



John Wood Group PLC

Notice of Annual General Meeting

**to be held at 2.00pm on Wednesday, 22 June 2022
at Sir Ian Wood House, Hareness Road, Altens, Aberdeen, AB12 3LE, Scotland**

THIS DOCUMENT IS IMPORTANT AND REQUIRES IMMEDIATE ATTENTION.

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

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

A proxy form for the Annual General Meeting is enclosed and should be completed and returned as soon as possible. To be valid, it must reach John Wood Group PLC's registrar, Equiniti Limited, no later than 2.00pm on Monday, 20 June 2022.

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

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

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

Letter to shareholders

Dear shareholder

The Annual General Meeting (the "AGM" or the "meeting") of John Wood Group PLC (the "Company" or "Wood") will be held at Sir Ian Wood House, Hareness Road, Altens, Aberdeen, AB12 3LE, Scotland on Wednesday, 22 June 2022 at 2.00pm.

Arrangements

At present, it is possible under current Covid-19 guidance to welcome shareholders to attend the AGM in person. Should there be any change to the guidance such that we consider that it is no longer possible for shareholders to attend the meeting in person, we will notify shareholders as early as possible before the date of the meeting through a public announcement made via a Regulatory Information Service. Any updates to the position will also be included on our website at woodplc.com/investors/annual-general-meeting.

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

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

Appointing a proxy and voting at the AGM

Shareholders can vote on the resolutions to be proposed at the AGM by completing and returning a proxy form online or by post. **Shareholders are strongly encouraged to submit a completed proxy form as soon as possible and to appoint the Chair of the meeting as their proxy** to ensure their vote is counted. Instructions for voting by proxy are set out on page 5 of this document and on the paper proxy form enclosed. Completion of a proxy form or the appointment of a proxy will not prevent you from attending the AGM and voting in person.

The results of the AGM will be announced through a public announcement made via a Regulatory Information Service and published on the Company website, woodplc.com/investors, as soon as possible after the AGM.

Business

The Notice of AGM ("Notice") is set out on pages 3 and 4 of this document and an explanation of each resolution is on pages 7 to 9. A copy of the 2021 Annual Report and Accounts is enclosed if you have requested a hard copy. Otherwise, a copy is available on the Company's website, woodplc.com/investors, should you wish to view it online.

All of our current directors, with the exception of Thomas Botts who will retire at the conclusion of the meeting, offer themselves for re-election at the AGM. I therefore ask you to support the re-election of the directors.

Recommendation

The board of directors ("Board") believes that all the resolutions set out in the Notice will promote the success of, and are in the best interests of, the Company and its shareholders as a whole. The directors therefore unanimously recommend that shareholders vote FOR all the resolutions as they intend to do in respect of their own beneficial holdings.

Shareholder Questions

The Board value the opportunity to engage with shareholders and welcome questions from those attending the AGM in person and also from shareholders in advance of the AGM via our website. Instructions on how to ask questions are set out in Note 12 to the Notice on page 6 of this document. Questions and answers will be published as soon as possible following the AGM on our website at woodplc.com/investors/annual-general-meeting.

Security

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

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

Those attending the AGM will be required to follow any company specific health and safety measures that may be in place on 22 June 2022 as a result of Covid-19. Failure to follow these requirements may result in entrance being denied. These measures will be published prior to the meeting on our website at woodplc.com/investors/annual-general-meeting.

Yours faithfully



Roy A Franklin
Chair

18 May 2022

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

Notice of Annual General Meeting 2022

Notice is hereby given that the Annual General Meeting (the "AGM" or the "meeting") of John Wood Group PLC (the "Company" or "Wood") will be held at Sir Ian Wood House, Hareness Road, Altens, Aberdeen, AB12 3LE, Scotland on Wednesday, 22 June 2022 at 2.00pm for the following purposes:

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

1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2021.
2. To approve the Annual Report on Directors' Remuneration prepared by the Remuneration Committee and approved by the Board for the year ended 31 December 2021.
3. To re-elect Roy A Franklin as a Director.
4. To re-elect Birgitte Brinch Madsen as a Director.
5. To re-elect Jacqui Ferguson as a Director.
6. To re-elect Adrian Marsh as a Director.
7. To re-elect Nigel Mills as a Director.
8. To re-elect Brenda Reichelderfer as a Director.
9. To re-elect Susan Steele as a Director.
10. To re-elect Robin Watson as a Director.
11. To re-elect David Kemp as a Director.
12. To re-appoint KPMG LLP as auditors of the Company, to hold office until the conclusion of the next AGM of the Company.
13. To authorise the directors to determine the remuneration of the auditors.
14. THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are its subsidiaries at any time during the period when this resolution has effect, be generally and unconditionally authorised, in aggregate, to:
 - a. make political donations to political parties or independent election candidates not exceeding £50,000 in total;
 - b. make political donations to political organisations other than political parties not exceeding £50,000 in total; and
 - c. incur political expenditure not exceeding £50,000 in total;(as such terms are defined in sections 363 to 365 of the Act) during the period beginning with the date of the passing of this resolution and expiring 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's next AGM in 2023; **provided that:**
 - (i) the aggregate amount of the authorised sum referred to in paragraphs (a), (b) and (c) above shall not exceed £50,000; and
 - (ii) the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure is incurred or, if earlier, on the day on which the Company or its subsidiary enters into any contract or undertaking in relation to the same (or, if such day is not a business day, the first business day thereafter).
15. To generally and unconditionally authorise the directors in accordance with section 551 of the Act to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares of the Company:
 - a. up to an aggregate nominal amount of £9,883,420, being approximately one third of the nominal value of the Company's issued ordinary share capital as at 28 April 2022 (the latest practicable date prior to the publication of this Notice) (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
 - b. comprising equity securities (as defined in section 560 of the Act) up to a nominal amount of £19,766,839, being approximately two thirds of the nominal value of the Company's issued ordinary share capital as at 28 April 2022 (the latest practicable date prior to the publication of this Notice) (such amount to be reduced by any allotments or grants made under (a) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,and so that the directors may impose any limits or restrictions and make such exclusions or other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter,provided that these authorities shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2023 (unless previously revoked or varied by the Company in general meeting) save that under each authority the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or enter into an agreement as if the authority conferred hereby had not expired, and provided further that these authorities shall be to the exclusion of and in substitution for any such earlier authority.

Notice of Annual General Meeting 2022 (continued)

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

16. That, subject to the passing of resolution 15 and in substitution of all existing authorities, the directors be authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell equity securities held by the Company as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited:

- a. to the allotment of equity securities and the sale of treasury shares in connection with an offer or issue of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 15, by way of a rights issue only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

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

- b. in the case of the authority under paragraph (a) of resolution 15 and/or in the case of the sale of any treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,482,513, being approximately 5% of the issued ordinary share capital of the Company as at 28 April 2022 (the latest practicable date prior to the publication of this Notice)

and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2023, except that the Company may before such expiry make offers or enter into agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and notwithstanding such expiry the directors may allot equity securities (and/or sell treasury shares) in pursuance of such offers or agreements as if the power conferred hereby had not expired.

17. That, subject to the passing of resolution 15, the directors be authorised pursuant to section 570 of the Act in addition to any authority granted under resolution 16 to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,482,513, being approximately 5% of the issued ordinary capital of the Company as at 28 April 2022 (the latest practicable date prior to the publication of the Notice); and

- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2023, except that the Company may before such expiry make offers or enter into agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and notwithstanding such expiry the directors may allot equity securities (and/or sell treasury shares) in pursuance of such offers or agreements as if the power conferred hereby had not expired.

18. To generally and unconditionally authorise the Company for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 4 ²/₇ pence each in the capital of the Company ("ordinary shares"), on such terms and in such manner as the directors may from time to time determine, provided that:

- a. the maximum number of ordinary shares hereby authorised to be purchased is 69,183,937;
- b. the minimum price which may be paid for an ordinary share is 4 ²/₇ pence per share (exclusive of expenses);
- c. the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be the higher of:
 - i. an amount equal to 105% of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out,

and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2023, unless such authority is renewed, varied or revoked prior to such time, provided that the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract under this authority as if it had not expired.

19. To authorise the Company to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice.

By order of the Board



Martin J McIntyre
Company Secretary

Dated: 18 May 2022

Registered office:
15 Justice Mill Lane,
Aberdeen, AB11 6EQ

Registered in Scotland
Registered number SC036219

Notes

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

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

1. Eligibility to attend and vote

Shareholders' eligibility to attend, speak and vote at the AGM, either in person or by proxy, will be determined by reference to the Register of Members of the Company as at close of business on Monday, 20 June 2022 (or, in the event of any adjournment, at 6.30pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after this time will be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

2. Appointing a proxy and voting

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

A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares. Any proxy appointed must attend the meeting for their vote to be counted. A proxy need not be a member of the Company. Appointing a proxy in this way will not prevent shareholders from attending and voting at the AGM in person.

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

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

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

To be effective, any proxy appointment and/or voting instructions must be received by Equiniti Limited not less than 48 hours before the time fixed for the meeting (i.e. by 2.00pm on Monday, 20 June 2022).

If not registering your proxy/voting preferences online, the postal address for return of paper proxy forms is Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA. Additional proxy forms can be obtained by contacting Equiniti Limited on 0371 384 2649. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales). If calling from outside the UK, please contact the Equiniti overseas helpline number on +44 121 415 7047.

3. Votes of joint holders

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

4. Electronic proxy appointment and voting

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

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

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

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

5. CREST - appointing a proxy and voting

CREST members who wish to appoint a proxy or proxies, or register their voting preference, through the CREST electronic proxy appointment service may do so for the AGM to be held on Wednesday, 22 June 2022 and any adjournment(s) thereof by using the procedures described in the CREST Manual available at www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

6. Authentication of CREST proxy instructions

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti Limited (CREST Participant ID RA19) by 2.00pm on Monday, 20 June 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7. CREST system messages and timings

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

Notes (continued)

8. CREST Circumstances of invalidity

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

9. Corporate representative

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

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

10. Nominated Persons

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

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

11. Poll voting and voting results

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

Shareholders have the right to request, in accordance with section 360BA of the Act, information to enable them to determine that their vote on a poll was validly recorded and counted. Shareholders who wish to do so should contact the Company's registrar, Equiniti Limited no later than 30 days following the date of this year's AGM, on 0371 384 2649. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales). If calling from outside the UK, please contact the Equiniti overseas helpline number on +44 121 415 7047.

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

12. Asking questions at the AGM

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

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

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

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

13. Issued share capital and voting rights

At 28 April 2022 (the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 691,839,369 ordinary shares, carrying one vote each and the Company held no shares in Treasury. Therefore, the total number of votes exercisable at 28 April 2022 is 691,839,369.

14. Documents for inspection

Copies of the executive directors' service contracts and copies of letters of appointment of the non-executive directors will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the registered office of the Company until the time of the AGM and will also be available for inspection at the place of the AGM for at least 15 minutes before and during the meeting.

15. Audit concerns

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

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

16. Availability of this Notice

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

17. Use of electronic addresses

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

18. Personal data

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

The resolutions explained

As detailed in the Notice on pages 3 and 4, shareholders are being asked to consider and, if thought fit, approve resolutions in respect of the matters as set out below.

Ordinary Resolutions

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

Resolution 1 - Report and accounts

The directors must present to shareholders the Company's accounts and the reports of the directors and the auditors for the financial year ended 31 December 2021 (the "Annual Report and Accounts").

Resolution 2 - Annual Report on Directors' Remuneration

The annual report on directors' remuneration provides details of the remuneration paid to the directors during the year ended 31 December 2021 (the "Annual Report on Directors' Remuneration"), including any share awards made during the year and can be found in the remuneration section of the Annual Report and Accounts on pages 110 to 134.

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

The Company's auditors during the year, KPMG LLP, have audited those parts of the Annual Report on Directors' Remuneration that are required to be audited and their report may be found on pages 136 to 149 of the Annual Report and Accounts.

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

The Directors' Remuneration Policy forms part of the Annual Report on Directors' Remuneration and remains unchanged, having been approved at the AGM in 2020. It is not required to be considered at the AGM this year. A copy of the Directors' Remuneration Policy can be found at woodplc.com/rempolicy.

Resolutions 3 to 11 - Re-election of directors

The UK Corporate Governance Code (the "Code") recommends that all directors stand for annual re-election. As previously announced, Robin Watson intends to step down as Chief Executive once a successor has been appointed and is in place and, to ensure an orderly transition, he shall seek re-election at the AGM. Also, in line with the principles of the Code regarding the tenure of independent directors, Thomas Botts will resign as non-executive director upon conclusion of the AGM and does not intend to stand for re-election.

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

The Nomination Committee identifies, evaluates and recommends candidates for appointment and re-appointment as directors. Appointments are made on merit and candidates are measured against objective criteria having regard to the diversity, mix of skills, experience and knowledge of the board as a whole.

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

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

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

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

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

- Business strategy and governance
- Finance and investment
- Mergers and acquisitions
- Digital and technology
- Talent, people and culture
- Engineering and technology skills

The diverse backgrounds of, and expertise offered and contribution made by, the directors, as more particularly detailed in their individual biographies on pages 10 and 11, continue to be important to the Company's long-term sustainable success and it is therefore appropriate for each of them to continue to serve as directors of the Company.

The executive directors' service contracts and the non-executive directors' letters of appointment are available for inspection as specified in Note 14 to the Notice.

The resolutions explained (continued)

Resolutions 12 and 13 - Auditor resolutions

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

The Audit Committee has assessed the effectiveness, independence, objectivity and professionalism of the external auditor, KPMG LLP, and has concluded that they are in all respects effective. KPMG LLP have confirmed they are willing to continue in office for a further year. Resolution 12 proposes that KPMG LLP be re-appointed.

Resolution 13 gives authority to the directors, acting through the Audit Committee, to determine the auditors' remuneration.

Resolution 14 – Political donations

Part 14 of the Act contains restrictions on companies making political donations or incurring political expenditure and defines those terms in a way that is capable of a very wide interpretation and could catch normal business activities which might not be thought of as political donations or political expenditure in the usual sense. To avoid inadvertent infringement of the Act, the directors are therefore seeking shareholders' authority for the Company and its subsidiaries to make political donations and to incur political expenditure during the period beginning with the date of the AGM and expiring 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's next AGM in 2023, up to a maximum aggregate amount of £50,000.

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

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

Resolution 15 - Directors' authority to allot shares

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

Paragraph (a) of this resolution would give the directors the authority to allot ordinary shares, or grant rights to subscribe for or convert any securities into ordinary shares, up to an aggregate nominal amount equal to £9,883,420 (representing 230,613,123 ordinary shares of 4²/₇ pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 28 April 2022, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the IA, paragraph (b) of this resolution would give the directors authority to allot ordinary shares, or grant rights to subscribe for or convert any securities into ordinary shares, in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £19,766,839 (representing 461,226,246 ordinary shares of 4²/₇ pence each), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 28 April 2022, the latest practicable date prior to publication of this Notice.

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

The authority sought by this resolution will expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company in 2023.

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

As at 28 April 2022, the latest practicable date prior to the publication of this Notice, no ordinary shares are held by the Company in treasury.

Special Resolutions

Resolutions 16 to 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.

Resolution 16 and 17 - Waiver of pre-emption rights

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

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

Resolution 16 contains a two-part waiver. The first is limited to the allotment of shares for cash in connection with a pre-emptive offer (and in the case of issuance under paragraph (b) of resolution 15 by way of rights issue) and allows the directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second is limited to the allotment of shares for cash up to an aggregate nominal value of £1,482,513 (representing 34,591,968 ordinary shares of 4 ²/₇ pence each) which represents approximately 5% of the issued ordinary share capital of the Company as at 28 April 2022 (the latest practicable date prior to the publication of the Notice).

The waiver granted by resolution 17 is in addition to the waiver granted by resolution 16. It is limited to the allotment of shares for cash up to an aggregate nominal value of £1,482,513 (representing 34,591,968 ordinary shares of 4 ²/₇ pence each) which represents a further 5% of the issued ordinary share capital of the Company as at 28 April 2022 (the latest practicable date prior to the publication of the Notice). This further waiver may only be used for allotments of shares or other equity securities (and sale of treasury shares) for cash in connection with an acquisition or specified capital investment, of a kind contemplated by the Pre-Emption Group's March 2015 Statement of Principles ("Statement of Principles"), which represents no more than an additional 5% of the Company's issued ordinary share capital and which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The maximum nominal value of equity securities which could be allotted if both authorities were used for non-pre-emptive issues would be £2,965,026 (representing 69,183,937 ordinary shares of 4 ²/₇ pence each), which represents approximately 10% of the issued ordinary share capital of the Company as at 28 April 2022 (the latest practicable date prior to the publication of the Notice).

In line with the guidance on the cumulative usage of authorities within a rolling three-year period, contained in the Statement of Principles, the directors confirm their intention that (except in relation to an issue pursuant to the additional 5% in connection with an acquisition or specified capital investment (as described above) referred to in resolution 17) no more than 7.5% of the issued share capital of the Company will be issued for cash on a non-pre-emptive basis during any rolling three-year period without prior consultation with shareholders.

The directors currently have no intention to exercise the authorities under resolutions 16 and 17, although they consider their grant to be appropriate in order to preserve maximum flexibility for the future.

The authority sought by these resolutions will expire 15 months after their passing, or, if earlier, at the conclusion of the AGM of the Company in 2023.

Resolution 18 - Authority to purchase own shares

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

This resolution gives the directors authority to purchase up to 69,183,937 ordinary shares of 4 ²/₇ pence each, which represents approximately 10% of the Company's issued ordinary share capital as at 28 April 2022 (the latest practicable date prior to the publication of the Notice), through market purchases on the London Stock Exchange.

The directors have no current intention of using this authority to make market purchases, however they consider it prudent to be able to act at short notice if circumstances warrant and this resolution provides the flexibility to allow them to do so.

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

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

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

Shareholders should understand that the maximum number of shares and the price range stated in resolution 18 are merely for the purposes of compliance with statutory and Financial Conduct Authority requirements in seeking this authority and should not be taken as any indication of the terms upon which the Company intends to make such purchases.

The authority sought by this resolution will expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company in 2023.

At 28 April 2022 (the latest practicable date prior to the publication of this Notice), there were approximately 23,156,710 options to subscribe for ordinary shares in the Company that were outstanding. This represents 3.35% of issued ordinary share capital. If the existing authority given at the last AGM and the authority now being sought by resolution 18 were to be fully used, the number of outstanding share options will represent 4.18% of the issued ordinary share capital of the Company (assuming no further shares are allotted).

Resolution 19 - Notice of meetings

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

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

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

Roy A Franklin OBE

Chair

Appointed in 2017.

Chair since September 2019.

Chair of the Nomination Committee.

Contribution to the Company and reasons for re-election

Roy brings to the Board more than 48 years' experience as a senior executive in the oil and gas industry including strong strategic and operational expertise and extensive experience in chairing boards of listed companies. Such combined knowledge enables him to steer the Board's focus, promoting open and productive debate and contributes to the Board's practical understanding of good governance. He has an outstanding track record and has demonstrated consistent and valuable leadership.

Experience

Roy is currently a director of Kosmos Energy Ltd and an independent non-executive director of Energean plc.

Roy initially spent 18 years at bp, latterly as head of M&A, bp Exploration, after which he was group MD of Clyde Petroleum and then CEO of Paladin Resources until its acquisition by Talisman Energy in 2005. Since then Roy has served on a number of international energy boards in non-executive roles, including Amec Foster Wheeler plc. He is a former chairman of the Keller Group PLC and former deputy chairman of Equinor A/S. Until 25 February 2021, Roy was chairman of privately held Energean Israel Ltd and until 31 March 2021 was chairman of Premier Oil plc.

Robin Watson CBE

Chief Executive

Appointed in 2013.

Group Chief Executive since January 2016.

Contribution to the Company and reasons for re-election

Robin has a comprehensive understanding of the Company and a clear strategic mindset. He has extensive leadership and management experience, with a well-established track record of implementing strategic change and operational delivery. His contribution and vision is invaluable as we re-position the business across the energy transition and deliver long-term growth, in a continually changing environment.

Experience

Robin was responsible for the creation of Wood when he led the acquisition of Amec Foster Wheeler in 2017. Robin joined the Company in 2010, becoming CEO of Wood Group's PSN division in 2012 and was appointed as Chief Operating Officer and an executive member of the Wood Group Board in 2013. Prior to joining Wood Group, he worked for Petrofac and Mobil Oil in the UK and internationally and has more than 35 years' engineering and industry experience.

Robin is a board member of the Institute of Directors through his membership of the Energy Leaders Coalition (ELC) and his personal commitment to the Scottish Leaders Mentoring Scheme is contributing to improving gender diversity in the energy sector and the wider Scottish business sector. He has also been a past Board member of Oil & Gas UK and, between 2011 and 2015, on the Scottish Business Board, a cross-industry advisory group to the UK government. Robin has received a variety of prestigious business awards recognising his leadership, innovation and entrepreneurship and was appointed a Commander of the Order of the British Empire (CBE) in 2020, in recognition of his services to international trade and is a Chartered Mechanical Engineer, a Fellow of both the Institution of Mechanical Engineers and the Energy Institute. He holds a Masters of Business Administration and an Honours Degree in Offshore & Mechanical Engineering and was recently bestowed an Honorary Doctorate in Engineering from Heriot Watt University. Robin is also a Visiting Professor at the Robert Gordon University.

David Kemp

Chief Financial Officer

Appointed in 2015.

Contribution to the Company and reasons for re-election

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

Experience

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

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

Nigel Mills

Non-executive and Senior Independent Director

Appointed in 2020.

Member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Contribution to the Company and reasons for re-election

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

Experience

Nigel is senior independent director of Persimmon Plc, where he also served as acting chairman for six months in 2018. His executive career was in investment banking, as chair of Corporate Broking at Citi and chief executive at Hoare Govett.

Jacqui Ferguson

Non-executive Director

Appointed in 2016.

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

Contribution to the Company and reasons for re-election

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

Experience

Jacqui is a senior independent director of Tesco Bank and a non-executive director of Croda International plc. She is deputy chair of Engineering UK and a Fellow of the Institute of Engineering and Technology. Jacqui was previously a founding member of the Scottish First Minister's Advisory Board for Women and Girls, her 3 year term having ended during 2021, and Senior Vice President and General Manager of Hewlett Packard Enterprise Services in the UK and Ireland, Middle East, Mediterranean, Africa and Israel.

Adrian Marsh

Non-executive Director

Appointed in 2019.

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

Contribution to the Company and reasons for re-election

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

Experience

Adrian has been Group Finance Director of DS Smith plc since September 2013. He was previously Head of Tax, Treasury and Corporate Finance at Tesco plc and has also held divisional CFO positions at both AstraZeneca PLC and Pilkington plc.

Birgitte Brinch Madsen

Non-executive Director

Appointed in 2020.

Member of the Safety, Sustainability, Assurance & Business Ethics Committee and the Nomination Committee.

Contribution to the Company and reasons for re-election

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

Experience

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

Brenda Reichelderfer

Non-executive Director

Appointed in 2021.

Member of the Remuneration Committee and the Nomination Committee.

Contribution to the Company and reasons for re-election

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

Experience

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

Susan Steele

Non-executive Director

Appointed in 2021.

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

Contribution to the Company and reasons for re-election

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

Experience

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

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