



Dear Participant,

**Shares held in the Share Plan Account 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 Wood shares held by Computershare Plan Managers (“Computershare”) as nominee on your behalf in the Share Plan Account.

In summary:

- As you are the beneficial owner of the Wood shares held on your behalf in the Share Plan Account, you may instruct Computershare 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 Computershare to vote on the acquisition and the deadline to do so will be sent to you by Computershare shortly.
- If you take no action, or if you miss the deadline, Computershare will not vote in respect of the Wood shares it holds on your behalf in the Share Plan Account and will bear no responsibility or liability if you take no action or provide late, illegible and/or incorrect instructions. Computershare 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 Computershare on your behalf in the Share Plan Account will still be sold to Bidco, if the acquisition proceeds.

This letter only relates to your Wood shares held by Computershare on your behalf in the Share Plan Account. If you hold any other Wood shares or any outstanding awards under any Wood share plans, you will receive separate letters explaining how the acquisition will affect any Wood shares or awards you hold under those Wood share plans. Please read those communications carefully as the treatment of those Wood shares or awards may be different from the treatment of your Wood shares held in the Share Plan Account.

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.

If the acquisition proceeds, your Wood shares held in the Share Plan Account will cease to be subject to any post-vesting holding periods but will remain subject to any applicable malus and clawback provisions.

Each of your Wood shares held in the Share Plan Account will be automatically acquired by Bidco for 30 pence in cash, and the cash proceeds will be paid to you.

We strongly recommend that, if you are unsure how your Wood shares held in the Share Plan Account 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 Wood shares held in the Share Plan Account to be sold to Bidco. This will happen automatically.

If the acquisition does not proceed for any reason, your Wood shares will continue to be held in the Share Plan Account as normal under the existing terms.

If you have any questions about your Wood shares held in the Share Plan Account or the acquisition, please refer to the FAQ section on the intranet [Employee share plan FAQs](#), the [Sidara proposal microsite](#) on our Investor relations page or contact [shareplan@woodplc.com](mailto:shareplan@woodplc.com).

If you have any questions about the EquatePlus portal, please contact Computershare via EquatePlus by visiting the Help section and accessing the “Contact us” link within any of the articles. Please note that Wood, Bidco and Computershare cannot give you any legal, tax, investment or financial advice on the merits of the acquisition or its effect on your Shares.

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 and the terms and conditions of the Share Plan Account or any relevant legislation, then the terms and conditions of the Share Plan Account 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.