



Dear Participant,

The Wood Employee Share Plan (the “ESP”) 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 your awards and Wood shares under the ESP, and your rights in relation to those awards and Wood shares.

Under the ESP, you may hold:

- Partnership shares, which are the Wood shares purchased by Computershare Plan Managers, acting as nominee (the “**Nominee**”) on your behalf using contributions made by you from your salary each month;
- Wood shares held by the Nominee on your behalf in relation to vested matching share awards; and
- Unvested matching share awards, which are rights to acquire Wood shares for free to “match” every two partnership shares you buy (i.e. on a one for two basis).

You can find details about your Wood shares under the ESP on the EquatePlus platform (“**EquatePlus**”).

Please read everything in this letter and everything shared with it carefully. The contents are very important. This letter only relates to your ESP awards and Wood shares under the ESP. If you 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 also read those communications carefully as the treatment of those awards or Wood shares may be different from the treatment of your awards and Wood shares under the ESP.

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.

In summary:

- As you are the beneficial owner of the Wood shares held on your behalf under the ESP (i.e. partnership shares and Wood shares pursuant to vested matching share awards), you may instruct the Nominee, via EquatePlus, to vote in relation to those Wood shares for or against the acquisition at two shareholder meetings (referred to as the Court Meeting and the General Meeting), which are expected to both be held on 12 November 2025. A separate email invitation explaining how and the terms on which you can instruct the Nominee to vote on the acquisition and the deadline to do so will be sent to you by the Nominee shortly.
- If you take no action, or if you miss the deadline, the Nominee will not vote in respect of the Wood shares it holds on your behalf under the ESP and will bear no responsibility or liability if you take no action or provide late, illegible, incomplete and/or incorrect instructions. The Nominee is under no obligation to remind you to complete your instructions or correct incorrect forms. The scheme will be approved (or not) by Wood shareholders at the Court Meeting and the General Meeting based on the votes of those Wood shareholders who do vote. Whether or not you vote, the Wood shares held by the Nominee on your behalf under the ESP will still be sold to Bidco, if the acquisition proceeds.
- If the acquisition proceeds:
 - Your unvested matching share awards will vest early, and in full, on the court sanction date and any resulting Wood shares will be held by the Nominee until they are acquired by Bidco.
 - Each Wood share held on your behalf by the Nominee will be acquired by Bidco for 30 pence in cash, subject to the terms of the acquisition.
 - You will receive your sale proceeds in cash. Your proceeds will be sent as soon as practicable after completion of the acquisition and receipt of the proceeds from Bidco. We will contact you closer to the time to confirm the method of payment.

If the acquisition does not proceed for any reason, your matching share awards will not vest early and you will continue to own your Wood shares held on your behalf by the Nominee as you do at the moment, subject to the provisions of the ESP.

If you leave employment before the acquisition takes effect, the way in which the awards you hold under the ESP will be treated will depend on the type of award you hold (partnership share award and/or matching share award). Details can be found at "[ESP Leaver Guidance](#)".

It is expected that the 2025/26 ESP will restart once Wood's shares resume trading. Further communications will be sent in due course.

If you have any questions about your awards and Wood shares under the ESP, please refer to the FAQ section on the intranet [Employee share plan FAQs](#) or contact shareplan@woodplc.com.

If you have any questions about the Nominee's portal, please contact the Nominee via EquatePlus by visiting the Help section and accessing the "Contact us" link within any of the articles. Please note that Wood, Bidco and the Nominee cannot give you any legal, tax, investment or financial advice on the merits of the acquisition or its effect on your awards and Wood shares under the ESP.

Yours faithfully,

Ken Gilmartin

Talal Shair

For and on behalf of John Wood Group PLC

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 ESP rules, or any relevant legislation, then the ESP rules 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.