

John Wood Group PLC

# Notice of General Meeting

**to be held on Thursday, 11 December 2025 at 10.00am (U.K. time)  
at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, UK**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES IMMEDIATE ATTENTION.**

If recipients are in any doubt as to any aspect of the content of this document or the action they should take, they should seek their own advice from a stockbroker, bank manager, solicitor, accountant, or other professional adviser.

If a recipient has sold or transferred all of their shares in John Wood Group PLC, please send this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

A proxy form for the General Meeting is enclosed and should be completed and returned as soon as possible. To be valid, it must reach John Wood Group PLC's registrar, Equiniti Limited, no later than 10.00am (U.K. time) on Tuesday, 9 December 2025.

Alternatively, you can register your proxy appointment and voting instructions by going to Equiniti's Shareview website and logging in to your Shareview Portfolio. To register for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information.

CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service.

Institutional investors may be able to appoint a proxy electronically via the Proxymity platform. Further details are contained in the Notice of General Meeting contained in this document.

**Shareholders are strongly encouraged to submit a completed proxy form as soon as possible to ensure their vote is counted.**

# Letter to shareholders

## Dear shareholder

A General Meeting (the "**GM**" or the "**Meeting**") of John Wood Group PLC (the "**Company**" or "**Wood**") will be held at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, UK on Thursday, 11 December 2025 at 10.00am (U.K. time).

## Arrangements

Shareholders are welcome to attend the GM in person. Should it be no longer possible for shareholders to attend the Meeting in person, due to unforeseen circumstances, we will notify shareholders as early as possible before the date of the Meeting through a public announcement made via a Regulatory Information Service. Any updates to the position will also be included on our website at [woodplc.com/investors/general-meetings](https://www.woodplc.com/investors/general-meetings).

The GM is a private meeting for registered shareholders, proxies, duly authorised representatives and the Company's auditors. Non-shareholders, including spouses and partners and nominated persons, are not entitled to admission. A shareholder attending the GM with impaired mobility or other assistance needs may be accompanied by a non-shareholder companion.

## Appointing a proxy and voting at the GM

Shareholders can vote on the resolutions to be proposed at the GM by completing and returning a proxy form online or by post. **Shareholders are strongly encouraged to submit a completed proxy form as soon as possible and to appoint the Chair of the Meeting as their proxy** to ensure their vote is counted. Instructions for voting by proxy are set out on page 4 of this document and on the paper proxy form enclosed. Completion of a proxy form or the appointment of a proxy will not prevent you from attending the GM and voting in person.

The results of the GM will be announced through a public announcement made via a Regulatory Information Service and published on the Company website, [woodplc.com/investors/general-meetings](https://www.woodplc.com/investors/general-meetings), as soon as practicable after the GM.

## Business

The business of the GM is to consider resolutions to receive and adopt the Company's Annual Report and Financial Statements for the year ended 31 December 2024, to approve the Directors' Remuneration Report for the year ended 31 December 2024 and to confirm the re-appointment of KPMG LLP as the Company's auditor.

The Notice of GM (the "**Notice**") is set out on page 3 of this document and an explanation of each resolution is on page 7. A copy of the 2024 Annual Report and Financial Statements has already been posted to you if you requested a hard copy. Otherwise, a copy is available on the Company's website, [woodplc.com/investors/annual-and-interim-reports](https://www.woodplc.com/investors/annual-and-interim-reports).

## Recommendation

The board of Directors (the "**Board**") considers all the resolutions set out in this Notice to be in the best interests of the Company and its shareholders. The Directors therefore unanimously recommend that all shareholders vote in favour of them, as they intend to do in respect of their own beneficial holdings.

## Shareholder Questions

The Board values the opportunity to engage with shareholders and welcomes questions from those attending the GM in person and also from shareholders in advance of the GM via our website. Instructions on how to ask questions are set out in Note 13 to the Notice on page 5 of this document. Questions and answers will be published as soon as possible following the GM on our website at [woodplc.com/investors/general-meetings](https://www.woodplc.com/investors/general-meetings).

## Security

At registration, you may be requested to provide evidence of your identity, such as a form of photographic ID (a passport or photocard driving licence). If you are attending on behalf of a registered shareholder (as their proxy or corporate representative), you must provide proof of identity and evidence of your appointment.

After registration, you will pass through a security point, where your bag will be checked, before entering the Meeting. You may be asked to deposit bags or other items in a secure property store for collection after the GM. Cameras or recording equipment will not be permitted and we request that you turn off any mobile devices before the Meeting starts. No one may hand out leaflets or pamphlets at the GM. We thank you in advance for your cooperation with the security staff.

If any statutory specific health and safety measures are in place on Thursday, 11 December 2025, these measures will be published prior to the Meeting on our website at [woodplc.com/investors/general-meetings](https://www.woodplc.com/investors/general-meetings). Failure to follow these requirements may result in entrance being denied.

Yours faithfully



Roy A Franklin  
Chair

25 November 2025

Registered office:  
Sir Ian Wood House, Hareness Road, Altens Industrial Estate,  
Aberdeen, AB12 3LE, UK

Registered in Scotland

Registered number SC036219

# Notice of General Meeting

Notice is hereby given that a General Meeting (the "**GM**" or the "**Meeting**") of John Wood Group PLC (the "Company" or "**Wood**") will be held at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, UK on Thursday, 11 December 2025 at 10.00am (U.K. time) for the following purposes:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the Company's Annual Report and Financial Statements for the year ended 31 December 2024 (the "**2024 Annual Report and Financial Statements**").
2. To approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy), set out on pages 126 to 146 within the 2024 Annual Report and Financial Statements.
3. To re-appoint KPMG LLP as auditors of the Company, to hold office until the conclusion of the next Annual General Meeting ("**AGM**") of the Company.
4. To authorise the Directors to determine the remuneration of the auditors.

By order of the Board



John Habgood  
Company Secretary

Dated: 25 November 2025

Registered office:  
Sir Ian Wood House, Hareness Road, Altens Industrial Estate,  
Aberdeen, AB12 3LE, UK

Registered in Scotland  
Registered number SC036219

# Notes

If changes are required to be made to the GM arrangements between the date of this Notice and the time of the GM, we will notify shareholders as early as possible before the date of the GM through a public announcement made via a Regulatory Information Service. Any update to the position will also be included on our website at [woodplc.com/investors/general-meetings](http://woodplc.com/investors/general-meetings).

**The Directors strongly recommend that shareholders vote by proxy as soon as possible and to appoint the Chair of the Meeting as their proxy in accordance with the procedure set out in the notes below and on the paper proxy form.**

## 1. Eligibility to attend and vote

Shareholders' eligibility to attend, speak and vote at the GM, either in person or by proxy, will be determined by reference to the Register of Members of the Company as at close of business on Tuesday, 9 December 2025 (or, in the event of any adjournment, at 6.30pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after this time will be disregarded in determining the rights of any person to attend, speak and vote at the GM.

## 2. Appointing a proxy and voting

Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting.

A member may appoint more than one proxy in relation to the GM, provided that each proxy is appointed to exercise the rights attached to a different share or shares. Any proxy appointed must attend the Meeting for their vote to be counted. A proxy need not be a member of the Company.

Appointing a proxy will not prevent shareholders from attending and voting at the GM in person.

A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice.

Where no specific voting instruction is given on the proxy form, a proxy may vote at their own discretion or refrain from voting as they see fit.

Shareholders may also appoint a proxy and register their voting preference online, (please see Note 4 for details), or by completing and returning the paper proxy form. Deposit of the proxy form is only necessary by one method, either online or by post.

To be effective, any proxy appointment and/or voting instructions must be received by Equiniti Limited not less than 48 hours before the time fixed for the Meeting (i.e. by 10.00 am (U.K. time) on Tuesday, 9 December 2025).

If not registering your proxy/voting preferences online, the postal address for return of paper proxy forms is Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA. Additional proxy forms can be obtained by contacting Equiniti Limited on +44 (0)371 384 2649. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

## 3. Votes of joint holders

In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). Seniority will be determined by the order in which the names appear in the Register of Members of the Company in respect of the joint holding.

## 4. Electronic proxy appointment and voting

Appointing a proxy and voting online is quicker and more secure than doing so using the paper proxy form.

It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website [www.shareview.co.uk](http://www.shareview.co.uk), and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.

Please note that any electronic communication sent to the Company or to Equiniti Limited found to contain a computer virus will not be accepted.

The use of the online voting facilities in connection with the GM are governed by Equiniti Limited's conditions of use as set out at [www.shareview.co.uk](http://www.shareview.co.uk).

## 5. CREST - appointing a proxy and voting

CREST members who wish to appoint a proxy or proxies, or register their voting preference, through the CREST electronic proxy appointment service may do so for the GM to be held on Thursday, 11 December 2025 and any adjournment(s) thereof by using the procedures described in the CREST Manual available at [www.euroclear.com](http://www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

## 6. Authentication of CREST proxy instructions

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti Limited (CREST Participant ID RA19) by 10.00am (U.K. time) on Tuesday, 9 December 2025. 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 Limited is 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.

## 7. CREST system messages and timings

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited 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 a voting service provider(s), to procure that the 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. In this connection, 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.

## 8. CREST Circumstances of invalidity

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

## 9. Proximity members

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io).

Your proxy must be lodged by 10.00am (U.K. time) on Tuesday, 9 December 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed 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.

## 10. Corporate representative

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, provided that they do not do so in relation to the same shares.

If two or more representatives purport to vote in respect of the same shares: (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and (ii) in other cases the power is treated as not exercised.

## 11. Nominated Persons

Any persons whose shares are held on their behalf by another person/organisation and who have been nominated to receive communications from the Company pursuant to section 146 of the Companies Act 2006 (the "Act") (a "Nominated Person") may have a right under an agreement with the registered shareholder, who holds the shares on their behalf, to be appointed (or to have someone else appointed) as a proxy for the GM. Alternatively, if a Nominated Person has no such right, or does not wish to exercise them, they may have, under any such agreement, a right to give instructions to the registered shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies noted above does not apply to Nominated Persons. The rights in relation to the appointment of proxies described in those notes can only be exercised by shareholders of the Company.

Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

## 12. Poll voting and voting results

Voting on each of the resolutions being put to the GM will be taken on a poll. The Directors believe a poll vote is more representative of shareholders' voting intentions because votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.

Shareholders have the right to request, in accordance with section 360BA of the Act, information to enable them to determine that their vote on a poll was validly recorded and counted. Shareholders who wish to do so should contact the Company's registrar, Equiniti Limited no later than 30 days following the date of the GM, on +44 (0)371 384 2649. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

Results of voting at the GM will be announced through a public announcement made via a Regulatory Information Service and will be published on the Company's website at [woodplc.com/investors/general-meetings](http://woodplc.com/investors/general-meetings) as soon as possible following the GM.

## 13. Asking questions at the GM

Under section 319A of the Act, any shareholder attending the GM has the right to ask questions relating to the business to be dealt with at the Meeting. Questions can also be asked in advance of the GM by submission via our website at [woodplc.com/investors/general-meetings](http://woodplc.com/investors/general-meetings).

Questions should be relevant to the business of the Meeting and the relevant resolution number should be clearly stated.

Shareholders wishing to follow up on any answers to questions asked prior to or at the GM can contact the Company at [company.secretary1@woodplc.com](mailto:company.secretary1@woodplc.com).

The Company must cause to be answered any question relating to the business being dealt with at the Meeting but no such answer need be given if the Chair determines: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

## 14. Conduct of shareholders at the GM

Unacceptable behaviour on the part of any shareholder attending the GM will not be tolerated and the Chair has the right to deal with such behaviour as appropriate.

## Notes (continued)

### 15. Issued share capital and voting rights

At 24 November 2025 (the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 691,839,369 ordinary shares, carrying one vote each and the Company held no shares in Treasury. Therefore, the total number of votes exercisable at 24 November 2025 is 691,839,369.

### 16. Documents for inspection

Copies of the following documents are available for inspection by appointment at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded). Inspection can be arranged by emailing [company.secretary1@woodplc.com](mailto:company.secretary1@woodplc.com):

- executive Directors' service contracts; and
- copies of letters of appointment of the non-executive Directors.

### 17. Shareholders' rights - Publication of statement

Shareholders satisfying the thresholds in section 527 of the Act have the right to require the Company to publish on its website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the GM; or (ii) any circumstances connected with auditors of the Company ceasing to hold office since the previous accounts meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act.

Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the GM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

### 18. Availability of this Notice

A copy of this Notice and certain other information (as required by section 311A of the Act) can be found at [woodplc.com/investors/general-meeting](http://woodplc.com/investors/general-meeting).

### 19. Use of electronic addresses

Any electronic address provided either in this Notice or any related documents (including the proxy form) may not be used to communicate with the Company for any purposes other than those expressly stated.

### 20. Personal data

The Company may process personal data of attendees at the GM. This may include webcasts, photos, recording and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy notice, [woodplc.com/policies-and-notices/privacy-notice](http://woodplc.com/policies-and-notices/privacy-notice).

# The resolutions explained

As detailed in the Notice on page 3, shareholders are being asked to consider and, if thought fit, approve resolutions in respect of the matters as set out below.

## Ordinary Resolutions

Resolutions 1 to 4 (inclusive) are to be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

## Resolutions 1 - Annual Report and Financial Statements

The Directors must present to shareholders the Company's accounts and the reports of the Directors and the auditors for the financial year ended 31 December 2024.

## Resolution 2 - Annual Report on Directors' Remuneration

The Directors are required to prepare an annual report detailing the remuneration of the Directors and include a statement by the Chair of the Remuneration Committee which together form the Directors' Remuneration Report. The Directors' Remuneration Report (other than the Directors' Remuneration Policy) can be found on pages 126 to 146 of the 2024 Annual Report and Financial Statements (the "Remuneration Report").

The Company's auditors, KPMG LLP, have audited those parts of the Remuneration Report that are required to be audited and their report may be found on pages 248 to 264 of the 2024 Annual Report and Financial Statements.

The Company is required to offer shareholders:

i. an annual advisory vote on the implementation of the Company's existing remuneration arrangements (i.e. the Directors' Remuneration Report). This vote is advisory in nature and no entitlement to remuneration (past or future) is conditional on this resolution being passed.

The Annual report on Directors' remuneration provides details of the remuneration paid to the Directors during the year ended 31 December 2024, including any share awards made during the year; and

ii. a separate binding vote on the Company's forwardlooking remuneration policy at least every three years (the "Directors' Remuneration Policy").

The Directors believe that the Annual report on Directors' remuneration clearly demonstrates the link between the Directors' Remuneration Policy, and the Company's strategy and performance, as well as the Directors' commitment to shareholder engagement.

The Directors' Remuneration Policy forms part of the Annual report on Directors' remuneration and remains unchanged, having been approved at the AGM in 2023. It is not required to be considered at the meeting which the accounts are presented to shareholders this year. A copy of the Directors' Remuneration Policy can be found at [www.woodplc.com/investors/remuneration](http://www.woodplc.com/investors/remuneration).

## Resolutions 3 and 4 - Auditors resolutions

The Company is required to appoint external auditors at every general meeting at which accounts are presented to shareholders, to hold office until the conclusion of the next such meeting of the Company. On the recommendation of the Audit, Risk & Ethics Committee, the Directors consider it appropriate to re-appoint the external auditors, KPMG LLP, who have confirmed their willingness to continue in office until the conclusion of the next annual general meeting of the Company. Resolution 3 proposes that KPMG LLP be re-appointed.

Resolution 4 gives authority to the Directors, acting through the Audit, Risk & Ethics Committee, to determine the auditors' remuneration.

**John Wood Group PLC**  
Sir Ian Wood House,  
Hareness Road  
Altens Industrial Estate, Aberdeen  
AB12 3LE, UK

Tel: +44 1224 851000

Visit our website at:  
**[www.woodplc.com](http://www.woodplc.com)**