

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

At the Annual General Meeting of John Wood Group PLC held on 9 May 2019, all resolutions put to shareholders were passed on a poll with the required majorities.

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

Issued share capital at meeting date: 681,539,369

Number of votes per share: 1 vote per share

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

		Votes For (Including Discretionary)	%	Votes Against	%	Total Votes (excluding Votes Withheld)	% of Issued Share Capital Voted	Votes Withheld*
1	Report & accounts	562,844,627	99.99%	83,938	0.01%	562,928,565	82.60%	707,823
2	Declaration of final dividend	543,974,639	96.51%	19,653,763	3.49%	563,628,402	82.70%	7,987
3	Remuneration report	456,721,589	81.78%	101,740,458	18.22%	558,462,047	81.94%	5,204,342
4	Re-elect Ian Marchant	517,393,958	92.08%	44,524,349	7.92%	561,918,307	82.45%	1,718,081
5	Re-elect Thomas Botts	562,231,047	99.76%	1,340,359	0.24%	563,571,406	82.69%	64,983
6	Re-elect Jan Brown	495,604,244	87.94%	67,969,447	12.06%	563,573,691	82.69%	62,697
7	Re-elect Jacqui Ferguson	559,874,110	99.34%	3,699,077	0.66%	563,573,187	82.69%	63,202
8	Re-elect Roy Franklin	558,471,397	99.10%	5,095,571	0.90%	563,566,968	82.69%	69,421
9	Re-elect Mary Shafer-Malicki	521,365,636	92.51%	42,210,515	7.49%	563,576,151	82.69%	60,238
10	Re-elect Jeremy Wilson	503,434,823	89.33%	60,134,598	10.67%	563,569,421	82.69%	66,966
11	Re-elect Robin Watson	563,347,229	99.96%	227,304	0.04%	563,574,533	82.69%	61,856
12	Re-elect David Kemp	562,518,950	99.81%	1,055,994	0.19%	563,574,944	82.69%	61,445
13	Re-appointment of KPMG LLC as auditors	563,532,979	99.99%	63,050	0.01%	563,596,029	82.69%	40,360
14	Authorisation of auditors' remuneration	563,558,941	99.99%	54,664	0.01%	563,613,605	82.70%	22,784
15	Authority to allot shares	469,069,892	83.23%	94,526,844	16.77%	563,596,736	82.69%	39,653
16	Disapplication of pre-emption rights	557,039,319	98.85%	6,487,868	1.15%	563,527,187	82.68%	109,202
17	Additional authority to disapply pre-emption rights	509,345,598	90.39%	54,182,334	9.61%	563,527,932	82.68%	108,456
18	Authority to purchase own shares	561,294,509	99.60%	2,263,606	0.40%	563,558,115	82.69%	78,273
19	Notice of general meetings	503,095,628	89.62%	58,285,394	10.38%	561,381,022	82.37%	2,255,367

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

Resolutions 16 to 19 were considered and passed as Special Resolutions.

On 2 May 2019, ahead of the AGM, the company announced that the participation levels in the Long-Term Plan (LTIP) for the performance period beginning 2019, as disclosed in the Remuneration Report, of 250% of annual base salary for our Chief Executive, Robin Watson, and of 200% for our CFO, David Kemp, would be cancelled as mutually agreed by the Board, Robin and David. Although the Board remains concerned about longer term retention for senior management, including executive directors, and the external competitive environment for talent, it was agreed that the participation levels would return to the previous levels of 200% and 175% respectively.

The Remuneration Committee note the concerns raised and will further engage with shareholders in the coming months to ensure shareholder views are fully considered and the interests of shareholders are aligned to the Company's reward principles. The Remuneration Committee will reflect on feedback received and use it to inform the Company's Remuneration Policy which will be subject to approval at the Company's 2020 annual general meeting.

In accordance with LR 9.6.2, those resolutions passed at today's AGM which are required to be made available for inspection will shortly be available to view at www.morningstar.co.uk/uk/NSM.