

Company No: SC036219

RESOLUTIONS
of the members of
JOHN WOOD GROUP PLC

At the Annual General Meeting of John Wood Group PLC ("Company"), held at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE on Thursday 9 May 2024 at 11.00am, the following resolutions of the members of the Company were passed:

ORDINARY RESOLUTIONS

Resolution 2

To approve the Annual Report on Directors' Remuneration prepared by the Remuneration Committee and approved by the Board for the year ended 31 December 2023.

Resolution 14

THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are its subsidiaries at any time during the period when this resolution has effect, be generally and unconditionally authorised, in aggregate, to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total;
(as such terms are defined in sections 363 to 365 of the Act) during the period beginning with the date of the passing of this resolution and expiring at the close of business on the date which is 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's next AGM in 2025; **provided that:**
 - (i) the aggregate amount of the authorised sum referred to in paragraphs (a), (b) and (c) above shall not exceed £50,000; and
 - (ii) the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure is incurred or, if earlier, on the day on which the Company or its subsidiary enters into any contract or undertaking in relation to the same (or, if such day is not a business day, the first business day thereafter)

Resolution 15

To generally and unconditionally authorise the directors in accordance with section 551 of the Act to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares of the Company:

- (a) up to an aggregate nominal amount of £9,883,420, being approximately one third of the nominal value of the Company's issued ordinary share capital as at 28 March 2024 (the latest practicable date prior to the publication of this Notice) (such amount to be

reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and

- (b) comprising equity securities (as defined in section 560 of the Act) up to a nominal amount of £19,766,839, being approximately two thirds of the nominal value of the Company's issued ordinary share capital as at 28 March 2024 (the latest practicable date prior to the publication of this Notice) (such amount to be reduced by any allotments or grants made under (a) above) in connection with a pre-emptive offer:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make such exclusions or other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter,

provided that these authorities shall apply until the close of business on the date which is 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2025 (unless previously revoked or varied by the Company in general meeting) save that under each authority the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or enter into an agreement as if the authority conferred hereby had not expired, and provided further that these authorities shall be to the exclusion of and in substitution for any such earlier authority.

SPECIAL RESOLUTIONS

Resolution 16

THAT, subject to the passing of resolution 15 and in substitution for all existing authorities, the directors be given power pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell equity securities held by the Company as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and the sale of treasury shares in connection with an offer or issue of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 15, by way of a pre-emptive offer only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) in the case of the authority under paragraph (a) of resolution 15 and/or in the case of the sale of any treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £2,965,026, being approximately 10% of the issued ordinary share capital of the Company as at 28 March 2024 (the latest practicable date prior to the publication of this Notice); and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraphs (a) or (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply until the close of business on the date which is 15 months after the passing of this resolution (or, if earlier, at the conclusion of the AGM of the Company to be held in 2025) but, in each case, during this period, the Company may make offers and enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 17

THAT, subject to the passing of resolution 15, the directors be given the power pursuant to section 570 of the Act in addition to any power granted under resolution 16 to allot equity securities (as defined in section 560 of the Act) for cash under the authority granted under paragraph (a) of resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,965,026, being approximately 10% of the issued ordinary capital of the Company as at 28 March 2024 (the latest practicable date prior to the publication of the Notice), such power to be used only for the purposes of financing a transaction which the directors of the Company determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice or for the purpose of refinancing such a transaction within twelve months of its taking place; and
- (b) limited to the allotment of equity securities or sale of treasury shares (other than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply until the close of business on the date which is 15 months after the passing of this resolution (or, if earlier, at the conclusion of the AGM of the Company to be held in 2025) but, in each case, during this period, the Company may make offers and enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 18

To generally and unconditionally authorise the Company for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 4 2/7 pence each in the capital of the Company ("ordinary shares"), on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 69,183,936;
- (b) the minimum price which may be paid for an ordinary share is 4 2/7 pence per share (exclusive of expenses);
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be the higher of:
 - (i) an amount equal to 105% of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out,

and provided that such authority shall apply until the close of business on the date which is 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2025, unless such authority is renewed, varied or revoked prior to such time, provided that the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract under this authority as if it had not expired.

Resolution 19

To authorise the Company to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice.

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