



Dear Participant,

**LTIP awards and the recommended cash acquisition of John Wood Group PLC (“Wood”) by Sidara Limited (“Bidco”), an entity controlled by Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (“Sidara”)**

As you will be aware, on 29 August 2025, the boards of Wood and Sidara announced that they had reached agreement on the terms of a recommended cash acquisition of the entire issued and to be issued share capital of Wood.

We are writing to explain how the acquisition will affect the performance-based conditional awards granted under the Wood Long-Term Plan (the “LTP”) and/or the Wood Discretionary Share Plan (the “DSP”) (“LTIP Awards”).

This letter only relates to your LTIP Awards. If you hold any other types of awards under the LTP and/or the DSP, or participate in any other Wood share plans, you will receive separate letters explaining how the acquisition will affect any awards or Wood shares you hold under those Wood share plans. Please read those communications carefully as the treatment of those awards or Wood shares may be different from the treatment of your LTIP Awards.

The acquisition will result in Sidara becoming the owner of the entire issued and to be issued ordinary share capital of Wood. The acquisition will take place through a procedure called a “scheme of arrangement” under Part 26 of the Companies Act. This is a procedure which must be approved by Wood shareholders and the Court. The date on which the Court approves the scheme is referred to as the “court sanction date”.

The court sanction date is not when the acquisition will complete. The acquisition will complete when the scheme becomes “effective” (which is expected to occur in the first half of 2026).

Full details of the scheme are set out in the Scheme Document sent to Wood shareholders dated 11 September 2025. A copy of the Scheme Document and the Announcement of 29 August 2025 are available on the Wood website at <https://www.woodplc.com/investors/pages/sidara-proposal-2025>. This letter should be read together with the Scheme Document and the Announcement.

Under the terms of the acquisition, Wood shareholders will receive 30 pence in cash for each Wood share they own.

The acquisition will change the timeframe in which your LTIP Awards will vest. Normally, they would vest three years from the grant date, subject to the satisfaction of any applicable performance conditions and continued employment.

However, as a result of the acquisition, your LTIP Awards will vest early on the court sanction date

(unless they lapse earlier under the LTP or DSP rules (as applicable)). The proportion of your LTIP Awards that will vest on the court sanction date will be determined by the Wood Remuneration Committee subject to the satisfaction of any applicable performance conditions and any applicable time pro-rating.

The Wood Remuneration Committee currently expects that LTIP Awards granted in FY23 and FY24 will not be subject to time pro-rating.

Once vested, your LTIP Awards will not be subject to any post-vesting holding periods but will remain subject to the malus and clawback provisions in the LTP or DSP rules (as applicable).

Each Wood share you receive in respect of your LTIP Awards will be automatically acquired by Bidco for 30 pence in cash, and the cash proceeds will be paid to you (less deductions for any income tax and employee social security contributions that Wood is required to withhold).

We strongly recommend that, if you are unsure how your LTIP Awards will be taxed, you seek advice from an independent tax adviser in your country of tax residence.

### **What do I need to do?**

You do not need to do anything for your LTIP Awards to vest. This will happen automatically on the court sanction date.

If the Court does not sanction the scheme for any reason, your LTIP Awards will continue as normal under the LTP or DSP rules (as applicable).

If you leave employment before the court sanction date, the normal leaver provisions in the LTP or DSP rules (as applicable) will apply meaning that, depending on the circumstances of your departure, your LTIP Awards could lapse.

If you have any questions about your LTIP Awards or the acquisition, please contact [shareplan@woodplc.com](mailto:shareplan@woodplc.com). Please note that Wood and Bidco cannot give you any legal, tax, investment or financial advice on the merits of the acquisition or its effect on your LTIP Awards.

Yours faithfully,

**Ken Gilmartin**

**For and on behalf of John Wood Group PLC**

**Talal Shair**

**For and on behalf of Sidara Limited**

## **Important Notes**

This letter is important and requires your immediate attention. If you are in any doubt about the contents of this letter or the action you should take, you are recommended to seek your own independent financial advice immediately from an independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom, or, if resident elsewhere, from another appropriately authorised independent financial adviser. Nothing in this Letter constitutes financial advice to any holder of shares or share awards in Wood.

If you have received this letter electronically, you can request a hard copy of this letter, free of charge, by logging in to EquatePlus and clicking the “Contact us” button, which you will find at the bottom of any of the Help section articles, or using the EquatePlus live web chat facility, and stating your name and the address to which the hard copy should be sent. You can also ask that any other documents, announcements and information to be sent to you in relation to the acquisition should be sent to you in hard copy form.

If there are any differences between the information in this letter, the LTP or DSP rules (as applicable), or any relevant legislation, then the LTP or DSP rules (as applicable) and the legislation will prevail.

The release, publication or distribution of this letter and any accompanying documents (in whole or in part) in or into or from jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws and regulations of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable laws and regulations, the companies and persons involved in the acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

This letter does not constitute an offer or invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities pursuant to this letter or otherwise in any jurisdiction in which such offer or solicitation is unlawful.

The Wood directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion) other than the information for which responsibility is taken by the Bidco directors. To the best of the knowledge and belief of the Wood directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter (including any expression of opinion) for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Bidco directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion) relating to Bidco, the Bidco group, the Bidco directors and their respective close relatives, related trusts and persons connected with the Bidco directors, and persons acting in concert (as such term is defined in the City Code on Takeovers and Mergers) with Bidco. To the best of the knowledge and belief of the Bidco directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter (including any expressions of opinion) for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.