

Annual General Meeting 2021 (the "AGM")
Vote your shares

If you would like to vote at the AGM but you cannot attend the meeting, you can appoint a Proxy to vote at the meeting on your behalf. There are three ways of doing this:

1. Vote online via your portfolio at www.shareview.co.uk using your usual user ID and password; or
2. Vote online at www.sharevote.co.uk. You will need to enter the Voting ID, Task ID and Shareholder Reference Number which are provided below; or
3. Complete and return the Proxy Form below.

If you vote online, you do not need to return a paper proxy form.

VOTE ONLINE AT SHAREVOTE.CO.UK
2521-043-S

Voting ID

Task ID

Shareholder Reference No.

If you cannot attend the AGM and cannot vote online, you should complete the Proxy Form below and return it to our Registrar, Equiniti Limited. If you are in the UK, you may use the pre-paid envelope provided. **All votes must be received by Equiniti Limited no later than 2.30pm on Tuesday, 11 May 2021.** Guidance notes are set out overleaf and in the Notice of AGM.

My voting instructions are:				* Special resolution	Indicate vote by marking X in black ink			
	Resolutions	For	Against	Vote Witheld		For	Against	Vote Witheld
1.	To receive the report and accounts	☐	☐	☐	11.	To elect Brenda Reichelderfer as a Director	☐	☐
2.	To approve the Annual Remuneration Report	☐	☐	☐	12.	To elect Susan Steele as a Director	☐	☐
3.	To re-elect Roy A Franklin as a Director	☐	☐	☐	13.	To re-appoint KPMG LLP as auditors	☐	☐
4.	To re-elect Thomas Botts as a Director	☐	☐	☐	14.	To authorise the directors to determine the auditors' remuneration	☐	☐
5.	To re-elect Birgitte Brinch Madsen as a Director	☐	☐	☐	15.	To authorise the Company and its subsidiaries to make political donations and incur political expenditure	☐	☐
6.	To re-elect Jacqui Ferguson as a Director	☐	☐	☐	16.	To authorise the directors to allot shares	☐	☐
7.	To re-elect Adrian Marsh as a Director	☐	☐	☐	17.	To authorise the directors to disapply pre-emption rights*	☐	☐
8.	To re-elect Nigel Mills as a Director	☐	☐	☐	18.	To authorise the directors to disapply pre-emption rights for acquisitions and other capital investment*	☐	☐
9.	To re-elect Robin Watson as a Director	☐	☐	☐	19.	To authorise the Company to purchase its own shares*	☐	☐
10.	To re-elect David Kemp as a Director	☐	☐	☐	20.	To authorise a 14 day notice period for general meetings*	☐	☐

In the absence of any direction, the Chair of the AGM, or the proxy named below, will exercise their discretion as to whether, and how, they vote (see note 4) Please tick here if this proxy appointment is one of multiple appointments (see note 3) ☐

Signing declaration

I/we being a shareholder(s) of the Company hereby appoint the Chair of the AGM, or

Number of Shares

(INSERT NAME OF INDIVIDUAL YOU WISH TO ACT AS YOUR PROXY IN BLOCK LETTERS)

as my/our Proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the AGM of the Company to be held on Thursday, 13 May 2021 at 2.30pm and at any adjournment thereof. I/we desire my/our Proxy to vote as indicated above in respect of the resolutions set out in full in the Notice of AGM. (see notes 4 and 7)

Signature (see note 5)

Date

The AGM is due to commence on **Thursday, 13 May 2021 at 2.30pm** at:

Sir Ian Wood House, Hareness Road, Altens, Aberdeen, AB12 3LE, Scotland.

The Board is closely monitoring UK and Scottish Government restrictions in relation to Covid-19 and will provide an update on the Company's website - **www.woodplc.com/investors/annual-general-meeting** and via a Regulatory Information Service announcement if any changes are required to the arrangements prior to the time of the AGM.

Given the continued uncertainty created by Covid-19, 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.

Notice of Availability

The 2020 Annual Report and Accounts and the Notice are now available to be viewed and downloaded on the Company's website at **www.woodplc.com/investors/annual-general-meeting**

If you wish to receive electronic communications and manage your shareholding online please visit the website of our Registrar, Equiniti, at **www.shareview.co.uk** and click at the top of the page to register.

Printed copies of any shareholder communications may be requested from Equiniti on 0371 384 2649 from within the UK or +44 121 415 7047 if calling from outside the UK. Lines are open from 8.30am to 5.30pm Monday to Friday excluding public holidays in England and Wales (or by writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA).

DETATCH THIS PORTION BEFORE RETURNING THE PROXY FORM

FOLD AND TEAR HERE

Guidance notes

1. Eligibility to attend and vote

Notwithstanding the rights of shareholders set out in the Companies Act 2006 and the Company's Articles of Association, shareholders should not attend the AGM in person this year due to Covid-19 restrictions that are expected to be in place at the time of the meeting. **The directors therefore strongly recommend that shareholders vote by proxy as soon as possible and to appoint the Chair of the meeting as their proxy.**

The directors value the opportunity to engage with shareholders through our AGM. Accordingly, we shall provide a simultaneous audiocast of the meeting so that shareholders can listen to the business of the meeting and can ask questions. Details of how to access the audiocast can be found on page 15 of the Notice.

The directors are closely monitoring UK and Scottish Government restrictions and guidance in relation to Covid-19 and will provide an update on the Company's website at www.woodplc.com/investors/annual-general-meeting and via a Regulatory Information Service announcement if any changes are required to be made to the arrangements prior to the time of the AGM.

Shareholders' eligibility to attend, speak and vote at the AGM, 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, 11 May 2021 (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 AGM. Submitting a proxy form in advance of the AGM will not prevent a shareholder from attending and voting at the meeting in person, should this be permitted under the Covid-19 restrictions in place at the time of the AGM.

2. Resolutions

Details of the resolutions and the biographies setting out the skills and experience of each of the directors standing for election or re-election are set out in the Notice.

3. Appointing a proxy or multiple proxies

Please enter the proxy holder's name. The proxy does not need to be a member of the Company. If no name is entered, the Chair of the AGM will be appointed.

Indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If no number is entered, they will be authorised in respect of your full voting entitlement. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by you. Please indicate if the proxy appointment is one of multiple appointments. If you wish to appoint more than one proxy by post, each proxy must be appointed on a separate proxy form.

Additional paper proxy forms may be obtained by contacting Equiniti Limited on 0371 384 2649. Lines are open from 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales. If calling from outside the UK, please contact the Equiniti overseas helpline number on +44 121 415 7047. Alternatively, you may photocopy the proxy form the required number of times before completing it.

When two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting or poll, the one which is last received (regardless of its date or of the date of its signature) will be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them will be treated as valid in respect of that share.

4. Proxy voting discretion

If you have not given specific instructions on how your proxy should vote in respect of any resolution, your proxy will have discretion to vote on that resolution, in respect of the number of shares stipulated in the proxy or your total holding if no number has been given, as they see fit. Your proxy can vote, or abstain from voting, as they decide on any other business which may validly come before the AGM.

5. Signing of proxy form

The proxy form should be signed by the registered shareholder, and, if not signed by the registered shareholder themselves, must be accompanied by the original power of attorney or other document giving authority to the signatory or a notarised/certified copy thereof.

In the case of joint holders, any joint holder may sign this proxy form, but the vote of the person whose name appears first in the Register of Members in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies.

If a shareholder is a corporation, the proxy should be given under the common seal or under the hand of an officer or attorney duly authorised in writing.

6. Returning paper proxy forms

A pre-paid envelope is enclosed for UK postage only. If posting from outside the UK, IOM or Channel Islands, the appropriate postage must be paid. Forms for multiple proxy appointments must be returned together in the same envelope.

7. Vote withheld

The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' a resolution.

8. CREST members

CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service by using the procedures described in the CREST manual (available at www.euroclear.com). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a 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 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). 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 2.30pm on Tuesday, 11 May 2021. 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 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.

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.

9. Change of address

Please do not use this proxy form to communicate a change of address or any other notifications. Please contact Equiniti separately and they will be pleased to assist you.

10. Electronic communications

Please note that any electronic communication, including an electronic proxy form, found to contain a computer virus will not be accepted.

The use of the online voting service (www.sharevote.co.uk or via a portfolio at www.shareview.co.uk) is governed by Equiniti's conditions of use set out on the respective website.