

PUBLIC NOTICES

GENERAL NOTICES

JOHN WOOD GROUP PLC
Company Number: SC036219

NOTICE IS HEREBY GIVEN that, by an order of the Court of Session of Parliament House, Parliament Square, Edinburgh EH1 1RQ, Scotland (the “**Court**”) dated 9 September 2025 (the “**Order**”), the Court has directed for a meeting (the “**Court Meeting**”) to be convened of the Scheme Shareholders (as defined in the Scheme (defined below)) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 (the “**Companies Act**”) between John Wood Group PLC (the “**Company**”) and its Scheme Shareholders (the “**Scheme**”) and that such meeting will be held at Sir Ian Wood House, Hareness Road, Altness Industrial Estate, Aberdeen, AB12 3LE, United Kingdom on 12 November 2025 at 10.30 a.m., at which place and time all Scheme Shareholders are requested to attend.

At the Court Meeting, the following resolution will be proposed:

“THAT the scheme of arrangement dated 11 September 2025 (the “Scheme”), between the Company and the Scheme Shareholders (as each term is defined in the Scheme), a copy of which has been produced to this meeting and, for the purposes of identification, initialled by the Chair of this meeting, in its original form or with or subject to any modification, addition or condition agreed by the Company and Bidco (as defined in the Scheme) and approved or imposed by the Court, be approved and the directors of the Company be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect.”

A copy of the Scheme and a copy of the explanatory statement required to be published pursuant to section 897 of the Companies Act are incorporated into the circular relating to the Scheme (the “**Circular**”). Unless the context requires otherwise, any capitalised term used but not defined in this notice shall have the meaning given to such term in Circular. The Circular is available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions and Sanctioned Shareholders, from www.woodplc.com/investors/pages/sidara-proposal-2025 and at www.energy-pillar.com.

Subject to certain restrictions relating to persons resident in Restricted Jurisdictions and Sanctioned Shareholders, the Circular will be sent to Scheme Shareholders, in hard copy by post or, depending on Scheme Shareholders’ communication preferences, a letter or email will be sent giving details of the website where the Scheme Document may be accessed.

Voting on the resolution shall be by poll which shall be conducted as the Chair of the Court Meeting may determine. By the Order, the Court has appointed Roy Franklin or, failing him, any other director of the Company, to act as Chair of the Court Meeting and has directed the Chair to report the result thereof to the Court. For the Court Meeting (or any adjournment or postponement thereof) to be properly convened, a quorum of two persons entitled to vote on the business to be transacted, each being a Scheme Shareholder, the proxy of a Scheme Shareholder or (where the Scheme Shareholder is a corporation) a duly authorised representative must be present.

Right to Appoint a Proxy; Procedure for Appointment

Scheme Shareholders entitled to attend, speak and vote at the Court Meeting may vote in person at the Court Meeting or they may appoint another person as their proxy to attend, speak and vote in their place. A Scheme Shareholder may appoint more than one proxy in relation to the Court Meeting provided that each proxy is entitled to exercise the rights attaching to a different share or shares held by that Scheme Shareholder. A proxy need not be a member of the Company but must attend the Court Meeting in person in order to represent you and for their vote to be counted.

It is important that, for the Court Meeting, as many votes as possible are cast so that the Court can be satisfied that there is a fair representation of Scheme Shareholder opinion. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods set out below, to ensure your vote is recorded. Doing so will not prevent you from attending, speaking and voting in person at the Court Meeting if you wish and are entitled to do so. In the event of a poll on which you vote in person, your proxy vote will be excluded.

For the avoidance of doubt, and notwithstanding any other provision contained in this notice, no Sanctioned Shareholder will be entitled to vote at the Court Meeting or appoint a proxy to exercise all or any such Sanctioned Shareholder’s right to vote on their behalf at the meeting.

Sending Form of Proxy by post

Please complete and sign the blue Form of Proxy in accordance with the instructions printed thereon and return in the pre-paid envelope to Equiniti, Wood’s Registrar, by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, so as to be received as soon as possible and in any event no later than 10.30 a.m. on 10 November 2025 (or, if the Court Meeting is adjourned or postponed, the blue Form of Proxy should be received no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the adjourned or postponed Court Meeting).

If the blue Form of Proxy in respect of the Court Meeting is not received 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 Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or postponement thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

If you wish to appoint more than one proxy, you may photocopy the Form of Proxy or request a copy by contacting Equiniti, Wood’s Registrar, through either of the following methods: (i) by calling on +44 333-207-6535 between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales); or (ii) by submitting a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, in each case, stating your name, and the address to which the hard copy should be sent.

Electronic appointment of proxies via Equiniti’s online facility

As an alternative to completing and returning the printed blue Form of Proxy, proxies may be appointed electronically via Equiniti’s online facility by logging on to the following website: www.shareview.co.uk and following the instructions therein. You will need to create an online portfolio using your Shareholder Reference Number on your Form of Proxy. It is important that you register for an online portfolio with enough time to complete the registration and authentication process. Alternatively, if you have already registered with Equiniti’s online portfolio service, Shareview, you can appoint your proxy electronically at www.shareview.co.uk by logging in with your username/ID and password. Full instructions are given on the website.

For an electronic proxy appointment to be valid, the appointment must be received by Equiniti no later than 10.30 a.m. on 10 November 2025 (or, in the case of an adjournment or postponement of the Court Meeting, 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment or postponement thereof).

If the electronic proxy appointment is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or postponement thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

Any electronic communication sent to the Company or Equiniti found to contain a computer virus will not be accepted.

The use of online voting facilities in connection with the Court Meeting is governed by Equiniti’s conditions of use as set out at www.shareview.co.uk.

Electronic appointment of proxies through Proximity

If you are an institutional investor, you may be able to appoint a proxy or proxies electronically for the Court Meeting (and any adjournment or postponement thereof) via the Proximity platform. This process has been agreed by Wood and approved by Equiniti, Wood’s Registrar. For further information regarding Proximity, please visit <https://proximity.io/>.

Before you can appoint a proxy via Proximity, you must agree to Proximity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy on this platform. Proximity will then contract with your underlying institutional account holder directly, in order to accept their voting instructions through the Proximity platform.

For an electronic proxy appointment to be valid, your proxy must be received no later than 10.30 a.m. on 10 November 2025 (or, in the case of an adjournment or postponement of the Court Meeting, 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the adjourned or postponed Court Meeting).

If the electronic proxy appointment is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or postponement thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

Electronic appointment of proxies through CREST

If you hold Wood Shares in uncertificated form through CREST and wish to appoint a proxy or proxies for the Court Meeting (or any adjournment or postponement thereof) by using the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the CREST Proxy Instruction must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual (available via www.euroclear.com). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) no later than 10.30 a.m. on 10 November 2025 (or, in the case of an adjournment or postponement of the Court Meeting, 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the adjourned or postponed Court Meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

If the CREST proxy appointment or instruction is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or postponement thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Wood may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

Voting Record Time

Entitlement to attend and vote at the Court Meeting, or any adjournment or postponement thereof, and the number of votes which may be cast at the Court Meeting will be determined by reference to the register of members of the Company at 6.30 p.m. on 10 November 2025. If the Court Meeting is adjourned or postponed, the Voting Record Time for the relevant adjourned or postponed meeting will be 6.30 p.m. on the day which is two Business Days prior to the date of the adjourned or postponed meeting. Changes to the register of members of the Company after such time will be disregarded in determining the rights of any person to attend and vote at the Court Meeting.

Joint Holders

In the case of joint holders of Scheme Shares, any one such joint holder may tender a vote, whether in person or by proxy, at the Court Meeting. However, where more than one of the joint holders purports to tender a vote in respect of the joint holding, only the purported vote by the most senior holder will be accepted, to the exclusion of the votes of the other joint holder(s). Where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. For these purposes, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

Corporate Representatives

As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its power as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power to vote in the same way as each other, the Chair will treat the power to vote as having been exercised in that way, and in other cases the Chair will treat the power to vote as not having been exercised. The Chair may require a corporate representative to produce to the registrars of the Company at any time before the start of the Court Meeting the corporate representative’s written authority to attend and vote at the Court Meeting.

The said Scheme will be subject to the subsequent sanction of the Court.

Dated 15 September 2025

Slaughter and May
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Solicitors for the Company