

4 September 2025

Formal notification re: announcement of a recommended cash offer by Dar Al-Handasah Consultants Shair and Partners Holdings Ltd for John Wood Group PLC

Dear Wood Benefits Committee,

Announcement of a recommended cash offer by Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (“Sidara”) for John Wood Group PLC (“Wood” or the “Company”)

On 24 February 2025, Wood announced that it had received an approach from Sidara, regarding a possible offer to acquire the entire issued and to be issued ordinary share capital of Wood. Further, on 14 April 2025, Wood announced that it had received a holistic, non-binding and conditional proposal from Sidara, including a possible offer of 35 pence in cash per Wood share to acquire the entire issued and to be issued share capital of the Company.

On 29 August 2025, Wood and Sidara made an announcement under Rule 2.7 of the City Code on Takeovers and Mergers (the “**Takeover Code**”) (the “**Rule 2.7 Announcement**”), confirming that they had reached agreement on the terms of a recommended cash offer pursuant to which the entire issued and to be issued ordinary share capital of Wood would be acquired by Sidara Limited (a wholly owned subsidiary of Sidara) at 30 pence per Wood share (the “**Offer**”). It is intended that the Offer will be implemented by means of a scheme of arrangement under Part 26 of the Companies Act 2006.

In accordance with Rule 2.11 of the Takeover Code, we are required to inform you that a copy of the Rule 2.7 Announcement, and all other information, documents and announcements relating to the Offer are, and will remain during the course of the Offer, available on Wood’s website at <https://www.woodplc.com/investors/pages/sidara-proposal-2025>. This communication is not to be taken as a summary of the information in the Rule 2.7 Announcement and should not be regarded as a substitute for reading the Rule 2.7 Announcement in full. For the avoidance of doubt, the content of Wood’s website is not incorporated into, and does not form part of, this communication.

The trustees or general managers of Wood’s pension schemes have a right under Rule 25.9 of the Takeover Code to have published, at Wood’s cost, a separate opinion on the effects of the Offer on those pension schemes. Any such opinion will be appended to a circular on the Offer (or, if applicable, scheme circular) that may be published by Wood in accordance with the requirements of Rule 25.9 of the Takeover Code.

Yours faithfully,



Ken Gilmartin
Chief Executive

IMPORTANT NOTICES

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from Wood may be provided to Sidara during the offer period as required under Section 4 of Appendix 4 of the Takeover Code.

Should you wish to contact Wood regarding administrative matters in view of the 2.7 Announcement, please contact Elaine Hanna in the United Kingdom on +44 7887 732081 or elaine.hanna@woodplc.com during normal business hours.

Responsibility statement

*The directors of Wood (the “**Directors**”) accept responsibility for the information contained in this communication relating to Wood. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this communication (including any expressions of opinion) is in accordance with the facts and does not omit anything likely to affect the import of such information.*

Right to request hard copies

You may access an electronic copy of the Rule 2.7 Announcement on Wood’s website at <https://www.woodplc.com/investors/pages/sidara-proposal-2025>.

You may request a hard copy of this communication, the Rule 2.7 Announcement and any information incorporated into it by reference to another source in hard copy, or contact us about any other administrative matters, by writing to Wood Pensions at Wood, 1 Booths Park, Chelford Road, Knutsford, Cheshire WA16 8QZ or by calling Elaine Hanna on +44 7887 732081 during normal business hours. A hard copy of this communication and the Rule 2.7 Announcement will not be sent to you unless you so request it.

You may also request that all future documents, announcements and information sent to you in relation to the Offer should be sent to you in hard copy form, again by writing to the address set out above or by calling the telephone number above.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person’s interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.