making process. The Committee ensures that appropriate and meaningful shareholder consultation takes place in advance of any material change being proposed to the Directors' Remuneration Policy.

A summary of any such consultation and the Committee's response to substantive points raised will be included in the relevant section of the remuneration report. In addition, the Committee receives input on broader market insights and shareholder expectations through Remuneration Committee advisors.

We have continued to proactively engage with and listen to our shareholders during 2020. Additional communication with shareholders in May 2020 advised of decisions taken, as a result of the stakeholder experience, to apply discretionary reductions to the 2019 bonus achieved and LTIP participation levels for 2020; along with the decision taken by our executive directors to reduce their salaries by 10% from April 2020 for a period of nine months. The Committee is thankful for the time and considerations conveyed by our stakeholders and trusts that the proposed application of the policy detailed in this report demonstrate we have listened and acted following feedback.

Statement of shareholder voting

The Committee encourages shareholder engagement. Where there are a substantial number of votes against any resolution on directors' remuneration, the Committee seeks to understand the reasons for any such vote and will detail here any actions in response to it. In line with the Corporate Governance Code, where there are 20% or more votes against remuneration resolutions, the Committee will support the Board in engaging with shareholders to understand their views regarding remuneration.

The following table sets out the 2020 AGM voting in respect of our remuneration matters. We have engaged with shareholders who did not feel able to support the resolution, and explained the Committee's rationale for their decision, particularly around post-cessation shareholding requirements. The Committee will continue to monitor market practice and keep the existing approach under review.

Item	For [a]	Against	Number of Abstentions [b]
Advisory vote on the 2019 Annual Report on Remuneration	470,073,334 (87.07%)	69,834,493 (12.93%)	181,518
Binding vote on the 2020 Directors' Remuneration Policy	485,497,628 (90.14%)	53,097,415 (9.86%)	1,494,302

Notes to the Statement of shareholding voting

a. Discretionary votes have been added to "For" votes.

b. A vote abstained is not a vote in law and is not counted in the calculation of the percentage of votes "For" or "Against" a resolution.

Chair's Letter

Dear Shareholder

I am pleased to present, for the first time in my role as Remuneration Committee Chair, and on behalf of the Board, the annual report on remuneration for the year ending 31 December 2020. I was honoured to be appointed to the role of Chair from June 2020, replacing Jeremy Wilson who retired from the Board of Directors. In May 2020, we were delighted to welcome Nigel Mills as a Committee member, in addition to his duties as Senior Independent Director. The purpose of this report is to set out the remuneration of the executive directors, demonstrating how their pay aligns with the remuneration arrangements for the wider workforce, company culture and shareholder value creation through the delivery of the short and long-term strategic objectives of the Company. Last year we reviewed and updated our policy to ensure ongoing alignment to Wood's ambitions and were pleased to receive 90.1% votes in favour. The Committee is not proposing any material changes to the operation of the Policy in 2021 being satisfied with the changes made in 2020, however we are proposing to introduce an Environmental, Social and Governance (ESG) framework as performance measures for both the annual and long term incentive plans.

Response to Covid-19

This was a particularly challenging year, given both the impact of the Covid-19 pandemic and the volatility in oil prices. These events presented unprecedented challenges for our business. However, the Committee is proud of how the Company responded to these challenges. Our values of care, courage and commitment across Team Wood were at the heart of our response. Not only did our teams display unified effort in taking short-term action to protect the Company through a number of measures, but they also saw the opportunity to accelerate initiatives to set Wood up for future success. More information on our response to the pandemic can be found on page 101. Both Robin and David, and the wider leadership team, continued to show strength, resilience, courage, and care, as they kept their focus on setting us up for long-term growth and value, while leading through the crisis, supporting both our people and the Company's wellbeing.

We closely monitored developments in the external remuneration landscape as businesses responded to the global pandemic. Our key priority is to consistently balance fairly rewarding management for their performance, while remaining aligned with shareholder and wider stakeholder experience. This challenge was brought into sharper focus during the year. In order to protect the business and ensure long-term sustainability, our executive directors, members of the Board, Executive Leadership Team, senior management and around 3,300 employees globally voluntarily accepted a 10% salary reduction, implemented from 1 April 2020 for a period of nine months. Salaries have been re-instated to previous levels with effect from 1 January 2021, and reductions are reflected in the single remuneration figure on page 106.

As detailed in last year's report, during 2020, we also implemented a new malus and clawback policy, and spent time reviewing our governance frameworks to ensure we avoid rewarding poor performance. A key outcome has been the introduction of a discretionary matrix outlined in detail in the report to aid decision making for all aspects of remuneration, which can be found on page 104.

Alignment with the wider workforce

During the year we increased the Committee's involvement in wider workforce remuneration matters, supported by the internal reward team, and have disclosed information around this outreach within this report. We are committed to increasing transparency, ensuring fair reward for all employees, listening to feedback, and ensuring alignment of executive directors' remuneration to that of the wider workforce – see page 103 for more details. Workforce engagement will continue to evolve during 2021 and we look forward to the benefits this will bring.

As a minimum, the Committee engages annually with significant shareholders and voting agencies via written correspondence and offers the opportunity to meet with the Chair of the Committee. The Committee views these meetings as an opportunity to ensure the Directors' Remuneration Policy and its application continues to be aligned with shareholder views, with feedback used to inform the Committee's decision-making process. We have continued to proactively engage with and listen to our shareholders during 2020 and are thankful for the time and considerations conveyed; we have endeavoured to ensure views are understood and listened to. Additional communication with shareholders in May 2020 advised of decisions taken, as a result of stakeholder experience, to apply discretionary reductions to the 2019 bonus achieved and LTIP participation levels for 2020; along with the decision taken by our executive directors to reduce their salaries by 10% from April 2020 for a period of nine months.

Remuneration and performance outcomes for 2020

Annual Bonus Plan

Management have demonstrated exceptional efforts throughout the year, and the Committee is challenged with how to fairly reward this achievement while recognising that business performance, although resilient, has been impacted by the market conditions. Having carefully considered the experience of all stakeholders, supported by the new discretionary matrix, the Committee has decided to reduce the formulaic bonus outcomes for 2020, resulting in no bonus payments being made. Whilst management have made significant progress against personal and team objectives (see page 108) and on the whole have performed well during extremely difficult times, and positioned Wood for future growth, we and management believe zero payment is an appropriate response given Wood's financial performance, suspension of the dividend, the use of government support schemes and the overall business context.

Chair's Letter continued

Long Term Incentive Plan (LTIP)

Performance measures for LTIP performance period 2018 – 2020 were relative Total Shareholder Return (TSR), against a select group of peer companies, at a 50% weighting, and a strategic measure, also with 50% weighting. The strategic measure was to achieve the three-year cost synergy target of $170m, with threshold at $160m and maximum performance being achieved at $200m. These targets were disclosed to shareholders at the time of grant. Following an independent review, cost synergies of $231m were realised over the three-year period, resulting in the maximum achievement for this measure. This outcome reflects significant performance delivery in relation to the published synergy targets from management, despite very challenging conditions, in focussing on cost reduction since the formation of Wood. TSR performance was below 50th percentile, resulting in zero award for this measure. 50% of the total award will vest in March 2023 following the end of the additional two-year holding period. In considering this outcome, the Committee reviewed the wider stakeholder experience, which is detailed in the report, including the value from the time of grant to realisation of the award being directly aligned to the movements in the share price over that period. We believe the exceptional performance from the executive directors and their management team in achieving these results during this challenging time not only ensured the resilience of the business in light of the prevailing market conditions but has also positioned Wood well for future success.

Proposed policy application for 2021

Full details of our proposed implementation of the Directors' Remuneration Policy for 2021 can be found on page 118-119. We do not propose any increase to base salary, in line with the majority of the wider workforce; in addition, there will be no change to benefits provided since our last report. As disclosed in our previous annual report and policy, executive directors' pension contributions will align to those of the wider workforce from 1 January 2022 in their country of employment, currently 9% in the United Kingdom.

Following review, as detailed in last year's report, we propose to introduce an ESG (environmental, social and governance) framework in our variable reward plans for 2021, with 10% allocated against both the annual bonus plan and LTIP. We believe our variable reward measures are aligned to our strategy, supporting the transition away from our oilfield services heritage to a more enduring market position in energy transition and sustainable infrastructure, and will deliver our longer-term sustainability goals.

Annual Bonus Plan

The maximum bonus opportunity for the Chief Executive will remain at 175% of base salary, and 150% of base salary for the CFO, less than the Policy maximum of 200% of base salary. Full details of the corporate and personal objectives, which account for 30% of the annual bonus opportunity, are provided on page 119. The other performance measures will be a measure of profit at 30%; cash generation at 30%; and an ESG framework, including key safety metrics and diversity/inclusion metrics at 10%.

Long Term Incentive Plan

The participation level for the Chief Executive will remain at 200% of salary and 175% of salary for the CFO. As in previous years, and detailed in the Policy, no portion of these awards is released until five years from grant, in line with our focus on creating value for shareholders over the long-term. Having considered previous performance measures, we are proposing to change these in 2021 to be more simple, transparent, and aligned to stakeholders, with regular external reporting demonstrating improvement. The measures are proposed to be relative TSR, EBITDA margin percentage improvement, revenue growth and an ESG framework, weighted 50%, 30%, 10% and 10% respectively. We have proposed 30% on EBITDA margin percentage improvement and 10% on revenue to ensure good quality growth. These measures are key strategic priorities aligned with value generation for our shareholders, incentivise business growth through higher margin services, and support our sustainability plan. Full details, along with the threshold and maximum targets, can be found on page 118.

As always, we want to ensure we motivate and retain the executive management at Wood, who we believe are of the highest calibre, whilst recognising a need for alignment with all stakeholder experiences. The Committee will continue to ensure we find the appropriate balance for our Company and look forward to your support on the relevant resolutions at the AGM.

Signed on behalf of the Board and as Chair of the Remuneration Committee.

Jacqueline Ferguson

Jacqui Ferguson
Chair, Remuneration Committee

Workforce reward

Around 40,000 inquisitive minds, on a quest to unlock solutions to the world's most critical challenges, our people are what enable us to achieve our purpose, they are our most important asset. We are committed to providing fair reward for our people in return for the work they do, whilst ensuring that we are responsible with our spend on reward. Our priority is to ensure our people feel secure, are rewarded competitively, and treated fairly and inclusively.

Covid-19 and oil price reduction response

Like many companies, Wood was affected by the unprecedented event of Covid-19, compounded by volatility in oil prices. We announced during the year a series of actions with an immediate focus on keeping our people, and the communities in which we serve, safe and healthy, whilst protecting our business and stakeholders by reducing cost, protecting margin and cashflow and ensuring continued balance sheet strength. As part of our response, we were able to ensure that we protected key benefits including retirement plans, life assurance and long-term disability insurance, where applicable, to the pre-salary reduction values, (as detailed below) for all our employees; this protection also applied to anyone who was furloughed in the UK.

Although there were a number of difficult decisions taken during the year, we were able to accelerate our wellbeing strategy. We were able to focus our efforts on enhanced engagement and support the implementation of our new global remote and flexible working policy, enabling greater work life balance for our diverse workforce.

More information on these activities can be found on pages 48-53

The Board, executive directors, senior leaders and around 3,300 employees elected to take on average, a voluntary 10% reduction in base salary for nine months from April 2020. We engaged with each employee individually to ask them to consider a voluntary reduction to their salary; the response demonstrated the strength of commitment of our colleagues with support received from 98.5% of those involved. Salaries have been re-instated to previous levels with effect from 1 January 2021 for those employees affected. Other difficult measures taken during the year included a substantial number of redundancies, the use of furlough programmes and reduced working hours. Wherever possible we have sought to retain skills and experience in our business and protect as many jobs as possible.

Sharing success

We are committed to ensuring that our people benefit from the collective success of Team Wood and are rewarded for their commitment to delivering our vision, values, and purpose. In 2020, we continued our offering of our Employee Share Plan (ESP) which offers employees the chance to own a stake in the future of Wood, along with the ability to benefit from matching shares and dividends.

In addition to the ESP, a new Share Incentive Plan (SIP) for our UK workforce, which was approved by the Board in November 2020, will be launched in 2021. The introduction of this plan offers lower minimum contributions, making the plan more widely accessible to all workers, as well as enabling cost efficiency for the organisation. We will assess the impact of the new plan in 2021.

In 2021 we will also introduce a global spot bonus policy allowing individuals or teams to be rewarded financially for outstanding contributions to Wood, sharing in collective success. We celebrate wider achievements across the company in many ways, with more details in our people section on page 51.

Summary of 2020 ESP enrolment:

35,281
eligible employees

17
countries

9
languages of inclusive communications and materials

2,828
enrolled (8% of total eligible)

Workforce reward continued

Employee involvement

With an increased focus on modernising our business and as part of our reward roadmap launched internally in 2020, we continue to direct our efforts for the year ahead on increasing engagement and employee voice to ensure decisions are people led and that we keep our people informed. For the first time in November the Remuneration Committee chaired our Listening Group Network call focused on reward, including an overview of executive pay alongside the launch of our reward roadmap to our people. In addition to this, we engage with our people through our employee engagement survey, local reward surveys, employee networks and committee led engagement activity.

Our employees told us they want:	How we have responded:
More transparency on pay	Launched our reward roadmap outlining key steps our transparency journey with enhanced focus on building procedural understanding, visibility, and manager confidence.
Open conversation about pay with line manager	Launched our learning hub of people resources with reward focused modules. In 2021, we will be focusing on increasing the number of line manager training sessions to improve confidence and enhance knowledge.
To understand career paths and link to pay	Continuing with visibility of career paths by completing our technical and functional global job frameworks. Continued focus on application of our job and reward frameworks and mapping individual positions.
To know how Wood ensures reward is fair	Implemented standardised variable remuneration frameworks, core benefits offering and global processes and procedures. Further education will take place in 2021.
Demonstrate pay equity in other countries, not just those where legislation mandates	In 2021 we will establish data analytics frameworks to measure success and introduce internal pay equity reporting, linked with our Inclusion & Diversity (I&D) agenda, and supported by the further roll out of Oracle People.
More team and individual short-term incentives	Launch of our global spot bonus policy which we will continue to review in 2021.
Flexible working	Launch of our global flexible working policy.
Local benefits design and externally competitive	We continued to enhance our voluntary benefit offering in the countries which we operate, based on feedback from our people. Through robust external analysis and benchmarking we will continue to introduce salary bands in more countries in 2021.

Employee reward focus groups

In 2021, we will establish employee reward focus groups with a view to educating, engaging, and inspiring our people through two-way engagement on reward matters. Through these forums we will listen to our workforce to understand what fair reward means to them, and how we can become meaningfully transparent with reward.

Alignment to the workforce

The Directors' Remuneration Policy was approved by shareholders at the 2020 AGM in June and took effect from that date. The objective of the Policy is to set all components of remuneration, maximum awards, and performance measurement, which provide a compensation package promoting the long-term success of the business and delivery of the strategy. The Policy with updated scenario charts can be found at **woodplc.com/rempolicy**

This table provides a summary of executive directors' remuneration outlined in our Policy and alignment to the wider workforce.

Element & purpose executive director remuneration	Alignment with workforce
Salary To provide an appropriate level of fixed salary to attract and retain executives with the qualities, skills and experience required to deliver our strategic objectives.	The process of setting and annually reviewing salaries against market information, mindful of individual contribution, is the same for all employees including executive directors. Salaries are paid either cumulatively by hours worked or on a fixed installment basis.
Benefits To provide fair and market competitive benefits which support the health and wellbeing of our executives to perform at their best.	All employees are provided with benefits typical of the markets in which they are employed. In the UK, this includes private medical insurance, income protection insurance (where applicable), transportation allowance (based on job level) and life assurance. Where applicable, employees are offered the ability to choose additional benefits to suit their lifestyle and circumstances.
Retirement related benefits To support the long-term financial wellbeing and future stability of our executives in return for their commitment to delivering our strategic objectives.	Employees receive retirement plan contributions typical of the markets in which they are employed. In the UK, this is currently a maximum of 9% employer contribution. Current executive directors receive 15% pension contributions; as previously reported this will be aligned to the UK workforce from 1 January 2022. Any new executive directors will align with provisions in place for employees in the country which they are employed.
Annual Bonus Plan (ABP) To incentivise executives to deliver strategic business priorities for the financial year with compulsory deferred payment designed to provide additional alignment with stakeholders and reinforce retention.	Provides a reward for senior employees critical to future success and who are in a position that can materially influence the success of Wood. Participation levels are based on the job which an individual carries out linked to a global framework. ABP is based on the same structure and performance targets throughout the organisation, except for further team and personal targets where appropriate. Executive directors and the ELT receive 75% of any award earned in cash, with the remainder deferred into stock for a further two years. Other participants, with a small number of senior leadership exceptions, are paid fully in cash. ABP participation typically applies to circa 3.5% of the global employee population.
Long Term Plan (LTP) To reward and retain executives while aligning their interests with those of stakeholders by incentivising performance over the longer-term. Performance measures are linked to longer-term creation of shareholder value.	Designed to incentivise senior leaders in delivering business performance over the longer-term. The plan provides an opportunity to earn an award, in the form of conditional shares, subject to remaining in employment on the same basis as our executive directors. Measures are consistent and linked to long-term creation of shareholder value for all participants. Participation levels are based on the job which an individual carries out, linked to a global framework. The number of people enrolled in 2020 was 373, representing 0.86% of the global employee population.
Employee Share Plans To give our people the opportunity to benefit from the success to which their performance and commitment contributes.	Open to all eligible employees across the organisation. Employees may choose to contribute up to 10% of gross salary subject to plan rules, or such lower amount as the Committee may determine, which is deducted in regular pay periods from the salary. Depending on country eligibility, employees may join the Employee Share Plan (ESP) or Share Incentive Plan (SIP).
Shareholding requirements To ensure that executive directors' interests and individual wealth are aligned with those of shareholders over a long-term performance period.	Policy applies to executive directors only. Other senior employees hold shares as part of deferral and retention requirements of variable remuneration plans. Directors are required to hold shares post-employment. Post-employment shareholding does not apply to any other employees.

Discretionary matrix

The Committee exercises discretion when determining the outcomes of short and long-term variable reward in addition to the formulaic outcomes considering any year-on-year changes, market conditions and relevant environmental, social and governance (ESG) matters. Such factors may include (but are not limited to); workplace fatalities and injuries, significant environmental incidents, large or serial fines or sanctions from regulatory bodies and/or significant legal judgements or settlements.

The summarised discretionary decision matrix acts as a framework for the Committee to consider other factors which drive the overall performance of the business and the impact across stakeholders, ensuring that we avoid reward for failure in our variable reward outcomes.

This framework can be found at:
woodplc.com/discretionarymatrix

What is the formulaic outcome, following consideration of any underpinning performance metrics?

How does the outcome compare with stakeholder experience?

Shareholders	Wider workforce	Clients	Suppliers

How does the outcome compare with wider Company performance?
How has the outcome enabled delivery of the strategy?

Financial	Strategic	Inclusion & diversity	ESG

Consider input from other Committees
Legal, Internal Audit & Risk and P&O

Consider positive & negative external factors, including competitive landscape

Are there any other events that should be factored in?
e.g. change in accounting standards

Consider rolling cycle of performance, both long and short-term, including vs peer group

Consider historical application of discretion

Consider stakeholder response to results

Is the outcome fair & reasonable, or should an adjustment be considered?

Determine additional engagement & disclosure required for stakeholders

Remuneration Policy

The Remuneration Policy was reviewed and approved by shareholders at the 2020 AGM and took effect from that date. Extensive shareholder consultation was undertaken by the Committee to ensure views were understood and listened to, including face-to-face meetings in summer 2019. The output of these meetings influenced the Committee's decisions, leading to a Policy which was overwhelmingly supported at the AGM. The objective of the Remuneration Policy is to set all components of remuneration, maximum awards, and performance measurement, which provide a compensation package promoting the long-term success of the Company and supports the strategy. It does this through a balance of fixed and variable pay, with the intent of creating a competitive total remuneration package which attracts and retains executives while creating an appropriate alignment between incentivising executive performance and the interests of shareholders. The Committee will put a revised policy to shareholders again no later than the AGM in 2023.

The Directors' Remuneration Policy with updated scenario charts with our proposed application for 2021 can be found at: **woodplc.com/rempolicy**

In reviewing the application of the Remuneration Policy, the Committee ensures the following areas, as outlined in Section 40 of the UK Corporate Governance Code, have been fully considered and addressed as described below:

Clarity	We fully disclose our remuneration decision making, targets and outcomes in our annual report on directors' remuneration. We carry out regular shareholder engagement throughout the year, as necessary. Our wider workforce remuneration arrangements focus on ensuring we are internally fair, whilst remaining externally competitive. We are improving transparency of our remuneration and seek to gain feedback from our global workforce via our employee engagement surveys and Listening Group Network.
Simplicity	Our performance measures for our long and short-term incentives are simple and aligned to our stakeholders. The operation, targets and outcomes are fully disclosed in the annual report each year. Where possible we communicate future performance measures and targets, such as in our long-term incentive plan, but in certain areas, such as annual bonus, are unable to do so due to commercial sensitivity. Participants are provided with engaging supporting documentation to ensure understanding, with regular updates provided during the course of each performance period, to drive positive behaviours and business performance.
Proportionality	As defined in our Remuneration Policy, total remuneration is more heavily weighted towards variable pay linked to Company-wide performance and stakeholder experience. Individual performance is aligned with delivering the long-term strategy. The Committee reserves the right to apply discretion to ensure that poor performance is not rewarded; outcomes may be adjusted to reflect stakeholders' experience.
Predictability	The Committee discloses and explains all relevant limits and discretions allowed under the terms of the Remuneration Policy. This is further demonstrated in the remuneration report each year.
Alignment to culture	Incentive plans are linked to business strategy, overall performance, and growth through a mix of financial and non-financial targets. They reward those who exemplify behaviours which align to our purpose, culture and values, aiding delivery our strategy.
Risk	Governance of our remuneration arrangements ensures that rewards are not excessive compared to Company results and stakeholder experience. We review our performance measures and targets used in our incentive plans to ensure they do not lead to excessive risks and poor behaviours. The Committee monitors the overall performance of executive directors and assesses the overall outcome of performance in the relevant financial year. Our enhanced malus and clawback provisions safeguard the Company against future risk in relation to our long and short-term incentive plans which applies to awards from 2020.

Executive directors' remuneration

Single figure of remuneration*

The following table sets out the single figure of remuneration received or receivable (£000's) in the year for each of the executive directors.

	Year	Salary [a]	Benefits [b]	Bonus	Long term incentive [c]	Pension related benefits [d]	Total	Total fixed remuneration	Total variable remuneration
Robin Watson	**2020**	**£728**	**£14**	**£0**	**£354**	**£118**	**£1,214**	**£860**	**£354**
Robin Watson	2019	£750	£14	£814	£0	£112	£1,690	£876	£814
David Kemp	**2020**	**£461**	**£14**	**£0**	**£202**	**£75**	**£752**	**£550**	**£202**
David Kemp	2019	£475	£14	£442	£0	£71	£1,002	£532	£442

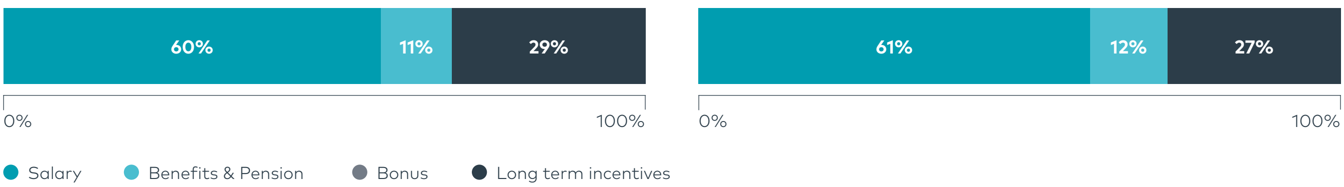
Notes to the single figure of remuneration

a. Salary received during the year, includes voluntary pay reduction of 10% from 1st April 2020 to 31st December 2020.
b. Taxable benefits received during the year. These include transportation allowance and private medical cover.
c. No element of the value is shown from share price growth. The share price used to calculate the LTIP value is £3.102, the closing mid-market share price on 31 December 2020.
d. Pension figure reflects cash value of defined contribution pension contribution or cash alternative, as detailed in the next section.

Bonus and long term incentive outcomes are described in the following sections.
The aggregate amount of executive directors' remuneration (salary, benefits including cash pension allowances plus bonus) is £1,965,204.
The aggregate amount of Company contributions to executive directors' pension schemes is £39,987.

Robin Watson

David Kemp



Pension benefits

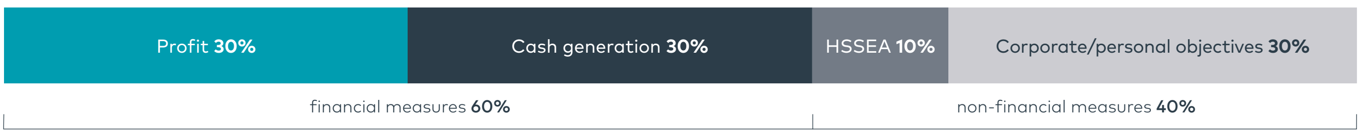
In line with the Directors' Remuneration Policy, executive directors can choose to participate in the relevant local defined contribution pension arrangement or receive a cash allowance in lieu of pension, or a combination thereof. In line with our current Remuneration Policy and existing arrangements, payment may be up to 15% of base salary, this compares with 9% for onshore, office-based employees in the UK. Robin Watson split his pension benefits with 66% as cash allowance and the remainder as defined pension contributions; David Kemp chose to receive his full pension entitlement as a cash allowance. As already detailed in the last two annual reports, from January 2022, pension entitlements for the existing directors will align to that of the wider workforce, which is currently 9% in the UK.

Normal retirement age specified in the pension scheme rules is 65 years. There are no additional benefits that become receivable in the event of early retirement.

Bonus

For 2020, the maximum bonus opportunity was 175% of base salary for the Chief Executive and 150% for the CFO. Bonus measures were split between financial, HSSEA and corporate or individual performance objectives with a balance of 60%, 10% and 30% respectively. Financial measures were further split into two measures – a measure of profit and a measure of cash generation - equally weighted at 30% as illustrated in the chart below:

Relative weighting (% of bonus maximum opportunity)



Overview of performance

2020 was a very challenging year - for our people, our clients, our suppliers, our shareholders, and other stakeholders. The Board took the difficult decision not to pay a dividend; our executive directors, leadership teams and approximately 3,300 of our employees agreed to take a voluntary salary reduction for nine months; we sadly had to make a substantial number of redundancies and utilise government furlough schemes; two of our colleagues tragically lost their lives; and we did not realise our financial targets. However, client satisfaction remains high; we have supported our people and the communities in which we work with many wellbeing initiatives; our broader safety performance was good; we delivered cost synergies in excess of the target set at the time of the AFW transaction; we published ambitious environmental, social and governance targets; and have delivered clear tactical plans to deliver our enhanced organisation structure.

Having considered all factors, the executive directors communicated to the Committee that they felt it would be inappropriate for any bonus to be paid. The Committee believe that management on the whole performed well during extremely difficult times and have taken steps to position Wood for future growth. However, taking everything into consideration and using the discretionary matrix for guidance (see page 104), and considering provisions in the malus policy, they are supportive of management's proposals and as a result zero bonus will be paid for 2020 performance. Details of outcomes against each measure are described below.

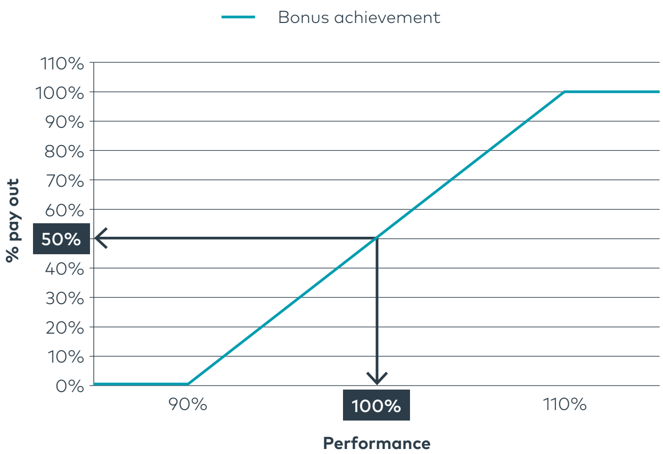
Financial measures and outcomes

Financial measures for the bonus year ended 31 December 2020 consisted of:

- Profit target – we used EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortisation) as our metric of success
- A cash generation target – this was based on pre-tax cash from operations before exceptional items

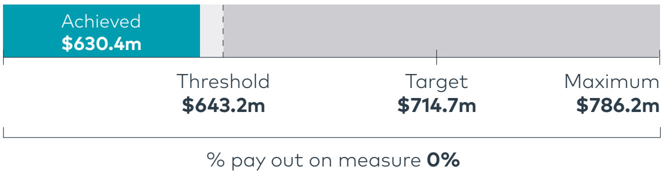
Threshold performance was 90% of the target set, and maximum bonus is achieved when results exceed 110% of target. Threshold performance must be met before any award is paid for each element; if target performance is met, 50% of the potential bonus opportunity is paid; 100% is payable for reaching maximum performance. Performance between threshold and target and between target and maximum will result in a proportionate award calculated on a straight-line basis as illustrated in the following graph:

Financial performance and bonus achievement

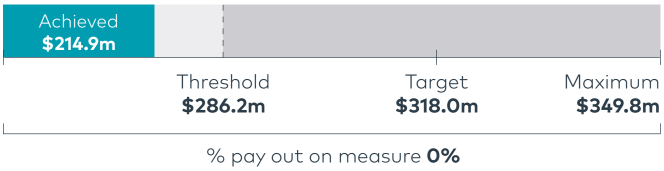


A summary of the financial targets and achievements are set out below:

Profit (EBITDA)



Cash generation



Note: Illustrations not to scale

HSSEA measures and outcomes

Safety and assurance remain our top priority and underpins the sustainability of our business. HSSEA measures accounted for a total 10% of the maximum bonus opportunity and related directly to three Key Performance Indicators, equally weighted. Performance achievement is considered and approved by the Safety, Assurance and Business Ethics Committee (SABE).

Measure	Target & payment	Achieved
Total Recordable Incident Rate (TRIR - the total of lost work cases, restricted work case and medical treatment cases per 200,000 work hours).	Improve by 10% Performance between 0% and 10% results in a proportionate payment.	6% improvement
Close out of assurance actions	Overdue assurance actions less than, or equal to, one month If this KPI is achieved, 3.33% will be paid; if it is not, no payment will be made.	Measure fully met
Leadership engagement sessions	Meet or exceed number of sessions set for year If this KPI is achieved, 3.33% will be paid; if it is not, no payment will be made.	Measure fully met

Despite the achievements above, due to the tragic two fatalities during the year management proposed that this element of the bonus be waived. The Committee supported this decision as part of its overall discretionary approach.

Notes

TRIR metric was previously disclosed as Total Recordable Case Frequency (TRCF), although renamed the definition remains the same.

Executive directors' remuneration continued

Corporate / personal objectives and outcomes
Stretching objectives relating to corporate and personal objectives focused on the delivery of strategic plans weighted as 30% bonus opportunity. Achievement of objectives is considered by the Chair of the Board and the Remuneration Committee as part of the annual review process. Measurement against each of the objectives is based on tangible performance outcomes and demonstrable evidence of achievement during the year. Achievements against each objective are described in the table below, demonstrating strong leadership and performance in many areas.

Corporate performance objective	Achievements
Deleveraging and synergy delivery: Take Company within the 0.5 – 1.5 (debt to EBITDA) range within 2020. Complete the Class 1 Transaction delivery elements around both deleveraging and synergy delivery in 2020, aligned to the original 3-year transactional delivery objectives.	Net debt to EBITDA 2.1 at 31 Dec 2020; driven by the reduction in earnings due to Covid-19 and oil price volatility. The AFW Transaction cost synergies in excess of $210m were delivered over the 3-year period and were further supplemented by significant cost reductions made within 2020, specifically in reaction to Covid-19.
Executive Leadership Team effectiveness: Assess and continuously improve ELT 'team health' in a measured manner (independently via coach feedback from the ELT development programme). Fully embed the new ELT members in new roles through 2020 to achieve the most effective ELT team dynamic for the Company.	Continued investment in ELT team development to accelerate team dynamic and optimise performance resulted in even stronger team effectiveness with higher benchmarks set.

Individual performance objectives		
Executive Director	**Objective**	**Achievement**
Robin Watson	**Deliver against the Group strategic cycle (2019 – 2023):** Provide mechanisms for delivering against the Group strategy and demonstrate continued tactical progress aligned to the Capital Market Day commitments.	The diversified positioning of the group over the past 4 years culminated in providing resilience in the Group's financial performance being less affected in 2020 than oilfield services peers. Further delivery of clear tactical plans to deliver our enhanced organisation structure. Despite a challenging year, a healthy sales pipeline has been enabled through the diversified positioning of the Company, good win rates and many good enduring client relationships.
	Delivery against key strategic priorities: margin improvement (2020 EBITDA % margin to be greater than 2019 EBITDA margin); execution excellence (standardised and improved project delivery outcomes); portfolio positioning and rationalisation (optimise service and market range); and deliver organisational change programme and succession plans.	We entered 2020 with a very clear focus on margin improvement and took further actions to reduce costs as market conditions deteriorated. This culminated in the delivery of c.$230M of savings within 2020. We continued to rationalise our portfolio, with proceeds of $455m, via the successful divestments of non-core businesses: nuclear, industrial services and YKK businesses, and our interest in TCT successfully completed. In the fourth quarter, we took steps to enhance the future resilience of the Company in the reorganisation of Wood into three global business units effective from 1 January 2021 (Operations, Projects, and Consulting), complete with a new Chief Operating Officer role, to deliver executional excellence across our projects and drive operational standardisation.
	ESG and sustainability: Appropriate consideration of climate change as a business risk, broader ESG positioning of the business and development and delivery of the appropriate sustainability programme(s).	Significant progress made in 2020 on implementing ESG programme including: Establishing the Company's first ever target to reduce carbon emissions and in doing so, minimise our climate impact. We broadened the range of our "Building Responsibly" programme (Wood is a founding member - working together with leading engineering and construction companies to promote the rights and welfare of workers across the industry). More details can be found in the people pages of the annual report. We have also put in place an ambitious CSR programme developed to deliver over next 10 years and a comprehensive new sustainable strategy embedded across business. I&D targets agreed and will feature in variable reward plans in 2021.
	Active safety and ethics leadership: Continue to stimulate a programme of active leadership and delivery in the safety, case management and ethics arena.	Whilst we continued to invest heavily – and make very good progress - in our efforts to minimise risk, continually improve our global safety performance and deliver against our ambitious ethics and compliance programme, the tragic loss of life of two colleagues has been a very low point during the year. We implemented focus and support to effect immediate appropriate change and have an enduring focus on those parts of our business where the safety culture needs to mature and improve. There was enhanced and specific focus on risk management during year, considering the additional challenges due to the pandemic. Demonstrated leadership in SABE Committee and Investigations Oversight Committee, ensuring effective oversight and management of investigations. Regulatory investigations progressing.

Individual performance objectives		
Executive Director	**Objective**	**Achievement**
David Kemp	**Capital structure:** Deleveraging and refinancing to include completing disposals; maintain focus on working capital; ongoing review and analysis of Wood capital structure; and develop, agree and begin execution of a refinancing plan for Revolving Credit Facility (RCF).	Disposals of nuclear, industrial services and YKK businesses, and our interest in TCT successfully completed. Refinancing strategy developed and agreed by Board. Active leadership to secure long-term funding and successfully extended our RCF at competitive market rates, reflecting the strong support of our relationship banks. In addition, the facility will step down from $1.75bn to $1.5bn in May 2022 reflecting Wood's lower debt requirement due to its considerable financial headroom and liquidity.
	Investor engagement: Develop and implement ESG investor plan engaging external advisors and internal teams. Develop a share price improvement plan to identify and deliver new significant long-term and marginal investors including repositioning the Wood brand.	Enhanced ESG investor plan implemented including engagement with ratings agencies, brokers, and investment banks. Despite a challenging year, the investment case was well received and the ESG programme strongly positioned, supported by development of new ESG website. Greater focus on energy transition activities with successful positioning at investor conferences and salesforce meetings. This focus will continue into 2021.
	Support margin improvement plan: Support and govern the delivery of margin improvement plan including portfolio rationalisation, enhancing commercial support provided to significant projects and delivering F&A central savings plan.	Strong delivery and governance of margin improvement plan with rapid intervention, cash, and earnings focus. Thoughtful, focused, and deliberate leadership in delivery against the trading challenges facing the business. More than 10% savings across central F&A delivered.
	Regulatory investigations: Through governance structure, provide leadership to SFO, DOJ, SEC and COPFS Investigations.	Demonstrated leadership in Investigations Oversight Committee, ensuring effective oversight and management of investigations. Regulatory investigations progressing.

Executive directors' remuneration continued

Long term incentives – Long Term Incentive Plan (LTIP)

The figures set out in the single figure of remuneration table are related to awards under LTIP 2018-2020, which ended on 31 December 2020. Maximum awards and LTIP measures under the performance period were as per the table below:

		Performance measures split	
Name	Participation level	TSR	Strategic measure: Synergy target
Robin Watson	200%	50%	50%
David Kemp	175%	50%	50%

For each performance measure, upon reaching the threshold, 25% of the relevant measure becomes payable; and on reaching the maximum, 100% of the relevant measure becomes payable. For achievement between threshold and maximum, the allocation is on a straight-line basis. No award is made for less than threshold performance. The targets for LTIP 2018-2020, and the extent to which they were achieved, are set out in the table below.

Financial measures	Threshold	Maximum	Achieved	Award %
TSR	50th percentile	75th percentile	37.5th percentile	0%
Synergy target	$160m	$200m	$231m	50%

Total Shareholder Return (TSR) is a measure of the growth in John Wood Group PLC (JWG) share price plus dividends and other shareholder returns over the period; performance is measured relative to a peer group of comparative companies. Each company is ranked and JWG's position in this group used to measure success. The TSR peer group for 2018 – 2020 LTIP performance period comprised the following companies – Aecom, Aker Solutions, Fluor, Hunting, Jacobs Engineering, KBR, McDermott, Petrofac, Saipem, SBM Offshore, SNC Lavalin, Stantec, Technip FMC, Tetra Tech, The Weir Group, Worley Parsons and WSP.

The Committee applies the following approach when the TSR peer group is impacted by acquisition or other corporate activities during the performance period: if a company has been in the peer group for more than half the performance period then this company will be retained in the peer group, adjusting to the end of the period for the movement in the acquiror's share price. If a company has not been in for half of the performance period, then it will be removed and not replaced.

Assessment of formulaic outcomes

Wood did not achieve the threshold for TSR, so zero award is due on this measure. The strategic measure was to achieve the three-year synergy target. The team made a huge effort to achieve this target in difficult circumstances and achievement at maximum was realised. This target was disclosed externally and has been exceeded due to significant performance delivery from management despite very challenging conditions. As well as reviewing the regular periodic reporting of synergies over the last three years, the Audit Committee commissioned an Internal Audit report on the synergy reporting process and also engaged KPMG to perform specific agreed-upon procedures and report factual findings to provide additional comfort. Neither of these pieces of work raised any issues considered by the Committee to be significant; the Committee was comfortable with the process followed.

The Committee considered this performance, against the shareholder and wider workforce experience, and retention risk across all plan participants. The absolute value delivered to executive directors as a result of this performance is reduced to reflect that more than 53% of value has been lost since the date of the grant, (with the opening share price being £6.671 and the closing mid-market share price on 31 December 2020, £3.102), demonstrating clear alignment to shareholder experience. During the same time period, employees have experienced improvements in terms, conditions, benefits, and policies, with over 87% of countries now harmonised; implementation of flexible working policies and enhancements to family leave for many; reduced or maintained costs for insured medical plans; reduced or maintained costs for retirement plans; and financial gain for those participating in the employee share plan.

This level of vesting applies to 449 employees who participated in the 2018 - 2020 LTIP, reflecting the contribution of the wider leadership team towards the achievement of these synergy targets.

Retention remains a significant concern for the executive directors, members of the ELT, leadership, and critical talent. The Committee is also aware that recent low LTIP vesting levels, despite parts of our business performing well in extremely challenging markets, mean that many of our key people have limited shares that they would forfeit if they left employment resulting in a higher retention risk.

Taking all these factors into account, supported by the process using the discretionary matrix and considering provisions in the malus policy, the Committee believes the LTIP award of 50% of maximum is appropriate.

Share based interests awarded during the year*

The following table sets out the awards made to each of the executive directors under the Company's share based long term incentive arrangements for the performance period 2020 - 2022. Performance measures are based on relative TSR (50% weighting), gross margin improvement (25% weighting) and overhead percentage improvement (25% weighting). For all measures, 25% becomes payable on reaching threshold; 100% becomes payable on reaching maximum. These awards will continue to be monitored for windfall gains and the Committee has the ability to apply discretion as appropriate, informed by the discretionary matrix.

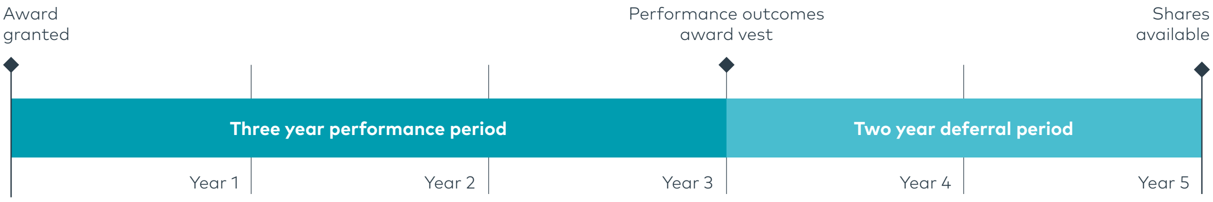
Executive director	Type of award	Participation level	Salary relevant to performance cycle	Face value of award [a]	Percentage vesting at threshold	Performance period	Holding period for 100% of award	Targets
Robin Watson	Conditional award of shares awarded under the LTP	170%	£787,200	£1,338,240	25%	1 Jan 2020 – 31 Dec 2022	Two years from vesting	TSR threshold is set at 50th percentile with maximum at 75th percentile; the gross margin improvement threshold is to achieve 9.0% growth from 2019-2022, maximum is set at 19.0% growth; overhead percentage improvement threshold is to achieve 10.3% at threshold and 9.8% at maximum. For all measures, 25% becomes payable on reaching threshold; 100% becomes payable on reaching maximum
David Kemp		149%	£498,560	£742,854				

Notes

a. The awards above were granted as conditional share awards based on base salary x participation level, calculated using the 20 days trading average of £3.64335 as at 1 January 2020.

Performance is measured over a period of three financial years, 100% of any award is deferred for a period of two years following the end of the performance period. This timeline is demonstrated below:

LTIP timeline



Payments to past directors*

There were no payments made to past directors which require disclosure during the year.

Payments for loss of office*

There were no payments made for loss of office to any director during the year.

Executive directors' remuneration continued

Statement of directors' shareholding and share interests*

Shareholding

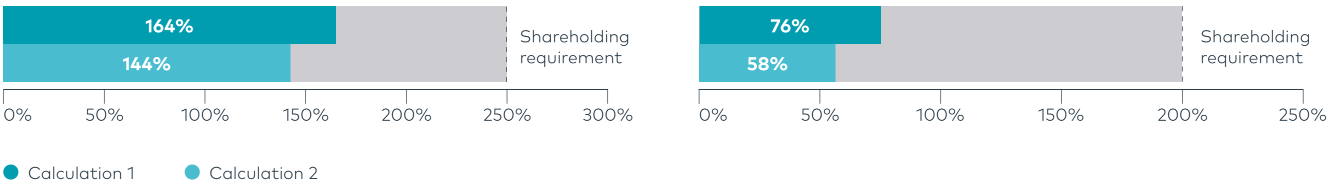
The revised Remuneration Policy approved at our 2020 AGM requires the Chief Executive to hold shares valued at 250% of base salary (previously 200%) and the other executive directors to hold shares valued at 200% of base salary (previously 100%).

The extent to which each director met the shareholding guidelines as at 31 December 2020 is shown in the chart and tables below. The holding does not include shares held by connected persons. As stated in our 2019 report we committed to enhancing clarity of shareholding, now shown as two separate calculations:

- Calculation 1: Shareholding and shares not subject to any further performance conditions but may be subject to other conditions such as continued employment
- Calculation 2: Shareholding not subject to any further performance or other conditions

Shareholding at 31 December 2020

Robin Watson **David Kemp**



Changes in the shareholding of executive directors between 31 December 2020 and 15 March 2021 are related to permitted purchases under the Wood employee share plans. Robin Watson and David Kemp acquired an additional 4,194 and 2,656 shares respectively during this period.

Although neither executive director has reached their required shareholding, this reflects that the LTIP has paid out zero for the last two years and only to a minimal degree in previous years, compacted by the fall in share price during the last year.

Both executive directors continued to purchase shares over and above any awards earned during their employment via the Employee Share Plan (ESP), with both contributing 10% of their gross salary which is deducted from the net monthly salary. As at 31 December 2020 Robin Watson had invested more than £211,220, with a further £13,120 committed until the end of this ESP period; and David Kemp more than £126,570, with a further £8,300 committed. In order to increase our executive directors alignment with shareholder interests and accelerate reaching shareholding requirements, Robin has paid over £540,000 from his own cash resources to meet the tax liability on vesting shares, although the policy does allow him to sell shares to meet such liability.

For details on post cessation shareholding requirements please refer to page 113.

Notes to shareholding guidelines achievement

Shareholding is calculated using the closing mid-market share price on 31 December 2020 of £3.102 and base salary levels at the same date.

For the purposes of calculation 2, a 50% reduction has been applied (on the assumption of a "sell to cover" at point of exercise) to account for any tax liabilities on awards.

Share interests

A summary of executive directors' share interests and incentive plan interests are provided in the following two tables. The first table details executive directors' interests in the ordinary shares of the Company at 31 December 2020 with and without performance conditions; declaration includes shares held by connected persons as defined for the purposes of section 96B (2) of the Financial Services and Markets Act 2000. The second table details executive directors' interests in long term share incentive plans at 31 December 2020.

Beneficial interest	Shares owned outright as at 1 January 2020	Shares owned outright as at 31 December 2020	Interests in share incentive plans, awarded without performance conditions or deferral at 31 December 2020	Interests in share incentive plans, awarded subject to performance conditions at 31 December 2020
Robin Watson	320,061	371,126	102,760	837,786
David Kemp	61,499	93,178	56,542	468,025

None of the executive directors had a material interest in any contract, other than a service contract, with the Company or any of its subsidiary undertakings. At the date of this report the interests of the executive directors in the shares of the Company remain as stated. Where applicable the figures include interest in retained long term plan awards.

Details of executive directors' interests in long term incentive and bonus plans at 31 December 2020; all interests are awarded as share options or conditional share awards:

	Date of award/ performance period	Performance conditions	Earliest exercise date	Exercise price per share	Market value at date of exercise per share	Number as at 1 Jan 2020	Granted in 2020	Exercised in 2020	Lapsed in 2020	Dividends awarded as additional share options	Number as at 31 December 2020
Robin Watson											
LTP	2015 - 2017	N	March 2018	0	£2.16	2,857	–	3,150	–	293	–
LTP	2016 - 2018	N	March 2019	0	–	–	–	–	–	–	–
LTP	2017 - 2019	Y	March 2022	0	–	140,523	–	–	140,523	–	–
LTP	2018 - 2020	Y	March 2023	0	–	206,865	–	–	–	–	206,865
LTP	2019 - 2021	Y	March 2024	0	–	263,611	–	–	–	–	263,611
LTP	2020 - 2022	Y	March 2025	0	–	–	367,310	–	–	–	367,310
ABP 2017	01 March 2018	N	March 2020	0	£2.16	23,356	–	25,757	–	2,401	–
ABP 2018	01 March 2019	N	March 2021	0		46,922	–	–	–	–	46,922
ABP 2019	01 March 2020	N	March 2022	0	–	–	55,838	–	–	–	55,838
					Total	**684,134**	**423,148**	**28,907**	**140,523**	**2,694**	**940,546**
David Kemp											
LTP	2015 - 2017	N	March 2018	0	£3.13	1,779	–	1,962	–	183	–
LTP	2016 - 2018	N	March 2019	0	–	–	–	–	–	–	–
LTP	2017 - 2019	Y	March 2022	0	–	73,072	–	–	73,072	–	–
LTP	2018 - 2020	Y	March 2023	0	–	118,048	–	–	–	–	118,048
LTP	2019 - 2021	Y	March 2024	0	–	146,084	–	–	–	–	146,084
LTP	2020 - 2022	Y	March 2025	0	–	–	203,893	–	–	–	203,893
ABP 2017	01 March 2018	N	March 2020	0	£3.13	12,145	–	13,394	–	1,249	–
ABP 2018	01 March 2019	N	March 2021	0	–	26,230	–	–	–	–	26,230
ABP 2019	01 March 2020	N	March 2022	0	–	–	30,312	–	–	–	30,312
					Total	**377,358**	**234,205**	**15,356**	**73,072**	**1,432**	**524,567**
Total for all executive directors						**1,061,492**	**657,353**	**44,263**	**213,595**	**4,126**	**1,465,113**

Notes to incentive plan interests table

For performance periods commencing before 2017, dividends accrue on 100% of award; 80% is paid in March following the end of the performance period and 20% is deferred for two years. The deferred element may continue to attract dividends which will be reported in the relevant period. For performance periods commencing 2017 onwards, 100% of the award vests and is available to exercise after a two-year deferral period; dividends accrue on 100% of the final award.

There has been no change to the exercise price or date of vesting of shares as outlined in this table.

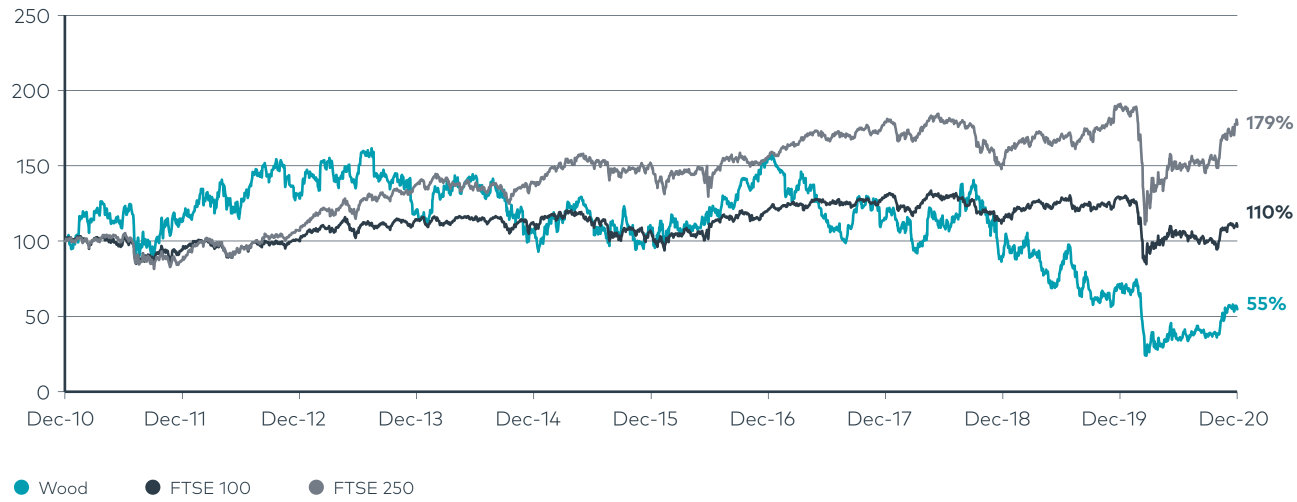
Post-cessation

As outlined in our Remuneration Policy, approved by shareholders at the 2020 AGM, executive directors are required to hold shares in John Wood Group PLC post-cessation of employment to the value of 100% of shareholding guidelines for the first year, reducing to 50% in the second year. Post-cessation shareholding provisions will apply to shares received from share awards granted from 1 January 2020 onwards. The sale of shares is restricted by way of approvals for current executive directors and the Committee will ensure appropriate enforcements and control is in place post-cessation. Post-cessation controls will be managed through the online system provided by our third-party stock administrator.

Executive directors' remuneration continued

TSR performance summary & Chief Executive remuneration

In accordance with the reporting regulations the TSR performance summary is maintained at a 10-year disclosure period. As the Company is included in the UK FTSE 250 index but has been included in the FTSE 100 index for part of the period under review, both the UK FTSE 250 and UK FTSE 100 indices are shown, by way of providing a reasonable TSR comparison. The graph below compares the TSR on a holding of shares in John Wood Group PLC with the TSR on a holding of shares in the companies in the UK FTSE 250 and 100 indices for the last ten financial years, 2011 to 2020.



The total remuneration for the Chief Executive over the same period as the TSR performance graph detailed is listed in the following table. This table includes details of the annual bonus received in each year as a percentage of the maximum opportunity that was available, as well as the long-term incentives which vested in each year as a percentage of the maximum number of shares that could have been received.

Chief Executive remuneration (£000)

Year	2011	2012	2012	2013	2014	2015	2016	2017	2018	2019	2020
Chief Executive	Allister Langlands	Allister Langlands	Bob Keiller	Bob Keiller	Bob Keiller	Bob Keiller	Robin Watson	Robin Watson	Robin Watson	Robin Watson	Robin Watson
CEO single figure of total remuneration (£'000)	£3,338	£2,276	£199	£1,624	£1,330	£1,146	£1,179	£1,417	£1,875	£1,690	£1,214
Annual bonus award as a % of maximum opportunity	87%	76%	75%	60%	48%	37%	43%	59%	88%	62%	0%
Long term incentive vesting rates as a % of maximum opportunity	100%	100%	25%	79%	51%	16%	25%	11%	0%	0%	50%

Notes to Chief Executive remuneration table

Allister Langlands was appointed Chair on 1 November 2012. His remuneration for 2012 related to his time as Group CEO only.

Bob Keiller was appointed Group CEO on 1 November 2012. His remuneration for 2012 reflected his remuneration from appointment as Group CEO only. Long term incentives vesting during the year were awarded during his time as Wood Group PSN CEO and vested based on performance targets linked to performance of that division.

Robin Watson was appointed as Chief Executive on 1 January 2016. Long term incentives vesting during the year were awarded during his time as Wood Group PSN CEO and vested based on performance targets linked to performance of that division.

Percentage change remuneration of all directors and all employees

This year, in line with The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019, we have included additional detail on the percentage change in remuneration for the Chief Executive, Chief Financial Officer, non-executive directors as per the single figures reported each year and all other employees within the group. This table will accumulate over a five-year rolling period.

The figures reported reflect the impact of voluntary salary reductions, the use of furlough and no bonus payment for 2020 impacting both executive directors and employees. Change in employee benefits is impacted by changes in insurance premiums, there has been limited change to company funded benefit provision with the exception of continued harmonisation activity.

Overall, for non-executive directors, no change was made to fees between 2019 and 2020 with non-executive directors also taking 10% voluntary reduction in fees for a period of nine months. Change in fees reported were also impacted by pro-rated payments as a result of Board movements as disclosed in page 120.

		2019 - 2020		
		Salary/fees	Benefits	Bonus
All Employees		-1%	7%	-100%
Executive directors	Robin Watson	-3%	0%	-100%
	David Kemp	-3%	0%	-100%
Non-executive directors	Roy Franklin	47%		
	Adrian Marsh	36%		
	Thomas Botts	-8%		
	Jacqui Ferguson	0%		
	Mary Shafer-Malicki	-8%		
	Birgitte Brinch Madsen	-		
	Nigel Mills	-		

Notes to the percentage change in Chief Executive remuneration

Salary and benefits percentage change for all employees is calculated on a per capita basis using total annual spend (excl. executive directors and bonus values) / average number of employees in the year as disclosed in Note 31 of the financial statements.

Bonus is calculated as the average award paid to participants of the Annual Bonus Plan.

In line with regulations, pensions and long-term incentives are not required to be included in this table.

Non-executive directors do not receive benefits or bonuses.

Fee changes reported for Roy Franklin and Jacqui Ferguson reflect changes in role during the year. Adrian Marsh as a new appointment in 2019 as disclosed in page 120. Overall fees in 2020 were reduced from 2019 through voluntary fee reductions for a period of nine months.

Birgitte Brinch Madsen and Nigel Mills did not receive any remuneration in 2019 therefore no change has been reported.

Pay Ratio of Chief Executive

The Chief Executive pay ratio is calculated at the 25th, 50th and 75th percentiles for total pay and benefits for all UK employees for the relevant financial year on the same basis as the single figure table as stipulated by The Companies (Miscellaneous Reporting) Regulations 2018. Having expanded our gender pay gap data as at 5th April 2020 to include all UK employing entities for the first time, we have chosen to use Option B for the purposes of simplicity, consistency and alignment across our external disclosures. We believe that the best equivalents are reasonably representative P25, P50 and P75 employees and their remuneration is consistent with that of the wider workforce. Figures are adjusted accordingly (such as pension contributions) to ensure best representation of full time equivalent (FTE) employees for the purposes of calculation. Salary and total pay values are included to ensure maximum clarity.

The Remuneration Committee believe that the pay ratio results reflect the Company's internally fair approach to pay through aligned and consistent frameworks. The total pay across the wider workforce is consistent with externally competitive remuneration required for the professional workforce which Wood employs, assisting with an above average pay ratio. Key reasons for the year-on-year changes to the pay ratio are the continued evolution of our workforce through integration, divestment, and acquisitive growth, change of methodology applied; zero bonus being realised by the Chief Executive for 2020; and the voluntary salary reduction of 10% applied to the base salary of the Chief Executive for nine months of 2020, which did not apply to the entire UK workforce.

			Ratio of Chief Executive pay to employee pay					
			25th percentile		Median		75th percentile	
Year	Method		Ratio	Value (000s)	Ratio	Value (000s)	Ratio	Value (000s)
2020	Option B	Salary	19:1	£38	14:1	£54	11:1	£68
		Total pay	29:1	£42	18:1	£66	15:1	£80
2019	Option C	Salary	24:1	£32	18:1	£42	13:1	£59
		Total pay	48:1	£35	36:1	£46	25:1	£68
2018	Option C	Salary	20:1	£34	14:1	£49	11:1	£64
		Total pay	50:1	£38	35:1	£53	26:1	£71

Notes

We reported our Chief Executive pay ratio for the first time in our 2018 annual report using pay data for employees in our integrated systems which represented 64% of all UK employees. In 2019 our calculations included all full pay relevant UK employees in line with Gender Pay Gap calculations. From 2020, our calculations are based on only our Gender Pay Gap report data.

Executive directors' remuneration continued

Gender pay

We are confident that our gender pay gap does not reflect an equal pay issue nor is it related to paying males and females differently. It is a result of gender distribution across occupations and job levels, consistent across all our UK entities and our industry peers. At Wood we have policies and practices which are fair and free from bias. We are committed to inclusion, diversity, and equality across our organisation. Despite the government putting gender pay gap reporting on hold as a result of the global pandemic, Wood reported the gender pay gap in line with the planned schedule.

This year our report shows the overall Wood pay gap has increased from 23.3% to 27.7%, whilst the mean bonus gap has reduced from 8.8% to 4.6%. During the same time female representation has increased across our UK business from 23% to 25%. In 2020, Wood and the markets in which we operate, experienced an unprecedented impact because of the Covid-19 pandemic and the volatility in oil prices. In common with many other organisations, Wood used the Coronavirus Job Retention Scheme, where appropriate, to protect our people until it was safe for them to return to their normal duties. In line with the guidance from the Government Equalities Office we excluded employees on furlough for calculating our pay gap but included it for calculating our bonus gap; this resulted in an overall increase in the mean pay gap as furloughed employees had typically lower hourly earnings. Analysis including furloughed employees, as a fairer representation of the overall picture at Wood, results in a mean pay gap largely unchanged from 2019 of 23.2% overall, 0.1% reduction on 2019 (23.3%).

Employees at snapshot date

5,929

Gender balance

75% male

25% female

Mean gap/median gap pay

27.7% mean

34.2% median

Mean gap/median gap bonus

4.6% mean

38.9% median

Read our full gender pay gap report at: **woodplc.com/genderpay**

Hampton-Alexander Review

We were also pleased to note our improved performance in the Hampton-Alexander review, improving from 177th position to 118th, achieving 23.3% senior female leadership representation, up from 16.9%.

Real Living Wage Accreditation – UK

As a responsible employer, Wood is committed to becoming a Real Living Wage (RLW) employer in the UK. RLW accreditation supports our sustainability goals in ensuring we are not only being internally fair and externally competitive from a reward perspective, but also provide our employees with a wage that reduces financial stress and promotes a good quality life. As part of the accreditation process, we will partner with our suppliers to ensure they also comply with the RLW.

Relative importance of spend on pay

The table below is provided to assist shareholders in assessing the relative importance of the Company's spend on pay. It contains details of the remuneration paid to or received by all employees of the Company as well as the value of distributions to shareholders by way of dividends and share buyback over the previous two years.

Item	2020 ($m)	2019 ($m)	Difference ($m)	% change
Remuneration paid to or received by all employees	3,399.9	4,441.9	(1,042.00)	-23.5%
Distributions to shareholders by way of dividend and share buyback	0	235.5	(235.5)	-100%

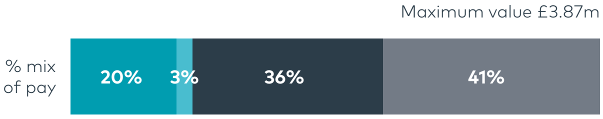
Illustrations of future application of Remuneration Policy

As detailed in the future policy table, a significant proportion of remuneration for executive directors is linked to variable pay opportunity, particularly at maximum performance levels, through the short-term Annual Bonus Plan (ABP) and the Long Term Incentive Plan (LTIP), with the intention to ensure greater link between Company performance and individual reward.

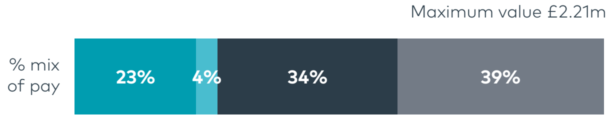
Pay mix chart

The below charts illustrate the percentage mix of fixed and variable pay elements for executive directors based on maximum variable reward outcomes. The total value displayed for each executive director is an illustration of the maximum proposed future policy application as further detailed below.

Robin Watson Chief Executive



David Kemp CFO

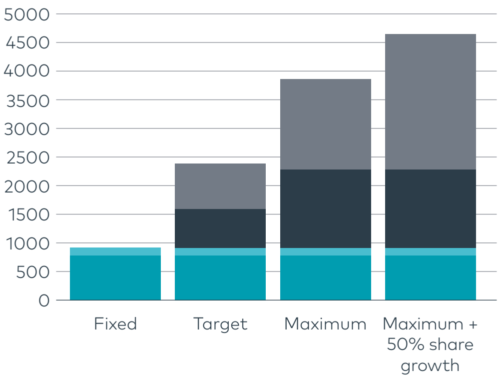


● Fixed pay ● Benefits & Pension ● Annual bonus ● Long Term Plan

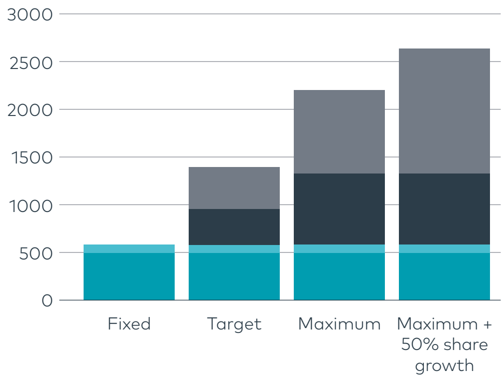
The charts below provide an indication of the level of remuneration, as a value, which could be received by each executive director under the Remuneration Policy as a fixed value, target and maximum performance, as well as an illustration of maximum plus 50% share price growth. These charts are for illustrative purposes only and actual outcomes may differ from those shown.

The notes that follow the charts lay out the basis of the calculation and assumptions used to compile them.

Robin Watson Chief Executive
(£000's)



David Kemp CFO
(£000's)



● Fixed pay ● Benefits & Pension ● Annual bonus ● Long Term Plan

Notes to the illustrations of future application of Remuneration Policy

In all scenarios, fixed remuneration comprises base salary, benefits, and pension. The figures used in preparing the charts are as follows:

- Salary is the salary as at 1 January 2021
- Benefits is the last known figure as set out in the single figure of remuneration table for 2020
- Pension related benefits are based on 15% of the base salary, covering defined contribution pension or cash allowance in lieu of pension
- Bonus includes short term incentives and is based on the proposed application of the Policy for 2021 and the base salary. The illustrations above reflect maximum potential opportunity as a percentage of base salary; 175% for the Chief Executive and 150% for the CFO
- Long term plan includes long-term incentives and is based on the proposed application of the Policy for 2021 and the base salary. The illustrations above reflect maximum potential opportunity as a percentage of base salary; 200% for the Chief Executive and 175% for the CFO. For reasons of clarity, any dividend accrual has been excluded from the charts above.

Fixed - It been assumed that each executive director receives base salary, benefits and pension related benefits only; there are no elements of variable reward included.

Target - It has been assumed that annual bonus awards have been made at target levels, which results in payout at 50% and that LTIP performance is such that awards have vested at 50%.

Maximum performance - It has been assumed that annual bonus awards have been made at maximum levels and that LTIP performance is such that awards have vested at maximum level.

Maximum performance plus 50% share price growth - the same assumptions as the 'maximum performance' scenario have been used. The additional impact of share price growth of 50% has been applied to maximum LTP awards.

Executive directors' remuneration continued

Statement of implementation of Remuneration Policy

This section provides an overview of how the Committee will implement the Remuneration Policy in 2021 and is subject to an advisory vote at the 2021 AGM. In determining the policy application, the Committee has complied with Section 40 disclosures within the UK Corporate Governance Code as outlined earlier in the report.

A full copy of the Remuneration Policy can be found at: **woodplc.com/rempolicy**

Base salary

There will be no change to base salary for executive directors in 2021: annual salaries remain £787,200 for Robin Watson; and £498,560 for David Kemp.

Benefits

There will be no change to benefits for 2021. The executive directors will continue to participate in existing benefit arrangements in line with the agreed Remuneration Policy.

Pensions

There will be no changes to pension for 2021, and allowances will remain at 15% in line with the policy. As previously communicated, both executive directors will align to the allowance in place for the wider workforce, currently 9% in the UK for onshore, office-based employees, from January 2022. Any new executive directors will participate in pension arrangements aligned to their country of employment.

Employee Share Plan (ESP)

Both executive directors will remain eligible to participate in the ESP, including the new SIP, with contributions of up to 10% of gross salary, subject to plan rules.

Shareholding requirements

In line with our updated Remuneration Policy in 2020, shareholding requirements are 250% for the Chief Executive and 200% for all other executives.

LTIP awards

Participation levels in 2021 will be 200% of salary for Robin Watson and 175% for David Kemp. The number of shares granted will be based, as usual, on the 20 days trading average price as at 1 January 2021. These awards will be monitored for windfall gains over the vesting period and the Committee can apply discretion as appropriate, informed by the discretionary matrix.

The performance measures will be relative TSR, EBITDA margin percentage improvement, revenue growth and an ESG framework. All measures are key strategic priorities aligned with value generation for our shareholders, business growth, and our sustainability plan.

The financial measures are simple, transparent, regularly reported externally and incentivise management to grow the business. The TSR peer group was reviewed by the Committee and for 2021 will be as follows: Aecom, Aker Solutions, Fluor, Hunting, Jacobs Engineering, KBR, McDermott, Petrofac, Saipem, SBM Offshore, SNC Lavalin, Stantec, Technip Energies, Technip Energies, Technip FMC, Tetratech, Worley and WSP.

The ESG framework measures challenges our business, our people, and our clients to do better and to create a better tomorrow; they support our ambitions and delivery of the broader targets as detailed in the sustainability report, governed by SABE, and approved by the Board. For this performance period the measures will be equally split between:

- Carbon emission reductions, (carbon scope 1 and 2) aligned with our 10-year ESG target of 40%.
- Improvement in leadership gender diversity, aligned with our 10-year target of 40%.

The weightings and targets for each of the performance measures are detailed below. No award will be made for less than threshold performance. In relation to the TSR and ESG element, 25% of that element of the award becomes payable on reaching threshold and 100% is payable on reaching maximum performance. For EBITDA margin percentage improvement and revenue growth, 10% of that element of the award becomes payable on reaching threshold and 100% is payable on reaching maximum performance.

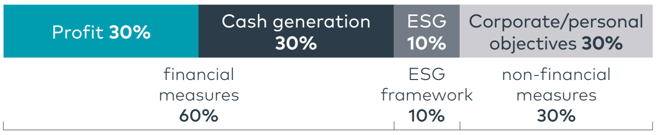
Performance Measure	Weighting %	Targets Threshold	Targets Maximum
TSR	50%	50th percentile	75th percentile
EBITDA margin percentage improvement	30%	8.5%	9.8%
Revenue growth	10%	$7.36bn	$8.6bn
Carbon emission reductions	5%	7.0%	15.0%
Improvement in leadership gender diversity	5%	32.0%	34.0%

Given the current external volatilities, the Committee is mindful of the potential impact from windfall gains of these awards and will continue to make use of discretion at the end of the performance period where there is a case to do so in line with the broader stakeholder experience.

Annual Bonus Plan (ABP)

Bonuses will continue with maximum opportunity at 175% for Robin Watson and 150% for David Kemp. In line with policy, 25% of any payment will be deferred into nil cost share-based awards for a further two years.

In line with our policy and ensuring a direct link to our strategic objectives, the bonus measures will be split between financial, an environmental, social and governance (ESG) framework and non-financial measures with a balance of 60%, 10% and 30% respectively as illustrated in the chart below.



The Committee has included ESG frameworks in ABP and LTIP 2021 to support Wood's transition away from our oilfield services heritage to a more enduring market position in energy transition and sustainable infrastructure, and to aid delivery of our longer-term sustainability goals.

In ABP, the ESG framework will total 10% of bonus opportunity. In 2021 this will comprise of three Key Performance Indicators, equally weighted: TRIR (Total Recordable Incident Rate); delivery against safety intervention programme; and active, demonstrated leadership in educating and inspiring 100% of our colleagues to be inclusive every day, resulting in positive, sustainable cultural change. Performance is tracked via the HSSE global dashboard and will be overseen by SABE. The commitment to these KPIs demonstrates our journey towards an enhanced focus on ESG measures and we will continue to evaluate the most appropriate measures to apply annually.

For financial measures and in response to the high degree of uncertainty around the shape and timing of post Covid-19 and oil price recovery, threshold performance for 2021 will be 85% of the target set, and maximum bonus is achieved when results exceed 115% of target. Threshold performance must be met before any of that element of the award is paid; if target performance is met, 50% of the potential bonus opportunity is paid; 100% is payable for reaching maximum performance. Performance between threshold and target and between target and maximum will result in a proportionate award calculated on a straight-line basis.

The Committee has set the targets for the annual bonus plan for the year ending 31 December 2021 at its meeting in March 2021. It is the opinion of the Committee that these are commercially sensitive and in line with previous practice, the details of annual bonus targets and the extent to which the targets are met will be disclosed in detail retrospectively in next year's report.

Full transparency of bonus objectives is outlined below.

Corporate objectives

Develop and deliver against the Future Fit programme

- Clear work-stream project plan and overall programme plan to deliver against objectives
- Ensure governance of programme via executive sponsorship and accountability for delivery across the future fit workstreams
- Deliver financial targets of the plan, including requisite improvement to the bottom-line

Leadership effectiveness

- Assess and continuously improve ELT 'team health' in a measured manner (independent assessment of the ELT development programme)

Personal objectives

Robin Watson

Sustainable delivery against the strategic plan: reposition Wood within energy transition and infrastructure markets, establishing a strong, differentiated competitive position; enduring, value added client relationships; and a healthy sales pipeline in these growth markets of the future.

Project execution: design and deliver a programme of execution excellence to ensure robust project delivery systems and commercial governance, to deliver a project execution model which delivers predictable and sustainable project outcomes.

Operating model and OpCom delivery: develop and deliver the refined operating model and execution delivery through the new OpCom and assurance structure, to ensure predictable, consistent best-in-class delivery; unlock and deliver operational efficiencies; and improve margin.

ESG and sustainability programme leadership: deliver against the agreed climate, ESG & sustainability programme, including appraising the Board and create a compelling investment case as a sustainable investment proposition via effective communication and engagement around our ESG credentials.

Active risk management and business ethics leadership:

- Actively mitigate company principal risks aligned to the Group Risk Management programme
- Continue to manage Crisis Management Team and Covid-19 related risks through 2021
- Close out the case management portfolio through the Investigations Oversight Committee, and conclusion of cases with Regulatory authorities
- Deliver against Ethics & Compliance improvement programme (related to case management close-out) through 2021

David Kemp

Drive success of related Future Fit programme including F&A functional deliverables:

- Deliver F&A functional plan
- Promote and support delivery of overall plan
- Reshape Oracle plan
- Redesign reporting structures
- Recut budget and targets
- Reconsider internal investment in line with constraints

Capital structure and financing:

- Maintain financing strategy adapting to changing conditions
- Execute agreed financing strategy ensuring business maintains sufficient liquidity, sufficient covenant headroom and meets audit requirements
- Propose and agree 2021 dividend strategy with Board

Investor engagement:

- Enhance opportunity for increased market capitalisation via improved share price performance
- Build and communicate a clear and compelling, sustainable investment case via effective repositioning and differentiation of the Wood brand from traditional peer group

Regulatory investigations and litigation management:

- Through governance structure, provide leadership to SFO, DOJ, SEC and COPFS investigations
- Active management of current and emergent litigation risks; efficient and effective litigation management, active balance of cost vs return

Chair of the Board and non-executive directors

Single figure of remuneration*

In line with our Directors' Remuneration Policy, non-executive directors receive a base fee in relation to their role. The remuneration of the non-executive directors is reviewed annually by the Chair, Chief Executive and Company Secretary, who make a recommendation to the Board, with changes ordinarily effective from 1 January. Additional fees may be paid for related duties including the senior independent directorship and for chairing, membership, and attendance of certain Board Committees as outlined in our fee structure table. The following table sets out the total single figure of remuneration for the Chair and each of the non-executive directors in the financial year. Fees are pro-rata where there was a change of appointment during the year, further details of Board changes are outlined on page 89.

	Year	Total fees (£'000)
Roy Franklin	**2020**	**£259.0**
	2019	£138.4
Adrian Marsh	**2020**	**£62.0**
	2019	£39.8
Thomas Botts	**2020**	**£62.0**
	2019	£67.0
Jacqui Ferguson	**2020**	**£57.2**
	2019	£57.0
Mary Shafer-Malicki	**2020**	**£52.7**
	2019	£57.0
Birgitte Brinch Madsen (from 1 March 2020)	**2020**	**£43.3**
	n/a	n/a
Nigel Mills (from 1 May 2020)	**2020**	**£38.7**
	n/a	n/a
Jeremy Wilson (to 29 June 2020)	**2020**	**£36.6**
	2019	£70.3
Ian Marchant (to 1 Sep 2019)	**2020**	**n/a**
	2019	£186.7
Jann Brown (to 1 Sep 2019)	**2020**	**n/a**
	2019	£44.9
Linda Adamany (to 1 May 2019)	**2020**	**n/a**
	2019	£24.1

Note: Fees include base fee and an additional Committee fees in line with our fee structure and are calculated pro-rata based on the time in the role. Non-executive directors do not receive any taxable benefits which require to be reported. As previously disclosed, Linda Adamany's 2019 fee included an uplift as a non-UK based non-executive director, as part of the AFW transaction.

Changes to the Board during the year

Directors appointed

Birgitte Brinch Madsen appointed to the Board 1 March 2020.

Nigel Mills appointed to the Board 1 May 2020.

Director changes within the board

Nigel Mills replaced Jeremy Wilson as Senior Independent Director on 29 June 2020.

Jacqui Ferguson replaced Jeremy Wilson as Chair of the Remuneration Committee on 29 June 2020.

Directors resigned

Jeremy Wilson retired from the Board on 29 June 2020.

Agreements for service

Non-executive directors and the Chair have an agreement for service with an initial three-year term, at the end of which a rolling agreement takes effect with no fixed expiry date. The agreement for service can be terminated by either party giving 90 days' notice. Non-executive directors and the Chair are subject to annual re-election (or election for new appointments) at the Annual General Meeting. The table below details the terms for current directors between the 2020 AGM and expiry of the current term of their agreements if applicable.

	Date of Appointment	Notice period	Current term expiry
Roy Franklin [a]	06 October 2017	90 days	01 September 2022
Adrian Marsh	10 May 2019	90 days	10 May 2022
Thomas Botts	08 January 2013	90 days	No fixed expiry
Jacqui Ferguson	01 December 2016	90 days	No fixed expiry
Mary Shafer-Malicki	01 June 2012	90 days	No fixed expiry
Birgitte Brinch Madsen	01 March 2020	90 days	01 March 2023
Nigel Mills	01 May 2020	90 days	01 May 2023

Notes

a. Roy Franklin's agreement for service was extended for a new three-year term beginning 1st September 2019 further to his appointment as Chair.

Shareholdings*

Non-executive directors are not permitted to participate in any of the Company's incentive arrangements. The table below details the shareholding of the non-executive directors as at 31 December 2020, including those held by connected persons.

Beneficial interest	Shares owned outright 1 January 2020	Shares owned outright 31 December 2020
Roy Franklin	15,000	15,000
Adrian Marsh	2,000	2,000
Thomas Botts	8,500	8,500
Jacqui Ferguson	2,498	7,339
Mary Shafer-Malicki	3,450	3,450
Birgitte Brinch Madsen	–	–
Nigel Mills	–	–

Fee structure

The Chair and non-executive director fee structure for 2020 and 2021 are set out below. In line with the wider workforce and executive directors there will be no increase to fees for non-executive directors. Fees will be reviewed in 2021 during the annual process. The Committee believe that fee structure reflects the time commitment of Committee responsibilities and ensure we continue to attract and retain from a diverse range of backgrounds.

	2020 fees per annum	2021 fees per annum
Chair of the Board annual fee	£280,000	£280,000
Annual non-executive director fee inclusive of all Committee attendance	£57,000	£57,000
Additional fee for Senior Independent Director	£10,000	£10,000
Additional fee for Audit / Remuneration / Safety, Assurance & Business Ethics Chairs	£10,000	£10,000