



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the contents of this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares in John Wood Group PLC ("Wood" or the "Company"), please pass this document together with any accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

15 April 2019

To: Holders of shares in the Company and, for information only, the holders of shares under the Wood Employee Share Plan or of rights under the Wood long term incentive plans.

Dear Shareholder,

2018 Annual Report & Accounts and 2019 Annual General Meeting

I am pleased to enclose our 2018 Annual Report & Accounts and to invite you to our Annual General Meeting ("AGM") which is to be held at Sir Ian Wood House, Hareness Road, Altens, Aberdeen, AB12 3LE, Scotland on Thursday, 9 May 2019 at 11.00am.

Business

An explanation of the various resolutions to be voted on at the AGM and guidance on the appointment of a proxy are set out in the following pages of this document.

All of our current directors, with the exception of Linda Adamany, who will retire on 1 May 2019, offer themselves for re-election at the AGM. I therefore ask you to support the re-election of the directors.

Arrangements

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

Reserved parking spaces are available at the AGM by prior arrangement with priority being given to those with impaired mobility or other special needs. If you require a space to be reserved for you, this should be booked in advance by telephoning 01224 851041 or emailing company.secretary@woodplc.com. Instructions on parking arrangements will then be sent to you.

Your safety is our top priority. If attending the AGM, you are requested to arrive in good time to view a building safety presentation of approximately five minutes duration. The meeting will commence promptly at 11.00am. You may be requested to provide identification such as a form of photographic ID (a passport or photocard driving licence) and may be subject to additional security measures. For security reasons, we may ask you to deposit bags or other items in a secure property store for collection after the meeting. No one attending the meeting may hand out leaflets or pamphlets in the venue.

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

Voting

The notice of AGM and a proxy form are also enclosed. Members are entitled to appoint a proxy to attend, speak and vote on their behalf at the meeting. To be effective, a proxy form must be deposited with Equiniti Limited not less than 48 hours before the time fixed for the meeting (i.e. by 11.00am on Tuesday 7 May 2019). Whether or not you intend to be present at the AGM, you are requested to complete and return the proxy form. Completion and return of the proxy form will not preclude members from attending and voting at the AGM in person.

The proxy form may be deposited with Equiniti Limited by post using the pre-paid envelope supplied. The proxy form can also be deposited electronically. Members who have already registered for electronic communication may complete the proxy form online via their portfolio at www.shareview.co.uk, using their usual user ID and password. Members who have not registered for electronic communication may complete the proxy form online at www.sharevote.co.uk where full instructions are given. The Voting ID, Task ID and Shareholder Reference Number printed on the proxy form will be required. A proxy appointment made electronically will not be valid if sent to any address other than those provided. CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service. Deposit of a proxy form is only necessary by one method, either by post or electronically.

Recommendation

The directors consider that all the resolutions set out in the notice of the AGM are in the best interests of the Company and its shareholders as a whole and recommend that shareholders vote in favour of all the resolutions as they intend to do in respect of their own shareholdings.

Yours faithfully



Ian Marchant
Chair

EXPLANATORY NOTES TO BUSINESS OF THE AGM

Ordinary Resolutions

Resolutions 1 to 15 (inclusive) are all to be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 1 - to receive the Annual Report and Accounts for 2018

For each financial year the directors must present the Annual Report and Accounts to shareholders at a general meeting.

Resolution 2 - to declare a final dividend

A final dividend of 23.7 US cents per share for the year ended 31 December 2018 is recommended for payment by the directors. If approved, the final dividend will be paid on 16 May 2019 to shareholders on the register of members at the close of business on 26 April 2019.

Resolution 3 - to approve the Annual Report on Directors' Remuneration

The directors are required to prepare an annual report detailing the remuneration of the directors and a statement by the chairman of the Remuneration Committee which forms the "Directors' Remuneration Report". You can find the Directors' Remuneration Report within the Annual Report & Accounts.

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

The Directors' Remuneration Policy forms part of the Directors' Remuneration Report and remains unchanged, having been approved at the AGM in 2017. It is not required to be considered at the AGM this year. A copy of the policy can be found at www.woodplc.com/investors/directors-remuneration

Shareholders are invited to vote on the Directors' Remuneration Report. This resolution is advisory only and no entitlement to remuneration is conditional on this resolution being passed.

Resolutions 4-12 (inclusive) – re-election of Directors

The UK Corporate Governance Code recommends that all directors stand for annual election. Jann Brown and myself have previously announced an intention to step down once respective successors have been identified and appointed. In order to ensure an orderly transition, we shall both seek re-election at the AGM, therefore all directors, other than Linda Adamany, who will retire on 1 May 2019, will retire and seek re-election at this year's AGM.

The Board believes that each director brings considerable and wide ranging skills and experience to the Board and following formal performance evaluation, the Chair is satisfied that each of the directors continues to perform effectively and demonstrates commitment to their role including commitment of time for Board and committee meetings and other duties required of them. Accordingly, the Board considers the contribution of each director has been, and continues to be, important to the Company's long-term sustainable success.

Led by the Senior Independent Director, the non-executive directors met without the Chair present to consider his performance and are satisfied that he continues to perform effectively and demonstrates commitment to the Board, including commitment of time for Board and committee meetings and his other duties.

After careful consideration, the Board considers all of its non-executive directors to be independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

The non-executive directors' letters of appointment and executive directors' service contracts are available for inspection as specified in Note 18 of the AGM notice.

A short biography of each of the directors seeking re-election is set out below:

Ian Marchant - Chair

Appointed in 2006, Chair since 2014. Ian is currently Independent Chair of Thames Water; Chairman of Nova, the tidal energy company; non-executive director of Aggreko plc and Honorary President of the Royal Zoological Society of Scotland. He was previously Chief Executive of SSE plc, a leading UK energy utility company; Chair of Infinis Energy plc and President of the Energy Institute.

Chair of the Nomination Committee.

Thomas Botts - Non-executive director

Appointed in 2013. Thomas is a non-executive director of EnPro Industries, is co-chair of the Governor's Task Force at the University of Wyoming, a director of the University of Wyoming Foundation and is a long-standing member of the Society of Petroleum Engineers. He was formerly with Shell for 35 years, latterly as global head of Shell's manufacturing business. Chair of the Safety, Assurance & Business Ethics Committee and member of the Nomination Committee.

Jann Brown - Non-executive director

Appointed in 2014. Jann is currently Managing Director and CFO of SOCO International plc. She spent her career in the accounting profession before moving into the oil industry, latterly as Managing Director and CFO of Cairn Energy plc. She is a past-president of the Institute of Chartered Accountants of Scotland (ICAS), Audit Committee Chair of Troy Income and Growth Trust and of the Scottish Ballet.

Chair of the Audit Committee and member of the Remuneration and the Nomination committees.

Jacqui Ferguson - Non-executive director

Appointed in 2016. Jacqui is currently a non-executive director of Tesco Bank and Croda International plc. She is a Trustee of Engineering UK, a not for profit organisation focused on developing engineering and technology skills in the UK and a member of the Scottish First Minister's Advisory Board for Women and Girls. She was previously Senior Vice President and General Manager of Hewlett Packard Enterprise Services in the UK and Ireland and Middle East, Mediterranean and Africa and prior to this she held a number of senior roles within the technology sector in Europe, the Middle East, Africa, Asia and North America.

Member of the Audit, the Safety, Assurance & Business Ethics and the Nomination committees.

Roy Franklin - Non-executive and Senior Independent director

Appointed in 2017. Roy is currently chairman of Premier Oil plc and deputy chairman of Equinor ASA. He is also a member of the advisory board of Kerogen Capital LLC and Chairman of privately-held companies Cuadrilla Resources Ltd and Energean Israel Ltd. He spent 18 years at BP, latterly as Head of M&A, BP Exploration, after which he was Group MD of Clyde Petroleum and then CEO of Paladin Resources until 2005. Roy has served on a number of international energy boards in non-executive roles including Amec Foster Wheeler plc.

Member of the Audit, the Nomination and the Safety, Assurance & Business Ethics committees.

Mary Shafer-Malicki - Non-executive director

Appointed in 2012. Mary is currently a non-executive director of McDermott International Inc, an independent director of QEP Resources Inc and is a former non-executive director of Ausenco Limited. She is a member of industry councils at Oklahoma State University and the University of Wyoming. Mary worked for Amoco and BP for 26 years, latterly as Senior Vice President and CEO for BP Angola, with previous appointments in Vietnam, Aberdeen, Holland and the US, principally in upstream activities.

Member of the Remuneration and the Nomination committees.

Jeremy Wilson - Non-executive director

Appointed in 2011. Jeremy is a non-executive director of Tullow Oil plc. He is Chair of The Lakeland Climbing Centre and Lead Trustee of The Lakeland Climbing Foundation. He spent his career at J.P.Morgan, which he joined in 1987, until retiring in October 2013. He held a series of senior level positions there including Head of the European Mergers and Acquisitions Group, global co-head of the Natural Resources and Diversified Industrials Group and latterly Vice Chair of the Energy Group and was involved in a number of major oil & gas mergers over the years.

Chair of Remuneration Committee and member of the Audit and the Nomination committees.

Robin Watson - Chief Executive

Appointed in 2013. Group Chief Executive since January 2016. He was formerly Chief Operating Officer from April 2015, CEO of Wood Group PSN and Managing Director of Wood Group PSN in the UK, having joined Wood Group in 2010. Prior to joining Wood Group, Robin served in a variety of leadership and management positions with Petrofac and Mobil. He is actively engaged with various industry and Governmental representative bodies, including the Scottish Business Board, a cross-industry advisory group to the UK Government. Robin was previously a board member of Oil & Gas UK and work group co-chair on the Step Change in Safety Leadership Team.

David Kemp - Chief Financial Officer

Appointed in 2015. Group Chief Financial Officer (CFO) since May 2015, previously CFO of Wood Group PSN having joined Wood Group in 2013. Prior to joining Wood Group, David served in executive roles at Trap Oil Group, Technip, Simmons & Company International and Hess Corporation, working across Finance, M&A and Operations. He is a member of SCDI North East and of the Institute of Chartered Accountants of Scotland and is also a director and governor of Albyn School.

Resolutions 13 and 14 - to appoint and deal with the remuneration of the auditors

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

The Company's present auditors, KPMG LLP, have confirmed they are willing to continue in office for a further year. Resolution 13 proposes that KPMG LLP be re-appointed.

Resolution 14 gives authority to the Board, acting through the Audit Committee, to determine the auditors' remuneration.

Resolution 15 - to authorise the directors to allot shares

The purpose of Resolution 15 is to renew the directors' power to allot shares.

The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

The authority given in paragraph (a) will allow the directors to allot new shares and grant rights to subscribe for shares, or convert other securities into shares, up to an aggregate nominal amount of £9,736,276.70 (representing 227,179,789 ordinary shares of 4 $\frac{3}{4}$ pence each), being approximately one-third of the issued ordinary share capital of the Company as at 22 March 2019 (the last practicable date prior to the publication of this notice).

The authority given in paragraph (b) will allow the directors to allot new shares and grant rights to subscribe for shares, or convert other securities into shares, only in connection with a rights issue up to an aggregate nominal amount of £19,472,553.40 (representing 454,359,579 ordinary shares of 4 $\frac{3}{4}$ pence each) as reduced by the nominal amount of any shares issued under paragraph (a) of resolution 15. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 22 March 2019.

There is no present intention to exercise either of the authorities sought under this resolution, except to fulfil the Company's obligations under share plans. Should any decision be made by the Board to allot shares under the authorities sought under this resolution, it would be the intention of the Directors to follow the guidance issued by The Investment Association in relation to the exercise of such authorities.

The authority sought by this resolution will expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company in 2020.

The Company does not hold any shares in Treasury. As at 22 March 2019 the Company's issued share capital consists of 681,539,369 ordinary shares, carrying one vote each. Therefore, the total number of votes exercisable as at 22 March 2019 is 681,539,369.

Special Resolutions

Resolutions 16 - 19 (inclusive) will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 16 and 17 - to disapply statutory pre-emption rights

If shares are to be allotted or treasury shares sold for cash, the Act requires that those shares be offered first to existing shareholders in proportion to the number of shares that they hold. However, it may sometimes be in the best interests of the Company for the directors to allot shares or sell treasury shares for cash other than to shareholders in proportion to their existing holdings. These resolutions allow the directors to do that in certain limited circumstances.

Resolution 16 deals with the authority of the directors to allot new shares or other equity securities pursuant to the authority given in Resolution 15, or to sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £1,460,441.51 (representing 34,076,968 ordinary shares of 4 $\frac{3}{4}$ pence each), being approximately 5% of the total issued share capital of the Company at 22 March 2019 the latest practicable date prior to the publication of the notice.

In accordance with guidance on the cumulative usage of authorities within a rolling three-year period contained in the Pre-Emption Group's revised Statement of Principles issued in March 2015 (the "Statement of Principles"), the directors also confirm their intention that (except in relation to an issue in connection with an acquisition or specified capital investment as described in the Statement of Principles) no more than 7.5% of the issued ordinary share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period, without prior consultation with shareholders.

The Statement of Principles supports the annual disapplication of pre-emption rights, representing no more than an additional 5% of a company's issued ordinary share capital, for allotments of shares or other equity securities (and sales of treasury shares for cash), to be used only in connection with an acquisition or specified capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Resolution 17 seeks to authorise the directors to allot new shares and other equity securities pursuant to the authority given in Resolution 15, or sell treasury shares, for cash up to a further aggregate nominal amount of £1,460,441.51 (representing 34,076,968 ordinary shares of 4 $\frac{3}{4}$ pence each), being approximately 5% of the total issued share capital of the Company as at 22 March 2019 (the latest practicable date prior to the publication of this notice). Such authority only to be used as contemplated by the Statement of Principles.

The authority granted by Resolution 17 would be in addition to the general authority to disapply pre-emption rights under Resolution 16. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £2,920,883.01 (representing 68,153,937 ordinary shares of 4³/₄ pence each), which represents approximately 10% of the issued ordinary share capital of the Company as at 22 March 2019 (the latest practicable date prior to publication of this notice).

There is no present intention to use the authority requested in terms of these resolutions 16 and 17 which authority will expire 15 months after the passing of the respective resolutions, or, if earlier, at the conclusion of the AGM of the Company to be held in 2020.

Resolution 18 – to authorise the directors to make market purchases

This resolution seeks to renew the existing authority granted to the Company to purchase its own shares. The directors have no current intention of using this authority to make market purchases, however this resolution provides the flexibility to allow them to do so in the future. The Company would only purchase its own shares where the directors believe to do so would result in an increase in total return per share and that it was in the best interests of shareholders generally.

This resolution gives the directors authority to purchase up to 68,153,937 ordinary shares of 4³/₄ pence each, representing approximately 10% of the Company's issued share capital as at 22 March 2019, through market purchases on the London Stock Exchange.

Shares purchased under this authority may be held by the Company as treasury shares, within limits allowed by law or may be cancelled. The directors may dispose of treasury shares in accordance with authority granted by the shareholders in general meeting.

The maximum price which may be paid on any exercise of the authority will be the higher of (i) 105% of the average market value of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out. The minimum price, exclusive of expenses, to be paid on the exercise of the authority would be 4³/₄ pence, being the nominal value of an ordinary share.

The authority sought by this resolution will expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company in 2020.

As at 22 March 2019 there were 14,435,163 options to subscribe for ordinary shares in the Company that were outstanding. This represents 2.12% of issued share capital. If the existing authority given at the 2018 AGM and the authority now being sought by resolution 18 were to be fully used, the number of outstanding share options will represent 2.65% of the issued share capital of the Company (assuming no further shares are allotted).

Resolution 19 – to authorise the Company to call general meetings on 14 days' notice

The Company is currently able to call general meetings (other than AGMs) on giving 14 clear days' notice to its shareholders. Such authority needs to be renewed annually. In order to maintain flexibility to call meetings and in common with most other public companies, we are proposing this resolution to preserve the Company's ability to call general meetings (other than AGMs) on giving 14 clear days' notice to its shareholders. The Company does not intend to use this authority as a matter of routine. The Company envisages that this authority would only be used where a shorter notice period would, in the Board's opinion, be merited in the interests of shareholders as a whole and noting the recommendations of the UK Corporate Governance Code with which the Company would intend to comply. Shareholders should note that, in order to call a general meeting on less than 21 clear days' notice, the Company is required to provide a means for all shareholders to vote electronically at that meeting.

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