



John Wood Group PLC
Sir Ian Wood House
Hareness Road
Altens Industrial Estate
Aberdeen, Scotland
AB12 3LE
T: +44 (0)1224 851000

www.woodplc.com

If you are in any doubt as regards the contents of this communication, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. If you have sold or otherwise transferred all of your ordinary shares in John Wood Group PLC please send this communication at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of ordinary shares in John Wood Group PLC, you should retain this communication and consult the bank, stockbroker or other agent through whom the sale was effected. However, this communication should not be forwarded or transmitted, in whole or in part, into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction.

The release, publication or distribution of this communication and any accompanying documents (in whole or in part) in or into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this communication comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. Further details in relation to overseas shareholders of John Wood Group PLC are set out in the Scheme Document (as defined below).

11 September 2025

To: John Wood Group PLC (“**Wood**” or the “**Company**”) shareholders and persons with information rights, and holders of securities convertible into rights to subscribe for and/or options over shares in John Wood Group PLC.

Notification of publication of important documentation in relation to the recommended cash acquisition of Wood by Sidara Limited (an entity controlled by Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (“Sidara**”)).**

On 29 August 2025, the boards of directors of Wood and Sidara announced that they had reached agreement on the terms and conditions of a recommended cash acquisition for the entire issued, and to be issued, ordinary share capital of Wood (the “**Acquisition**”), to be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”).

Please accept this letter as notification that a scheme document published today, which contains further details of the Acquisition, the Scheme, an explanatory statement in compliance with section 897 of the Act and notices of the shareholder meetings (the “**Scheme Document**”), is now available to view at, and can be downloaded from, the Company’s website at www.woodplc.com/investors/pages/sidara-proposal-2025.

Certain other documents, announcements and information published in relation to the Acquisition (including the Forms of Proxy described below) can also be found at the same Company website address referred to above. For the avoidance of doubt, the content of the Company’s website is not incorporated into, and does not form part of, this letter.

You will also find, in connection with voting at the shareholder meetings, enclosed with this letter hard copies of the following important documents in relation to the Acquisition:

1. a BLUE Form of Proxy for use in respect of the Court Meeting;
2. a YELLOW Form of Proxy for use in respect of the General Meeting; and
3. a pre-paid envelope for use in the U.K. only for the return of the BLUE Form of Proxy and the YELLOW Form of Proxy.

What do you need to do?

In order to become effective, the Scheme requires approval of shareholders at two meetings – the Court Meeting and the General Meeting (together, the “**Meetings**”) – which will be held at Sir Ian Wood House, Harenness Road, Altens Industrial Estate, Aberdeen AB12 3LE at 10:30 a.m. (U.K. time) and 10:45 a.m. (U.K. time) (or as soon thereafter as the Court Meeting concludes or is adjourned) on 12 November 2025.

The Court Meeting is being held with the permission of the Court to seek the approval of Scheme Shareholders for the Scheme. The General Meeting is being convened to seek the approval of Wood Shareholders to enable the Wood Directors to implement the Scheme and to amend the Articles of Association.

The Scheme Document

The Scheme Document contains further details of the Acquisition as well as the notices of the Meetings. The notice of the Court Meeting is set out in Part IX of the Scheme Document. The notice of the General Meeting is set out in Part X of the Scheme Document. Please read the Scheme Document and the enclosed documents carefully. Please note that this letter is not a summary of the information and proposals set out in the Scheme Document and should not be regarded as a substitute for reading the Scheme Document in full. You should read the Scheme Document in full before making a decision. Any capitalised terms not otherwise defined in this letter shall have the meaning given to them in the Scheme Document.

Appointment of a proxy – please appoint a proxy as soon as possible

These Forms of Proxy are important and require your attention. The BLUE Form of Proxy is for use at the Court Meeting and the YELLOW Form of Proxy is for use at the General Meeting.

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders. Whether or not you intend to attend and/or vote at the Meetings (in person or by proxy), you are strongly encouraged to submit proxy appointments and voting instructions for the Court Meeting and the General Meeting as soon as possible, using any of the methods (by post or electronically, including through CREST) set out in the Scheme Document.

Please complete and sign the Forms of Proxy in accordance with the instructions printed on them and return them to Equiniti, the Company’s Registrar, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or use the pre-paid envelope for use in the U.K. only. Alternatively, you may register the appointment of a proxy electronically by logging in to your portfolio at <https://www.shareview.co.uk> by using your usual user ID and password. Once logged in, simply click ‘view’ on the ‘My Investments’ page, click on the link to vote and then follow the on-screen instructions. To register for a portfolio, go to <https://www.shareview.co.uk> and enter the requested information.

Holders of Scheme Shares held through CREST may also appoint a proxy or proxies using the CREST electronic proxy appointment service by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com. If you are an institutional investor, you may also be able to submit your proxy appointment electronically via the Proxymity platform at www.proxymity.io. Please refer to the Scheme Document for detailed information about how to appoint proxies electronically.

Proxy appointments should be registered so as to be received as soon as possible and in any event not later than the relevant times set out below:

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| Court Meeting (electronically or BLUE Form of Proxy) | 10.30 a.m. (U.K. time) on 10 November 2025 |
| General Meeting (electronically or YELLOW Form of Proxy) | 10.45 a.m. (U.K. time) on 10 November 2025 |

or, if in either case the Meeting is adjourned or postponed, the relevant Form of Proxy should be received no later than 48 hours (excluding any part of such 48 hour period falling on a day that is not a working day) before the time fixed for the adjourned or postponed Meeting.

The YELLOW Form of Proxy for the General Meeting will not be valid if not lodged by this time. If the BLUE Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Chair of the meeting or to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the meeting (or any adjournment thereof).

The completion and return of the Forms of Proxy by post or electronically will not prevent you from attending and voting at the Court Meeting or the General Meeting, or any adjournments or postponements thereof, in person should you wish to do so and should you be so entitled.

Right to request hard copies

You may request a hard copy of the Scheme Document or any information incorporated into the Scheme Document by reference to another source, free of charge, by contacting Equiniti during business hours (8.30 a.m. to 5.30 p.m.) Monday to Friday (excluding public holidays in England and Wales) on +44 333-207-6535 (please use the country code if calling from outside of the UK) or by submitting a request in writing to Equiniti at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA stating your name, and the address to which the hard copy should be sent.

Questions you may have

If you have any questions about the Scheme Document, the Court Meeting or the General Meeting, or are in any doubt as to how to complete the Forms of Proxy or to submit your proxies through CREST or via the electronic means, please contact Equiniti by calling the shareholder helpline on +44 333-207-6535. The Shareholder Helpline will be available from 8.30 a.m. to 5.30 p.m. (U.K. time) Monday to Friday (except public holidays in England and Wales). Please ensure the country code is used if calling from outside the U.K. Calls to the shareholder helpline from outside of the U.K. will be charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored for security and training purposes. Please note that Equiniti cannot provide advice on the merits of the Scheme, nor give financial, tax, investment or legal advice.

In addition to the helpline provided by Equiniti, Wood Group has engaged Georgeson to provide assistance to any Wood Group shareholders who have questions about the procedure for voting their shares. Georgeson can be contacted at the following email address: woodgroup@georgesond.com

Thank you for taking the time to read through this letter and the Scheme Document and thank you in advance for voting at the Meetings.

Yours faithfully,



Ken Gilmartin
Chief Executive
John Wood Group PLC

Responsibility statement

The directors of the Company accept responsibility for the information contained in this document relating to the Company. To the best knowledge and belief of the directors of the Company (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.

Addresses may be provided to Sidara

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 City Code on Takeovers and Mergers (the "Code").

Right to request hard copies

You may change your communication preferences (and request a hard copy of any document, announcement or information that is sent to you in electronic form, or by means of being published on a website, in connection with the Offer (and any information incorporated into such materials by reference to another source)) by (i) contacting Equiniti during business hours on +44 333-207-6535 if calling from the UK (lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales)); or (ii) by submitting a request in writing to Equiniti at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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 tenth business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the tenth 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 Code, any person who is, or becomes, interested in 1% 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) 207 638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.