

wood.



**Design
the future.**



John Wood Group PLC
Annual Report and
Financial Statements 2024



**A company critical
to the world's
demand for energy
security and home
to the solutions for
energy transition and
sustainable materials.**

View our report online

Use the link below or scan the QR code to view our online report and download the full annual report and financial statements

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 woodplc.com/sustainability



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Our performance^{1,2}

Revenue (pre-exceptional)

\$5,490m ▼ 1.3%
(2023: \$5,561m restated)^{1,2}

Adjusted EBIT³

\$81m ▼ 52.0%
(2023: \$169m resatated)^{1,2}

Adjusted diluted EPS⁴

(14.1)c N/A
(2023: (2.2)c restated)^{1,2}

Free cash flow⁵

\$(153)m N/A
(2023: \$(313)m restated)^{1,2}

Operating loss

\$(2,631)m N/A
(2023: \$(55)m restated)^{1,2}

Basic loss per share

(403)c N/A
(2023: (28)c restated)^{1,2}

Notes to the performance highlights:

- The results for FY23 have been restated following the findings of the Independent Review, including further management review and audit adjustments. Further details are provided in the Financial review.
- In addition to the prior year restatements required following the Independent Review and matters identified by the auditor, FY23 financial results have been restated for the various businesses that were transferred between business units in 2024:
 - Part of Life Sciences business was transferred from Consulting to Projects
 - Power business in the UK was transferred from Projects to Investment Services
 - Industrial Boilers business moved from Investment Services to Operations
 - Downstream & Chemicals operations business moved from Operations to Investment Services
 The results for our business units have been restated for these changes. There is no impact on the Group's total results. A summary of changes is shown in the Financial review.
- Adjusted EBIT shows the Group's adjusted EBITDA after depreciation and amortisation. This measure excludes amortisation of acquired intangibles and is therefore aligned with our measure of adjusted EPS. A reconciliation of adjusted EBIT to operating profit/loss is shown in the Financial Review.
Adjusted EBIT before non-exceptional Independent Review charges shows the Group's adjusted EBIT excluding those charges from the Independent Review that have been included within our adjusted results. Commentary in this document often discusses performance on this basis to better reflect the year-on-year differences in performance across the Group.
- A reconciliation of adjusted diluted EPS to basic EPS is shown in the financial statements.
- Free cash flow, a key measure of shareholder value creation, is defined as all cash flows before M&A and dividends. It includes all mandatory payments the Group makes such as interest, tax, and exceptional items. A reconciliation of free cash flow to statutory cash flow statement is shown in the Financial review.

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Key messages

A very difficult year for Wood but a path ahead

Independent Review and prior year restatements

FY24 financial headlines

Performance in 2024 was behind expectations

- Adjusted EBITDA and adjusted EBIT were behind our expectations, with an especially weak second half of trading despite additional management actions, including cancelling executive and employee bonuses
- Excluding the cancellation of bonuses, adjusted EBIT before non-exceptional Independent Review charges was down 44%, reflecting the significant contract losses recognised in the year
- While some of the trading weakness reflects a tough macro environment, some of the challenges stem from losses on one contract in Consulting and three contracts in Operations
- There were a significant level of exceptional charges in 2024, including further losses on LSTK and large-scale EPC contracts, professional fees related to the Independent Review and other contract losses

Independent Review findings

- To support the integrity of our financial reporting, the Board commissioned an Independent Review led by external specialists. The Independent Review focused on reported positions on contracts in Projects, accounting, governance and controls
- As a result of the Independent Review, Wood identified material weaknesses and failures in the Group's financial culture within Projects and engagement between Group Finance and Projects, inappropriate management pressure and override to maintain previously reported positions, including through unsupported dispensations, and/or lack of evidence in respect of accounting judgements. In addition, issues were identified with the application of accounting standards and a number of prior year adjustments were required
- The cultural failings appear to have led to instances of information being inappropriately withheld from, and unreliable information being provided to, our auditor
- No material issues were identified in our three other business units (Consulting, Operations, and Investment Services)
- Short term remediation steps were taken to safeguard the preparation of these financial statements
- Further significant remediation steps are being taken, both in response to the findings of the Independent Review and a wider assessment of the control environment, to strengthen the Group's financial culture, governance and controls

Further details of the Independent Review can be found in the Audit, Risk and Ethics Committee section.

- **Revenue (pre-exceptional) of \$5.5 billion** was down 1% compared to last year with growth in Operations offset by a significant decline in Consulting and a small decline in Projects
- **Performance lower than previously reported in our Trading Update on 14 February 2025:**
- **Adjusted EBITDA of \$285 million** (previously reported \$450 million to \$460 million):
 - c.\$30 million reduction from change in accounting for cloud-based software
 - \$55 million of non-exceptional Independent Review charges
 - \$46 million of losses in Consulting and Operations from certain contracts, in part due to the extended timeline of the results process which led to further assessment of contracts in 2025
 - A revised assessment of the classification of some charges from exceptional items to adjusted results

Events from HY24 results led to the Independent Review being commissioned

- We decided to publish HY24 results without a review from our auditor in order to preserve the planned publication timetable – a decision made in the context of Sidara's withdrawal of interest a couple of weeks before
- To increase our refinancing options, we subsequently asked our auditor to complete their review and they declined, raising concerns which resulted in discussions with them regarding their ability to continue as our auditor
- Subsequent dialogue with our auditor led to the Board commissioning the Independent Review in November 2024 (covered below)
- We note that the auditor's report is modified as explained in the Chair's statement on page 6

Cash generation has yet to materialise for the Group

- While operating cash flow continued to improve, we saw a free cash outflow of \$153 million in the year, despite the benefit of actively managing working capital at the year end

- Future expectations for cash generation were significantly lowered in February 2025 reflecting weaker trading, working capital challenges, increased advisor costs and a revised view of legacy claim liabilities

Net debt broadly flat after business disposals

- Net debt excluding leases at 31 December 2024 of \$683 million (2023: \$694 million), after combined disposal proceeds in 2024 of \$170 million

Average net debt higher, refinancing plans delayed

- Average net debt excluding leases around \$1.0 billion throughout the year (2023: c.\$0.8 billion)
- Uncertainty following HY24 results and the absence of reviewed accounts led to delays in the refinancing of the Group's debt

Conditional offer from Sidara

- Announced offer of 30 pence per share on 29 August 2025
- Important milestone for the Company, providing a foundation for the road ahead

The Independent Review impacted preparation of the FY24 financial statements, audit and Annual Report publication

- The complexity and volume of the issues identified and the existence of management override meant that many key judgements could only be made by Wood, and subsequently audited, once the Independent Review had concluded
- As a result of the Independent Review a number of senior leaders left the organisation and ongoing remediation actions were implemented to strengthen the control and governance environment in order to safeguard the integrity of information used to prepare the financial statements. The loss of knowledge and time to implement the changes also increased complexity and extended the timeline
- As discussed in the Financial review, management undertook further review of the relevant contracts to confirm quantum, nature and period of the adjustments and whether they should be considered exceptional
- This process led to both a reduction in net assets and a number of time-period changes

Additionally, management's detailed review of accounting policies identified further changes, including:

- Cloud-based software is now classed as ongoing software expenses within the income statement (previously capitalised), with configuration costs reclassified as exceptional
- This change reduces FY23 adjusted EBITDA by c.\$25 million, with no material impact on adjusted EBIT (as expense broadly matches previously booked amortisation charge) or cash flow
- An updated view on the Aegis Poland contract
- Reassessment of the balance sheet treatment for contracts with procurement (agent vs. principal). No net asset or cash impact

The prior year adjustments from both the Independent Review and these management reviews led to a \$16 million net reduction to adjusted EBIT in FY23 and a net \$77 million of additional exceptional charges recognised, mostly in relation to LSTK contracts

- Adjusted EBIT of \$81 million (previously reported \$205 million to \$215 million):
 - \$55 million of non-exceptional Independent Review charges
 - \$46 million of losses in Consulting and Operations from certain contracts, in part due to the extended timeline of the results process which led to further assessment of contracts in 2025
 - A revised assessment of the classification of some charges from exceptional items to adjusted results
- Both adjusted EBITDA and adjusted EBIT performance benefitted from the cancellation of bonuses (\$36 million). Excluding this, both were significantly lower year-on-year
- **Independent Review, management review and auditor challenges led to significant prior year restatements.** While it has been difficult to determine the exact timing of certain adjustments between financial years, we are confident on the 2024 end position

- **Impairment of goodwill and intangible assets of \$2.2 billion** as covered in the Financial Review
- **Exceptional items of \$425 million** include further charges related to LSTK and large-scale EPC contracts, asbestos-related charges, the costs of our Simplification programme, costs for cloud-implementation and onerous IT contracts, and charges relating to the Independent Review
- **Free cash outflow of \$153 million** reflects the low adjusted EBIT, high interest cost, high tax charge and \$119 million of exceptional cash costs
- **Adjusted diluted loss per share of 14.1c**, with basic loss per share of \$3.97
- **Net debt (excluding leases) was \$683 million** at 31 December 2024, although it was around \$1.0 billion on average throughout the year

At a glance

A global leader in consulting and engineering across Energy and Materials

Wood today:

c.35k **c.60** **160+**
People Countries Years of history

Our vision

Deliver solutions that transform the world.

Our mission

Remarkable people, trusted by clients to design, build and advance the world.

Our values

Everything we do is with an unwavering commitment to what we believe in and how we behave:

Care Commitment Courage

Our behaviours

Listen up Lift others up Stand up
Team up Speak up Don't give up

To find out more visit: [woodplc.com/ourbusiness](https://www.woodplc.com/ourbusiness)

The outcome of the Independent Review identified failings in the application of our values and behaviours. This is covered in detail on pages 122 to 123, including the steps we are taking to put this right.

End markets:

71%
Energy

**Oil & Gas | Hydrogen | Carbon Capture**

Energy security: Delivering safe, reliable and affordable energy

Energy transition: Enabling a low-carbon energy future

23%
Materials

**Minerals | Chemicals | Life Sciences**

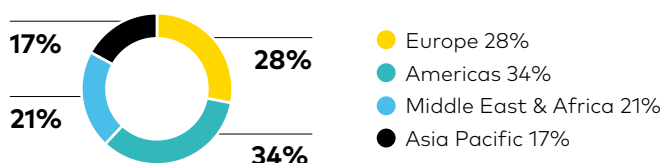
Raw materials demand: Sustainably deliver key energy transition minerals and chemicals

Life Sciences growth: Advanced, scalable manufacturing post-pandemic

6%
Other



Geographic split, share of Group revenue



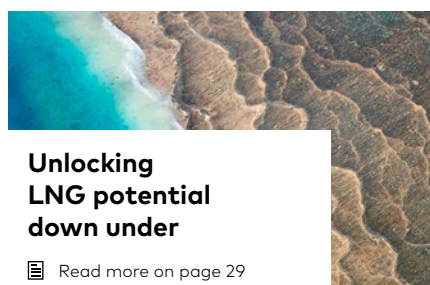
See more in Our markets section on page 18

How we are organised¹

Consulting

Adding value throughout our clients' investment lifecycle.

- Technical consulting
- Digital consulting
- Decarbonisation solutions



% of Group revenue:

12%

3,628

People

\$660m

Revenue

\$20m

Adjusted EBIT

End markets by revenue

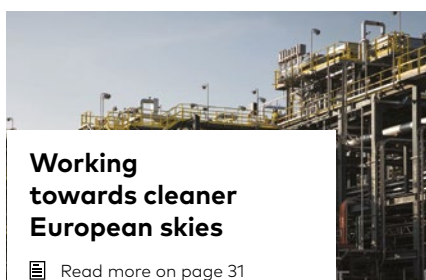


- Energy
- Materials
- Other

Projects

Delivering solutions for complex, high-value capital investments.

- Design: FEED (front end engineering design), long-lead procurement
- Deliver: PMC (project management consultancy), EPCm (engineering, procurement and construction management), detailed design, start-up
- Upgrades and expansions



% of Group revenue:

37%

13,987

People

\$2,003m

Revenue

\$38m

Adjusted EBIT

End markets by revenue

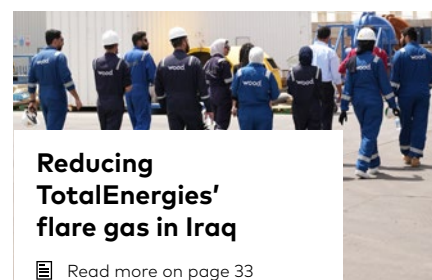


- Energy
- Materials
- Other

Operations

Providing essential services that keep the world's most critical industries performing.

- Modifications
- Operations
- Maintenance
- Asset management



% of Group revenue:

46%

14,616

People

\$2,542m

Revenue

\$94m

Adjusted EBIT

End markets by revenue



- Energy
- Materials
- Other

1. The Group also includes Investment Services (5%) which manages a number of legacy activities and liabilities, and includes our Turbines joint ventures. The most notable areas are activities in industrial power and heavy civil engineering. In August 2025, the businesses within Investment Services were moved into other business units. We will continue to report the results of Investment Services separately.

Chair's statement



Roy A Franklin
Chair

A very difficult time for Wood

This has been an incredibly challenging period for Wood and a painful one for our shareholders. This year's annual report has been published significantly later than planned and addresses the issues we faced in 2024 and so far in 2025. Importantly, we also cover the steps we have taken to address these issues to provide stability for the business and deliver the best possible value for our shareholders.

I am personally very disappointed at the situation we find ourselves in, including the impacts of instances of the business not communicating issues openly with our auditor, and the consequences this has had for all of our stakeholders.

In addition to this, our underlying financial performance in 2024 was disappointing. We continued to be significantly cash flow negative and our net debt (excluding leases) averaged \$1.0 billion throughout the year, and indeed continued to rise in 2025. Our statutory results showed a loss per share of \$4.03, following a significant impairment of goodwill and further significant exceptional charges.

The Sidara offer announced in August 2025, discussed below, is an important milestone for the Company, providing a foundation for the road ahead.

Background

Since 2017, Wood has been significantly impacted by multiple issues including regulatory fines, significant loss-making contracts, restructuring charges and litigation payments. Wood has not generated any sustainable free cash flow since 2017, with a total free cash outflow from 2017 to 2024 of approximately \$1.5 billion. This cash outflow was mitigated by multiple business disposals over the years, creating a smaller business with a capital structure the Board considers is unsustainable.

In late 2022, Wood announced a new strategy to turn around the business. This strategy focused on our core strengths of engineering across energy and materials, as well as a de-risking of the business through exiting large-scale lump sum turnkey (LSTK) and major EPC work. Whilst some progress has been made, it has taken far longer than expected. The business has grown less than anticipated and additional cost-saving programmes, with their associated cash costs, have been required. Furthermore, the process of moving away from riskier contract types has been more costly than expected, including the cash flow impacts of the shift in the working capital dynamics of the Group as we moved away from contracts that typically included large upfront cash receipts.

Independent Review

We recognised a series of exceptional charges relating to a number of LSTK and large-scale EPC contracts in our HY24 results in August 2024. After careful consideration, we decided to publish these results without a review from our auditor in order to preserve the planned publication timetable – a decision made in the context of Sidara's withdrawal of interest a couple of weeks before.

Subsequent discussions to obtain a review of the HY24 results, to enable a planned refinancing, led to a discussion with our auditor about their ability to continue. This was followed by the decision, in response to dialogue with our auditor, to commission the Independent Review.

We commissioned Deloitte LLP to conduct the Independent Review, with additional work by our external counsel. The Independent Review focused on reported positions in Projects, accounting, governance and controls. We published the headline findings of the Independent Review in March 2025, including the expectation that there would not be any material impact directly from the Independent Review on the Group's ability to generate cash in the future.

However, as a result of the Independent Review, we identified material weaknesses and failures in the Group's financial culture within Projects and engagement between Group Finance and Projects. This included inappropriate management pressure and override to maintain previously reported positions, including through unsupported dispensations, and over-optimism and/or lack of evidence in respect of accounting judgements. The cultural failings appear to have led to instances of information being inappropriately withheld from, and unreliable information being provided to, our auditor.

It has also led to new judgements on the most appropriate accounting standard to be used, in some cases based on the facts and circumstances identified by the Independent Review. Together, these have led to a number of prior year adjustments to the Group's income statement and balance sheet. Further details of the Independent Review can be found in the Audit, Risk and Ethics Committee section.

The Independent Review identified important and difficult findings that the Board has taken very seriously, including a failure of governance and oversight at many levels. Since the Independent Review, the Board has committed significant time and effort to ensure that we take actions to substantially improve our financial culture, governance and controls and has implemented a detailed remediation. Further details of the remediation actions we have taken are covered in detail in the Financial review.

Delay in accounts and share suspension

Given the timing and complexity of the Independent Review, and the issues identified, more extensive work was required to complete the audited accounts and publication was delayed beyond the 30 April 2025 deadline set by the UK Disclosure Guidance and Transparency Rules. As a result, our shares were suspended from listing and trading from 1 May 2025.

The timetable to publish this report was impacted by many issues, including the need to safeguard the preparation of the financial statements and ensure the integrity of our data. We also had to ensure sufficient time for the Board to implement appropriate processes around the integrity of information provided to the auditor given the findings of the Independent Review. The issues identified by the auditor led to a lower materiality threshold, increasing sample sizes and bringing additional subsidiaries into scope, many for the first time. Furthermore, many key judgements could only be made by Wood, and subsequently audited, once the Independent Review had concluded, thereby also significantly extending the timeline.

While audit guidelines suggest that auditors continue to perform procedures to achieve the best possible audit outcome, the Board decided to bring the audit to an earlier conclusion than would otherwise have been the case in order to prioritise the publication of the accounts and not cause delay to the Sidara transaction or associated refinancing.

The audit report included within this annual report includes a disclaimer of opinion in relation to the Group's loss for the year, including comparatives, and a qualified opinion, solely in respect of the comparative information, on the Group's balance sheet due to a limitation of scope, and draws attention to the material uncertainty related to going concern.

Importantly, the audit report in respect of the FY24 balance sheet is not subject to a disclaimer of opinion. The audit report reflects the significant challenges faced when auditing our accounts in light of the Independent Review, as well as the significant business uncertainty the Company faces.

Upon publication of our half year results for 2025, we intend to apply to the FCA to seek re-admission of our shares to listing and trading. Accordingly, we anticipate our shares will soon return to trading.

Reduction in the Group's net assets

The net assets of the Group as at 31 December 2024 are significantly lower than as at 31 December 2023 and reflect a significant impairment of goodwill as well as a series of significant adjustments made as a result of the Independent Review and audit.

This reduction in net assets required the Company to seek from shareholders a temporary disapplication of the borrowing limit in our articles of association. Shareholders approved this disapplication on 23 October 2025.

FCA investigation

Following the Independent Review, the Company was notified by the FCA of its commencement of an investigation into Wood covering the period from 1 January 2023 to 7 November 2024. Wood is cooperating fully with the FCA in relation to this investigation.

Steps taken to stabilise the company in 2025

On 14 February 2025, we announced that we were undertaking a detailed, holistic assessment of all potential refinancing options given that the majority of the Group's debt facilities expire in October 2026. The absence of auditor-reviewed HY24 results limited the refinancing options available to the Group.

We have been in regular discussions with our lenders, putting in place multiple covenant waivers. This process extended through to the end of August 2025 when we agreed the amendment and extension of our existing committed debt facilities to October 2028, subject to shareholder approval of the Sidara acquisition, as described below.

We also agreed an alternative stable platform for the Company should the Sidara acquisition not complete. Further details of this were included in the Rule 2.7 announcement issued on 29 August 2025.

The Company has also successfully progressed its non-core disposal programme with the completion of the sale of Kelchner and the announcement of the sales of: (a) the Group's interest in the RWG turbines joint venture and (b) our North American transmission and distribution business. Together, these disposals are expected to deliver proceeds ahead of the previously announced \$150 million to \$200 million targeted for this year.

While we continue to have confidence in Wood's underlying business opportunities, end markets, and long-term growth potential, the Company requires substantial new capital on an accelerated basis and a time-critical solution for refinancing.

Sidara acquisition

In April 2024, we received an approach from Sidara in relation to a possible offer for Wood. After significant engagement with both Sidara and our shareholders, we provided access to due diligence to see if a firm offer could be made at 230 pence per share. In August 2024, Sidara announced that it did not intend to make a firm offer for Wood, citing rising geopolitical risks and financial market uncertainty.

In February 2025, we received a new approach from Sidara that was followed in April 2025 by a holistic non-binding conditional proposal, comprising a possible offer of 35 pence per share, together with a possible capital injection of \$450 million. This offer was reduced to 30 pence per share in August 2025 when Sidara had completed its due diligence and made a formal offer for Wood.

In parallel, the Board, together with our financial advisers, explored a range of alternative refinancing and recapitalisation options with a view to providing Wood with an appropriate and sustainable long-term capital structure.

Since the start of the offer period, Wood has received a number of expressions of interest from, and engaged with, other parties in relation to a possible offer for Wood. However, at the time of publishing this Annual Report, no proposal other than the acquisition, written or verbal, has been made for the Wood Group and Wood does not have any discussions ongoing with, and is not in receipt of any approach from, any party other than Sidara.

Having carefully considered the viability of these options, the Board believes that the Sidara offer represents the best option available to our shareholders, lenders and wider stakeholders. The Acquisition provides certain cash value for Wood shareholders at 30 pence per share compared to alternative options that the Wood directors believe would likely generate materially less, and potentially zero, value for shareholders.

Importantly, the acquisition also provides a capital injection of \$450 million, of which \$250 million will be available to Wood from the point at which (among other things) Wood shareholders approve the Acquisition until October 2028, irrespective of receipt of regulatory approvals. The Acquisition also enables the amendment and extension of our existing committed debt facilities as discussed above. This additional capital is essential to fund the business over the longer term.

Changes to the Board

We continue to assess the size and composition of the Board to ensure we have the right balance of skills to meet our requirements. Three non-executive directors decided not to stand for election or re-election at our Annual General Meeting (AGM) in June 2025 due to a combination of retirement and the exceptional time commitment required alongside executive roles given the Group's current situation. The Board thanks Sue Steele, David Lockwood and Catherine Michel for their contributions to Wood. Paul O'Donnell joined Wood as a Non-Executive Director in July 2025.

In April 2024, Arvind Balan joined as Chief Financial Officer following the retirement of David Kemp. Arvind resigned in February 2025 and was replaced later that month by Iain Torrens as Interim Chief Financial Officer. Iain has been instrumental in driving the necessary change in our finance team and has brought significant relevant experience to the financial challenges we face.

In June 2025, we announced that I would step down from the Board as soon as there was greater clarity regarding Wood's future direction. The publication and approval of the 2024 accounts and the upcoming shareholder vote on the Sidara transaction brings this clarity and, as such, I will step down following the shareholder meeting at which these accounts are laid before our shareholders.

In October 2025, we announced that Ken Gilmartin will step down as CEO after the upcoming shareholder vote on the Sidara transaction and, on behalf of the Board, I would like to wish Ken all the best for the future. I am pleased that Iain Torrens will take over as our new CEO. Iain has demonstrated experience, leadership and decisiveness to guide the business through a very challenging period since he joined earlier in the year and is well-placed to lead Wood into its next chapter.

Looking ahead

We are now focused on improving the execution of the Company's strategy for our clients and employees, while delivering an outcome that delivers the best possible value for our shareholders.

I would like to end by thanking Wood's employees and clients for the continued support they have given us during this very difficult time and, on behalf of the Board and the Company, I thank all of our shareholders for your patience.

Roy A Franklin
Chair

Chief Executive review



Ken Gilmartin
Chief Executive

This has been an incredibly challenging period for Wood, with a disappointing performance throughout 2024, continued cash challenges, the need for an Independent Review and its resultant difficult findings which highlighted significant failings in our culture and approach.

Despite these significant challenges, we remained focused on executing the fundamentals of our strategy throughout 2024: simplifying our business, winning the right kind of work in our core markets, and delivering performance excellence for our clients. We have made progress on our strategy, but the pace of business improvement has been too slow.

Our order book at year end stood at \$5.8 billion, reflecting continued confidence from our clients in our ability to deliver high-quality, complex consulting, engineering, and operations solutions across energy and materials markets, as well as our track record of delivery and the quality of our people. Strategic wins with key clients (including ADNOC, bp, Chevron, Equinor, ExxonMobil, Saudi Aramco, and Shell) reinforce our position as a trusted partner in designing, building, delivering, and optimising critical infrastructure around the world. We thank our clients for their continued support.

Financial results

Revenue

Group revenue (pre-exceptional) was down 1.3% at \$5.5 billion with growth in Operations offset by lower revenue in Consulting, which operated against a weaker energy market backdrop as the year progressed, and lower revenue in Projects. Group performance was weaker in the second half of the year as market conditions tightened.

Profitability

Performance in the year was behind our expectations, with weaker than expected profitability across our businesses, most notably in Consulting where adjusted EBIT was 68% lower following \$22 million of losses incurred on one contract. Group performance was weaker in the second half of the year, reflecting both weaker revenue and contract challenges across all business units.

The weaker than expected revenue performance across all our businesses meant that the previously anticipated stronger second half did not materialise. In response to this, we took the difficult decision to cancel all executive and employee annual bonuses for the year, originally planned to be around \$36 million.

Group adjusted EBITDA of \$285 million was down 25% compared to last year (restated), including the impact of \$55 million of non-exceptional Independent Review related charges, \$46 million of losses in Consulting and Operations from certain contracts (in part due to the extended timeline of the results process which led to further assessment of contracts in 2025), plus a number of changes to our historical accounting policies including the change to our accounting for cloud-based software, as covered in the Financial review.

Given that two significant costs in our business (leases and the amortisation of capitalised IT spend related to engineering software) are not included within adjusted EBITDA, the Board believes that adjusted EBIT is a better metric to measure performance. It is also more closely aligned to our ability to generate cash. We therefore announced in February 2025 that adjusted EBIT would be used as our primary adjusted profit measure going forward.

Group adjusted EBIT before non-exceptional Independent Review charges was \$136 million, down 24% on last year (restated), despite the cancellation of bonuses. Excluding this, adjusted EBIT before non-exceptional Independent Review charges was down 44%, reflecting the significant contract losses recognised in the year.

Statutory results

Revenue of \$5.2 billion was down 6% compared to last year. Included within revenue is \$334 million of exceptional revenue, as discussed further in the Financial review.

We made an operating loss in the period of \$2.6 billion. This primarily reflects an impairment of goodwill and intangibles of \$2.2 billion and exceptional charges of \$425 million.

We made the strategic decision to exit LSTK and large-scale EPC work in 2022. The exit from this type of work has taken time, with multiple contracts being wound down and significant costs being incurred. In total, charges of \$67 million were recognised in 2024 relating to these projects. While the strategic shift in our business away from LSTK and large-scale EPC is now complete, with the final contract exited during H1 2024, a number of legacy liabilities remain. We believe that the positions have now been significantly derisked in the balance sheet and expect to see the positions settle through 2025, 2026 and beyond.

In addition, we recognised a \$267 million exceptional charge relating to Aegis Poland, a legacy LSTK contract, to reflect the receipt of a preliminary claim from USACE. Currently, insufficient evidence exists to demonstrate the strength of our claim and defence under the stringent requirements of IFRS 15, that revenue previously recognised was highly probable not to reverse. We are continuing to engage the USACE on this matter and, as the facts supporting the underlying claim are shared and we prepare for trial, we expect the outcome to significantly improve.

Exceptional charges also include \$54 million of costs to implement our Simplification programme, and \$29 million of charges relating to the Independent Review and the challenges faced by the auditor in light of the findings of the Independent Review and implications for governance, culture and control.

Cash performance

Free cash outflow was \$153 million, representing operating cash flow offset by our high level of lease payments, interest, a high amount of tax paid and \$119 million of exceptional cash costs.

Net debt excluding leases was broadly flat year-on-year at \$683 million, although average net debt throughout the year was significantly higher at around \$1.0 billion (2023: around \$0.8 billion). The reduction at period end reflects both the disposal receipts from the EthosEnergy disposal which completed on 31 December 2024, as well as our continued active management of both receivables and payables.

Further details of our cash performance, including our financing challenges, debt facilities and covenant performance are included in the Financial review.

Independent Review

In November 2024, we announced that, in response to dialogue with our auditor, we had agreed to commission an Independent Review to be performed by Deloitte LLP, focusing on reported positions in Projects, accounting, governance and controls.

The findings of the Independent Review, and in particular the instances of management override, undermine the very culture on which we pride ourselves. One further output of the Independent Review was that the cultural failings appear to have led to instances of information being inappropriately withheld from, and unreliable information being provided to, our auditor. Such an outcome is equally unacceptable.

The journey to fully rebuild Wood will take some time. However, the Board has taken the tough decisions to refresh our leadership and, alongside Iain, to frame and implement the steps required to rebuild the business.

The findings of this review are discussed in detail in the Financial Review and the Audit, Risk and Ethics Committee section.

Challenges faced in 2024

As discussed, business performance in 2024 was behind our expectations. A number of these challenges were reflective of a tougher trading environment, including client hesitancy around key programmes given political and regulatory uncertainty. However, some of the challenges we faced were from our own performance issues with \$46 million of charges within adjusted EBIT before non-exceptional Independent Review charges relating to losses on one contract in Consulting and three contracts in Operations. The gap in trading compared to expectations led us to make the difficult decision in the fourth quarter to cancel all employee bonuses.

Progress on our strategy despite these challenges

We set out our profitable growth strategy in November 2022 that sought to grow the Company and turn around our performance. While some progress on this has been made, and we remain confident that the overall strategy is the right one, the operational execution has been mixed and the turnaround of Wood is taking longer than expected.

Safety performance

We delivered a strong safety performance throughout the year. Despite the complexity of our work and the potential for macro-level distractions to heighten operational risk, our teams remained focused on safety and wellbeing. This was supported by the launch of our 'Make it Home' campaign, which reinforces our non-negotiable commitment to ensuring everyone gets home safe, always.

People progress

We continued to make progress throughout the year on our people strategy, with increased employee engagement scores in 2024 compared to 2023. While we are mindful of the significant challenges the business has faced, and the impact this has on our employees, voluntary attrition rates remained low, with this trend continuing into 2025.

Simplification programme

We started a Simplification programme in March 2024 to reduce our cost base. The programme was expected to generate annualised savings of around \$60 million from 2025, with a benefit in 2024 of around \$10 million. While the expected benefits of this are reflected in our results for 2024, with a reduction in central costs, these were partly offset by the contract challenges described above.

The Simplification programme was extended in February 2025 to target further savings.

Disposal programme

We continue to review our portfolio in line with our strategic priorities to be selective in our markets and capabilities, and to simplify our business.

We sold the CEC Controls business in August 2024 for \$30 million. This business was deemed non-core primarily as it has a different client group to our core business, with a focus on the automotive sector outside our focus markets of energy and materials.

We completed the sale of our stake in the EthosEnergy turbines business in December 2024 for \$138 million. This was a joint venture for the Group, and as control was outside the Group, this was also deemed non-core.

Order book and business wins

Despite the significant challenges the business has faced, Wood remains well placed to benefit from significant long-term growth drivers across the energy and materials markets, supported by our technical expertise and long-term client relationships. The Company has continued over the last 18 months to receive strong support, including new awards, from our client base.

Our order book at 31 December 2024 was \$5.8 billion. Business wins during the year included:

- A new master services agreement for EPCm services for bp
- A 6-year contract with Shell for the world's largest floating offshore LNG facility in Australia
- Contracts with TotalEnergies for flare gas recovery in the UK North Sea and Iraq
- A detailed engineering design scope for Woodside's Trion project in the Gulf of Mexico
- A significant EPCm contract with OMV Petrom for a sustainable aviation fuel facility in Romania

- An EPCm contract with Antofagasta for its Nueva Centinela copper project in Chile

Proposed Sidara acquisition

The proposed Sidara acquisition announced on 29 August 2025 brings us closer to finalising a challenging chapter in Wood's history. The acquisition by Sidara will help address our near-term liquidity challenges and strengthen the Company in the longer term. Sidara values our people, our brand and the deep client relationships we have built over the years. Together, we will be in a stronger position to deliver for our clients, achieve our potential and look to establish an energy leader that leverages the expertise and knowledge of both companies.

Improving our employee experience and culture

The challenges we have faced in 2024, and into 2025, have not only greatly impacted our shareholders but also our employees, with cancelled bonuses and delayed pay rises as well as the fall in share price impacting the thousands of employees who own shares themselves. Our focus going forward is on rebuilding our culture, making the necessary changes following the Independent Review, investing in our people and restoring their faith in Wood as an employer of choice.

Changes to leadership

In early 2024, we made a number of changes to the leadership team as we focused on delivering our strategy and positioning the business to grow. However, as the events of 2024 unfolded and we understood the findings of the Independent Review, further changes became necessary in 2025, reducing the overall size of the leadership team and refocusing on stabilising the business and reducing costs.

Our Executive Leadership Team enters this next chapter with determination and belief in the underlying strength of our business to build back and assure a strong future for this company.

In October 2025, I informed the Board of my intention to step down as CEO after the upcoming shareholder vote on the Sidara transaction, after which Iain Torrens will become CEO. I want to thank our people for their commitment, and our clients for their continued support throughout a challenging period and I am confident that greater times are ahead for Wood.

Ken Gilmartin
Chief Executive

Our strategy

Progressing our strategy.

Our strategy has three pillars focused on the aims of achieving **profitable growth** for our business and shareholders, building an **inspired culture** for our people, and delivering **performance excellence** for our clients in Energy and Materials markets.

The Group faced significant challenges in 2024 and in 2025. Our response to these challenges are covered in the Chief Executive review on the previous pages.

Profitable growth



Market attractiveness

We target large markets where we can achieve good margins and where we have strong client relationships to accelerate growth.

A higher-grade business

Growth in priority markets and geographies, focusing on low project risk, high-quality earnings and sustainable free cash flow.

Inspired culture



Our ability to win

We target markets where we hold a leading position based on core capabilities, an ability to scale talent and a strong geographic footprint.

Creating a great place to work

Investing in creating a great place to work. This means prioritising employee wellbeing, doing the right thing, putting sustainability at the heart of our business and empowering each other to design the future.

Performance excellence



Contracting dynamics

We target projects that meet our preferred low-risk profile and preferred contracting model. We no longer work on lump sum turnkey and large-scale EPC projects.

Results focused and delivering for clients

Focused on delivering for our clients. Maintaining the highest level of ethical standards and the best quality as we deliver innovative, sustainable and reliable solutions to solve complex problems for our clients.

Leveraging our strong competitive positions across our markets:

Long-term client relationships

45%¹

of awards primarily based on the strength of trusted client relationships

- Working with the world's leading Energy & Materials companies
- Master agreements with top IOCs
- Partner of choice for clients

 Read more on the quality of our client relationships on pages 12 to 13

World-class expertise, delivering complex work in critical industries

30%¹

of awards primarily due to Wood's specialist consulting & engineering expertise

- Experts in sustainable solutions
- Leaders in industrial digitalisation
- Critical mass of in-demand expertise

13%¹

of wins primarily due to excellence in performance on past projects

- Lifecycle solutions
- Pull-through revenue
- Expanse of innovation

 Read more on the quality of the work we deliver on pages 14 to 15

Talented workforce

c.35,000

people

 Read more on the quality of our people on pages 16 to 17

1. Percentages based on the primary reason stated for client wins, rounded figures.

2022-2023

2024

Future focus

Moved away from LSTK large-scale EPC

High-end consulting & engineering services with low risk profile

Developed significant sustainable solutions business

c.21% of revenue from solutions supporting energy transition and sustainable materials

Refined strategic positioning

Focus on sectors with strongest right to win ensured strong geographic presence in core markets

Focused on client-service excellence

Prioritised strategic partnerships with key clients

Disposing of non-core businesses

Completed sale of CEC Controls and EthosEnergy

Delivered our Simplification programme

Restructured Projects

Created a simpler operating model to reduce our cost base and strengthen business controls

Employee engagement

And strong talent retention

Expanding services

With trusted key clients

Expand adjusted EBIT margin

With stronger business mix

Improve cash generation

Through cost savings and improved working capital

Improve financial culture

Deliver remediation plan following Independent Review

Our key strengths in focus:**The quality of our client relationships****45%¹****Long-term relationships**

Almost half of the business we win is due to the strength of client relationships and trust.

Working with the world's leading Energy & Materials clients

Our top 10 clients, the world's leading Energy and Materials players, represent c.40% of Group revenue.

% of Group revenue:

c.40%	
-------	--

Master agreements with top IOCs

We secured master agreements with our longstanding clients Chevron, ExxonMobil, Shell, bp and Woodside for global consulting, engineering and design.

1. Percentages based on the primary reason stated for client wins, rounded figures.

Our key strengths in action:

Driving €1 billion in clean energy investments

Wood played a key role in securing more than €1 billion of funding for its clients in Europe, enabling three major clean energy projects to reach final investment decisions.

Lithuania's largest onshore wind farm

Wood served as Lenders' Technical Advisors in advancing Lithuania's largest onshore wind farm. Wood's Consulting team guided the developer, Nord/LB, alongside its banking partners and the Nordic Investment Bank (NIB) throughout the pre-finance period.

Once completed in 2026, the 264 megawatt (MW) plant will power over 270,000 households and reduce carbon emissions by over 200,000 tonnes per year. Wood remains involved in the project, overseeing project management during the construction phase.

Financing for an onshore wind portfolio in Sweden

Wood was key in facilitating Renewable Power Capital's financing for four wind farms which are set to significantly reduce emissions produced by Sweden's industrial sector. As technical adviser, Wood supported initial investment into the portfolio followed by further due diligence to unlock project financing. Wood will continue to work on the project, providing expert guidance and supervision throughout the construction phase.

Owner's engineer on Catalina's green hydrogen project

Catalina's green hydrogen project is a first-of-its-kind project in Spain, and one of the first recipients of the European Hydrogen Bank's first auction, receiving €230 million in funding. The project will combine 1.5 gigawatts (GW) of wind and solar energy to power a 500 MW electrolyser to produce green hydrogen.

Wood has also worked on over 70% of Europe's offshore wind projects which now boast a total capacity of 25 GW across the EU.

This milestone highlights Wood's position at the forefront of advancing Europe's clean energy agenda through supporting clients in assessing critical project factors, including technical and commercial feasibility.



Delivering world-leading LNG projects

Shell's Prelude Floating Liquefied Natural Gas facility is the largest of its kind in the world.

In July 2024, Wood was awarded a six-year contract to provide brownfield engineering, procurement and construction management (EPCm) solutions for Prelude in Western Australia.

The contract builds on Wood's 70-year global relationship with Shell. It showcases Wood's expertise in delivering LNG solutions and cements its position as a market leader in providing brownfield engineering solutions across Australia.

70

year relationship with Shell

Growing our portfolio with strategic client bp

Wood's decades-long relationship with major industry player bp continued in 2024 with the signing of several strategically significant contracts.

In the central North Sea, Wood was awarded a scope to deliver topside modifications supporting bp's connection to Murlach, its two-well tieback development. The engineering, procurement, construction and commissioning (EPCC) contract will enhance services to the central processing facility of the Eastern Trough Area Project.

Later in the year, a strategic alliance was formed between Wood and bp focused on enhancing efficiency, continuous improvement and value creation across bp's global Site Projects organisation. Starting in the North Sea and eventually expanding into Trinidad & Tobago, the alliance seeks to improve capital efficiency within Site Projects.

Finally, in December, Wood was awarded a trio of agreements to provide engineering and project delivery services for bp's capital projects worldwide. These contracts cover all of bp's business units and will see Wood support across onshore and offshore assets along the entire value chain.



Our key strengths in focus:**The quality of the work we deliver**

The quality of the work we deliver.

13%¹

Performance excellence

13% of our wins are primarily due to excellence in performance on a past project with a client.

Lifecycle solutions

Several major project awards have been made following successful delivery of pre-FEED and FEED (e.g. Saudi Aramco, OMV Petrom and ADNOC).

Quality delivery

We have expanded our service portfolio with blue chip majors due to past exceptional performance driving confidence in Wood's ability to deliver, e.g. our long-term maintenance solutions contract with Esso.

Innovation in project execution

2024 was a record year for our Global Execution Centre, achieving nearly three and a half million work hours providing world-class, high-value project expertise to clients.

1. Percentages based on the primary reason stated for client wins, rounded figures.

Our key strengths in action:

Delivering under pressure

Wood has been working on Chevron's Anchor project in the Gulf of Mexico since 2016. It's the world's first ultra-high pressure deepwater development.

In 2024, Chevron announced first production at Anchor which has been designed to operate at 20,000 psi.

Wood was introduced at the beginning of the project to undertake the challenge of designing safe and cost-effective ways to extract resources in ultra-deep water, made possible by innovative thinking and value engineering.

20k psi

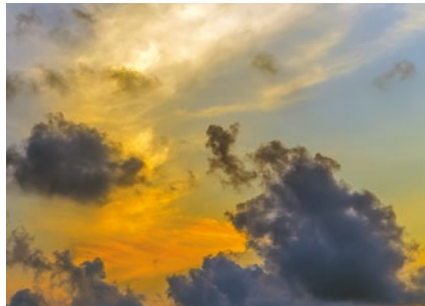
pressure milestone reached

50%

Wood has designed over 50% of the deepwater facilities operating in the Gulf of Mexico



Read more at: [woodplc.com/newdepths](https://www.woodplc.com/newdepths)



Bringing client carbon ambitions to life

In 2024, Wood completed the front-end engineering design (FEED) scope for the first phase of Aramco's Accelerated Carbon Capture and Sequestration project in the Kingdom of Saudi Arabia.

Wood's work in designing critical aspects of the project will support the transportation of 9 million tonnes per annum (MTPA) of emissions and sequester it within onshore geological storage by 2027.

Aramco plans to store up to 14 MTPA of CO₂ equivalent by 2035, contributing to the KSA's goal of 44 MTPA by 2035. The project saw around 200 Wood engineers leverage 40 years of experience in Carbon Capture to drive Aramco's energy security and transition ambitions as a long-term client and partner.

200

engineers

20

years of experience in Carbon Capture

Read more at: [woodplc.com/accs](https://www.woodplc.com/accs)

Executing record work hours in 2024

Wood's Global Execution Centre (GEC), headquartered in Chennai, India, delivered a record 3.5 million work hours in 2024.

The GEC provides high-value engineering solutions to Wood's clients across all business units around the world. Home to over 2,600 highly qualified engineers, the GEC is growing with aims to deliver 6 million hours by 2026.

3.5m

hours delivered in 2024

2,600

highly qualified engineers in our GEC



Our key strengths in focus:

The quality of our people



30%¹

World-class expertise

30% of our wins are due to our specialist consulting and engineering expertise.

Experts in sustainable solutions

We were awarded around 2,100 sustainability-related projects across energy and materials in 2024. Wood is also leading a Joint Industry Project to accelerate Carbon Capture, Utilisation and Storage (CCUS).

Leaders in industrial digitalisation

In 2024, we signed a strategic agreement with software provider Cenosco to offer industry clients innovative, integrated solutions to enhance asset performance.

Critical mass of in-demand expertise

Over 2,000 process engineers.

1. Percentages based on the primary reason stated for client wins, rounded figures.

The quality of our people.

Our key strengths in action:



Engineering the talent of the future

During 2024, we recruited around 1,000 early careers team members including around 500 graduates globally.

In the past year, the Early Careers team held 26 virtual workshops, visited 13 locations and conducted 70 face-to-face workshops, all with the aim of supporting graduates transitioning from the campus to corporate life.

The team's efforts were recognised several times in 2024, receiving the cHeRries award for learning and development, and being nominated for Australia's Top 100 Graduate Employer and Top 10 Engineering Employer Awards.

The Early Careers team partnered with the Talent Acquisition team and our Developing Professionals Network to build and integrate the graduate programme. These initiatives enable participants to gain a better understanding of Wood's culture, capabilities, and opportunities to support their professional development and unlock the chance to expand their networks. The Basra Graduate Scheme also won the Oil & Gas Middle East Talent Award in 2024.

 Read more about what we're doing for the wider early careers population on page 65

Our remarkable people:



Alessandra Parlato

Alessandra Parlato is a remarkable project leader who consistently delivers outstanding results for Wood's clients. Based in Milan, Alessandra started her career with Wood in 2007 as a project engineer.

Having always had a keen interest in engineering, Alessandra studied the subject in her hometown of Naples before graduating with a Master's degree in Chemical Engineering. Throughout her career, she has supported the delivery of numerous challenging and complex engineering projects for clients including ExxonMobil, SOCAR, ENI, Evonik and most recently OMV Petrom.

In 2021, Alessandra was promoted to Project Manager, becoming a role model for other women based at Wood's projects hub in Milan. In this new role, Alessandra was assigned to lead the Coke Drum Replacement project at OMV Petrom's Petrobrazi Refinery in Romania. This was a complex and challenging project due to the scale and schedule. Following many months of precision planning and preparatory field works, the entire drum replacements needed to be completed in 65 days during a refinery turnaround to avoid disruption to the refinery's output, OMV Petrom production targets and energy security for Eastern Europe. During the turnaround phase, Alessandra worked on-site at the Petrobrazi Refinery, recognising the value of co-ordinating and leading the team from the ground.

Alessandra passionately believes that building a trusted working environment where people feel motivated and recognised is hugely important to achieving project objectives. Alessandra's work with OMV Petrom continues for the recently secured sustainable aviation fuel project.

 Read more about the sustainable fuel project for OMV on page 31



Minacksshi Jagdheesh

Minacksshi Jagdheesh, Chief Quality Assurance Engineer based in Wood's Global Execution Centre headquarters in Chennai, India, is instrumental in implementing Company-wide Project Quality Management Systems.

She has a passion for audits and has been a recognised Lead Auditor for the QMS, documenting and supporting many sectors, divisions and branches in achieving ISO9001 Certification.

Minacksshi joined Wood in 2022 with more than 30 years of experience, but her story goes far beyond her amazing career journey.

In 2008, Minacksshi received the devastating diagnosis of a stage three throat cancer. The news hit her family hard, but she was determined to make it through for her family. Now Minacksshi is committed to supporting others through similar journeys, spending time working with NGOs and other charitable organisations to provide counselling to those who are living with a terminal cancer diagnosis.

In her role at Wood, she applies the skills that she has gained over the past few years to her work. Resilience, perseverance and perspective are important when working on some of the world's largest Energy and Materials projects and she is proud to say that her personal life has helped her develop these traits.

Some of her most significant work supports detailed engineering projects for clients such as Suncor, Qatar Energy and ExxonMobil and Minacksshi says a favourite aspect of her role is supporting the development of new talent to independently lead quality in projects.

 Read more about the Remarkable People campaign on page 66

Our markets

Energy.

We are leaders in energy, ensuring safe, reliable and affordable energy while enabling a lower-carbon energy future.

Materials.

Materials processing and production, applying circular economy practices to deliver critical materials sustainably and responsibly as we strive for net-zero.

Our cross-cutting drivers:



Digitalisation



Decarbonisation

We operate across:

Oil & Gas¹

Our focus is on onshore and offshore production, gas processing and pipelines where our clients continue to invest in new and ageing assets, often to improve efficiency and reduce emissions.

Hydrogen

Our focus is on low-carbon hydrogen production in the belief that it will be a key part of the energy mix by 2050. We expect increased spend for new-build and retrofit facilities, further incentivised by the US Inflation Reduction Act.

Carbon Capture

Our core focus in the short term is on capturing carbon from oil, gas and petrochemical facilities, as well as supporting carbon dioxide distribution and storage. In the medium term, we see opportunities to apply this expertise at scale to iron, steel, cement and waste facilities.

Minerals

Our focus is primarily on minerals for net-zero and the clean energy transition, for example copper, nickel and lithium.

Chemicals¹

Our focus is on prioritising complex integrated petrochemicals facilities and selected specialty chemicals. The specialty chemicals market is growing due to the focus on eco-friendly products and advanced materials.

Life Sciences

Our focus is on on-shoring trends, particularly in North America where our strong engineering and major project delivery capability, coupled with digital solutions, offers a differentiated approach.

As consultants and engineers armed with data, technology and digital solutions, we work independently to offer something our consulting and technology competitors don't - decades of experience in designing and building our clients' assets, and decades of integrating digital solutions.

Speed, scale and smart solutions are all required to deliver a net-zero future. Decarbonisation is key to addressing climate risks and building a more sustainable world. It's also important to our clients and presents a growth opportunity for Wood.

¹ Oil & Gas refers to upstream and midstream. Chemicals excludes refining.

Energy outlook

- Change in US administration impacting US domestic energy production, the Paris Agreement and Inflation Reduction Act
- Energy security and returns are driving project pipeline activity

Energy security

- The global Oil & Gas industry is experiencing substantial capital investments in key regions including the Middle East, Asia-Pacific (APAC), and the US, with emphasis on offshore projects and natural gas development
- The Middle East is leading a significant expansion in upstream activities

Energy transition

- More near-term uncertainty than usual over how energy transition policies and strategies will evolve
- Global Sustainable Aviation Fuel (SAF) market is expected to grow
- Growth in nuclear power

Materials outlook

- Steady underlying growth in Minerals and Chemicals markets
- Contraction in Life Sciences

Minerals and metals

- Challenges in critical minerals and energy transition materials markets

Chemicals and refining

- Deferred investments in 2024 leading to delays

Life Sciences

- Continued investments by large pharma companies
- Growing gap between scale of small and large projects



Case study:

Growth in the Middle East.

2024 saw continued focus on the Middle East as a strategically important market for all business units, with \$920 million in contract wins.

The record number of contract wins were secured across the region, from Iraq, Kuwait, Oman, Qatar, the Kingdom of Saudi Arabia (KSA) and the United Arab Emirates (UAE), where Wood opened its third office in Sharjah in Q3 2024.

The scopes of work include integrated front-end engineering design (FEED); pre-FEED on Aramco's Southern and Northern Areas project in the KSA; detailed design, procurement support and construction and commissioning assistance for TotalEnergies in Iraq; as well as a flare gas reduction programme which has reduced more than 10 million tonnes of CO₂ per year, demonstrating Wood's expertise in brownfield modifications and maintenance. Digitalisation and Decarbonisation expertise were also embedded into projects across the Middle East.

In addition, Wood expanded its Middle East workforce by around 500 employees during 2024, a 25% increase in UAE alone and is currently recruiting for a further ~130 roles across the region.

Career development was also a focus in 2024, with 87 graduates joining Wood in the Middle East as part of our graduate engineering programme.

Read more at:
[woodplc.com/yearinreview](https://www.woodplc.com/yearinreview)

Our sustainable solutions

Aligning our portfolio across Energy Transition and Sustainable Materials to best deliver on our strategy.

Energy

Oil & Gas | Hydrogen | Carbon Capture

Hydrogen

We provide hydrogen developers with solutions that support the economic production and transportation of low-carbon hydrogen. We offer technology solutions that enable clients to produce hydrogen from fossil fuels in a cost-effective manner, while minimising CO₂ emissions.

Carbon Capture

We bring technical and commercial solutions that enable clients to safely capture CO₂, transport and permanently store it, or unlock value by re-using it for alternative purposes.

Renewable energy

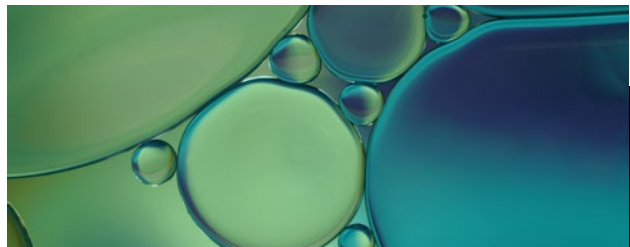
We provide advisory, project development, and project execution services for wind, solar, and energy storage projects, having stopped large-scale EPC renewables work in Projects.

LNG

We have broad experience in gas monetisation, the delivery of world-class LNG projects, optimisation consulting as well as ongoing asset management, maintenance and operations. This is a relatively small part of our energy offering.

Power Electrification and Battery storage

Wood has a history of study and design work for clean power generation and has performed projects for various forms of energy storage, including battery energy storage, compressed air energy storage, thermal energy storage, and liquid air energy storage.



Leading industry to Carbon Capture best practice

2024 saw Wood take the helm of a Joint Industry Partnership (JIP), focused on creating industry guidelines for CO₂ specifications to accelerate sustainable Carbon Capture, Utilisation and Storage (CCUS) projects.

As the first of their kind in the industry, the guidelines will focus on the impact of impurities in CO₂ across the entire CCUS lifecycle. By creating a CO₂ conditioning standard to meet safety, environmental, technical and operational requirements, the guidelines will accelerate the pace and growth of the CCUS industry.

The JIP aims to collate industry research and the experiences of operators in the CCUS space to determine the effects of impure CO₂ in existing Carbon Capture value chains. The findings from this determined the negative impact that impurities from CO₂ capture can cause from transportation through to storage and eventual usage.

Identifying this data allowed for the development of guidelines to affirm the CO₂ conditioning standards required to meet the safety, environmental and operational standards necessary for sustainable CCUS production.

With CCUS playing a crucial role in reducing emissions from hard-to-abate sectors, these guidelines will support the safe and effective design of projects while minimising operational risks. The project represents a significant step forward in developing industry-wide CCUS best practice and the scale of adoption.

 Read more about which organisations are involved in the JIP at: [woodplc.com/jip](https://www.woodplc.com/jip)

Sustainable revenue in 2024

1.1bn

▼ 8%

Sustainable revenue share of Group

21%

Materials

Minerals | Chemicals | Life Sciences

Minerals processing

Energy transition materials

Supporting mining clients, our focus is on minerals supply for net-zero and the clean energy transition, for example copper, nickel and lithium. We have a passion for driving forward minerals and metals projects that are critical to our future and delivering them safely, cost-efficiently and responsibly.

Waste to energy

Our expertise in creating waste-to-energy solutions ranges from small commercial heat generation to large industrial heat and power plants that process a wide range of feedstock to materials that would traditionally have been treated as waste.

Life Sciences

We help our clients accelerate the design, construction and qualification of their complex facilities. We apply expertise and solutions to deliver high-performing and sustainable projects.

Materials recycling

With a strong belief that an effective circular economy can help to further the pursuit of net-zero, Wood is working with our clients to deliver innovative, commercially attractive materials recycling solutions with a focus on plastics and waste-to-energy projects.

Sustainable fuel/feedstocks

We deliver solutions enabling the development of sustainable fuels and materials through the application of low-carbon processes and utilisation of sustainable feedstocks.



Meeting the world's demand for copper

In Q2 2024, Wood was awarded a contract to expand the Nueva Centinela copper project in Antofagasta, Chile, positioning it as one of the world's top copper producers.

Operated by Antofagasta Minerals S.A. (AMSA), Nueva Centinela is one of Chile's largest mining investments in recent years. As part of AMSA's \$4.4 billion investment into Centinela, Wood was selected to drive the expansion of the Esperanza Sur pit, designed to support the world's increased demand for copper.

Appointed as the strategic partner for project execution, Wood's scope was defined as managing the construction of a new concentrating plant, ore-crushing facility conveyor transportation systems, sea water pipeline, tailing disposal and facility expansions and other necessary infrastructure at Centinela port.

First production of copper at the expanded Esperanza Sur pit is expected in 2027. The increased capacity will unlock 170,000 copper equivalent tonnes per annum - enough copper to produce over two million electric cars.

Wood's partnership with AMSA on this project showcases strong expertise in mineral processing and recognises experience in delivering end-to-end EPCm services for complex and large-scale projects. Around 130 Wood employees work on this project.

Our business model

We aim to create value by delivering differentiated consultancy and engineering solutions across the Energy and Materials markets.

Our relationships and resources

Outstanding talent

Talented workforce.

 Read more on page 64

Financial investment

Operating cash generation allows us to invest in the business, people and systems.

 Read more in our Financial review on page 35

Long-term client relationships

Decades-long trusted client relationships with the firms who invest in critical infrastructure.

Governance

Risk governance and operations assurance policies and processes.

 Read more in our risks section on page 90

Highly valued by clients

Highest-rated of closest peers.¹

1. Wood Core Industries Survey (N=250) and Key Markets Survey (N=250). Expert interviews conducted by independent consultant conducted in 2022.

What we do

We are an engineering and consultancy business providing solutions to clients across the lifecycle of their projects.



How we work with our clients

One of our key strengths is our ability to form long-term, strategic partnerships with our clients; we have been working with many of our key clients for multiple decades.

Our contractual engagements vary from short-term consultancy lasting a few weeks, to long-term frame agreements lasting multiple years. Typically our contracts are split into two broad categories:

- Cost reimbursable
- Fixed price services

Advise

- Feasibility studies
- Concept design
- Pre-FEED
- Strategy planning

Design

- FEED
- Detailed design
- Owner's engineer

Deliver

- PMC (Project Management Consultancy)
- EPCm (Engineering, Procurement and Construction management)
- Commissioning

Operate

- Maintenance
- Modifications
- Brownfield engineering
- Asset management
- Asset optimisation

Repurpose

- Life extension
- Asset repositioning
- Decommissioning

 Read more about our strong competitive positions across our markets on page 11

The value we aim to generate**For investors and lenders**

- Profitable growth and cash generation
- Total shareholder returns

**For our people**

- Rewarding careers and employee retention
- A workplace where different backgrounds, experience and expertise are welcomed and celebrated

**For our clients**

- Best-in-class, consistent delivery
- Leading technical services delivering smarter, more sustainable solutions
- Track record of delivering industry-leading projects

**For communities**

- Significant contribution to local employment and communities
- Employee matched funding and community support

**For suppliers**

- A responsible, collaborative partner

**Environmental stakeholders**

- Gross carbon reduction
- Enabling our clients to decarbonise and transition away from fossil fuels

 Read about how we engage with our stakeholders on pages 44 - 51

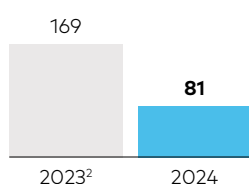
Key performance indicators

Measuring our performance

To help the Group assess its performance, our Executive Leadership Team sets targets and monitors and assesses performance against these targets on a regular basis.

Financial¹

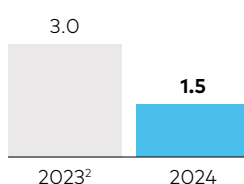
Adjusted EBIT \$m



Adjusted earnings before interest and tax. A reconciliation of adjusted EBIT to operating profit/loss is shown in the Financial Review on page 35.

2024 performance: Adjusted EBIT was 52% lower than last year. This performance includes \$55 million of non-exceptional charges related to the Independent Review, lower revenue and contract challenges across all business units.

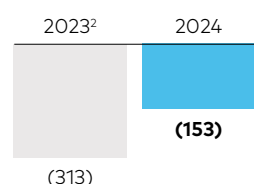
Adjusted EBIT margin %



Adjusted EBIT as a percentage of revenue.

2024 performance: Adjusted EBIT margin of 1.5% compared to 3.0% last year. Excluding non-exceptional charges related to the Independent Review, the adjusted EBIT margin was 2.5%, with the reduction related to contract challenges across all business units.

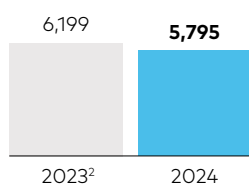
Free cash flow \$m



Free cash flow is defined as all cash flows before acquisitions, disposals and dividends. It includes all mandatory payments the Group makes, such as interest and tax, and all exceptional cash flows. A reconciliation of free cash flow to our statutory cash flow is shown on page 40 of the financial review.

2024 performance: Free cash flow of \$(153), representing operating cash flow offset by our high level of lease payments, interest, a high amount of tax paid and \$119 million of exceptional cash costs.

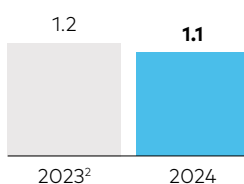
Order book \$m



Order book is presented as an indicator of the visibility of future revenue, showing the orders the Group has to deliver in future periods. Order book comprises revenue that is supported by a signed contract or written purchase order for work secured under a single contract award or frame agreements. It does not include Wood's proportional share of JV order book.

2024 performance: Down 7% with a lower order book in Consulting, Projects, and Operations.

Revenue from sustainable solutions \$bn



Measure of sustainable solutions as a proportion of total revenue. Sustainable solutions consist of activities related to decarbonisation activity, renewable energy, hydrogen, carbon capture & storage, power & electrification, battery storage and LNG. In the case of mixed scopes including a decarbonisation element, these are only included in sustainable solutions if 75% or more of the scope relates to that element.

2024 performance: Around \$1.1bn of Group revenue came from sustainable solutions, representing about 21% of Group revenue.

Change to KPIs

Adjusted EBITDA and adjusted EBITDA margin was a focus in 2024, however the Group has now moved to focus on Adjusted EBIT and adjusted EBIT margin from 2025. This change is a better measure of business performance with closer alignment to cash flow.

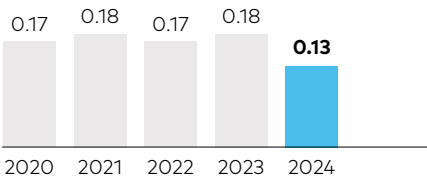
For more information on our financial performance see page 35

Notes

1. Financial KPIs are shown over a two-year period (financial years ended 31 December 2023 and 31 December 2024). This is a change from previous years where a five-year period was included and is the result of the Independent Review and resultant prior year adjustments. We believe that, given these changes, the two-year period shown here provides the clearest view of the development, performance and position of our business.
2. 2023 period restated

Safety

Total recordable incident rate (TRIR)
per 200,000 work hours



We continue to monitor performance using traditional safety metrics to compare data with previous years.

Total recordable incident rate is the total of lost time incidents restricted work cases and medical treatment cases per 200,000 exposure hours. Performance is inclusive of contractors working under Wood's management system.

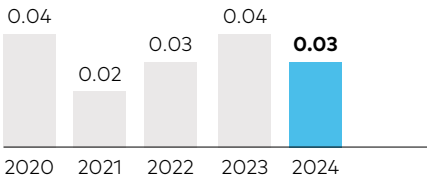
2024 performance: Performance improved significantly in 2024 with a TRIR of 0.13, compared to 0.18 in 2023.

Fatality & Permanent Impairment (FPI)

In 2024, our target was to have zero incidents that resulted in fatality or permanent impairment.

2024 performance: We achieved this, with zero incidents resulting in fatality or permanent impairment.

Lost time incident rate (LTIR)
per 200,000 work hours



LTIR measures lost time incidents per 200,000 exposure hours and is inclusive of contractors working under Wood's management system.

2024 performance: In 2024, we saw a decrease in the number of incidents that required our people to have time off work due to injury, resulting in an improved LTIR of 0.03, from 0.04 in 2023.

Linking our KPIs to our strategy

These are the three strategic pillars of our focus to meet the needs of three important stakeholder groups – our employees, our clients and our shareholders.

- Profitable growth
- Performance excellence
- Inspired culture

Key performance indicators continued

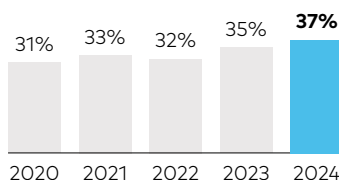
Measuring our sustainability performance

Our goal is to be leaders in our field in environmental, social and governance (ESG) and sustainability matters. To assess our performance in addressing the matters that are most important to our business and key stakeholders, our leadership team sets targets, aligned to the UN Sustainable Development Goals, and regularly monitors progress towards these targets.

Developing an inclusive and diverse workforce



Diversity in leadership roles



Percentage of senior leadership roles held by females. Driving greater balance across our leadership enables better diversity in our decision-making, greater engagement and improved retention in our workforce, and more innovation.

2024 performance: 37% of female leaders in our organisation, up from 35% in 2023.

Target: To improve gender balance with 40% female representation in senior leadership roles by 2030.

Status: On track

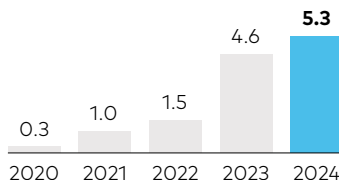
Read more on pages 56-57 and 67

This target was included within our long-term incentive plan, read more on page 132

Link to SDGs



Positively impacting communities

Global Cause contributions
\$m cumulative contributions

Value of time, energy and resources contributed towards our Global Cause of education to date. Giving our energy, expertise and funding helps to enable the growth and sustainability of our communities and increases workforce engagement.

2024 performance: To date, we have contributed \$5.3 million, representing 53% of our 2030 target. This includes seed funding awards, employee matched funding, direct financial and resource donations and volunteering time.

Target: To contribute \$10 million to our Global Cause by giving our time, energy, resources and funding by 2030.

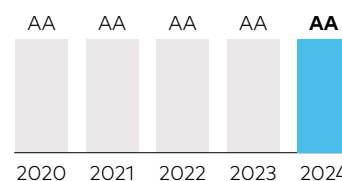
Status: On track

Read more on pages 56-57 and 70-71

Link to SDGs



Delivering our purpose

ESG ratings
(MSCI)

ESG ratings are a measure of our governance of risks related to matters such as climate change, human rights and corruption. Achieving top quartile ESG ratings increases confidence in Wood's investment proposition, supporting our growth.

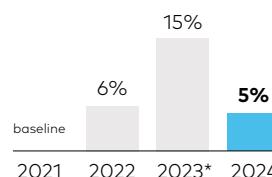
2024 performance: Awarded AA Leader rating from MSCI in 2022 for a 10th consecutive year, within the top 22% for Energy, Equipment and Services.

Target: To consistently rank in the Top Quartile ESG investment ratings within our sector group by 2025.

Status: On track

Read more on pages 56-57

Client support aligned to energy transition and sustainable materials



Cumulative revenue growth from sustainable solutions in energy transition and sustainable materials markets, from a 2021 baseline. Sustainable solutions are as detailed on page 24.

2024 performance: 5% cumulative growth in sustainable solutions revenue compared to our 2021 baseline.

Target: To double revenue from sustainable solutions in energy transition and sustainable materials markets by 2030, from a 2021 baseline.

Status: Behind target

Read more on pages 56-57

Link to SDGs

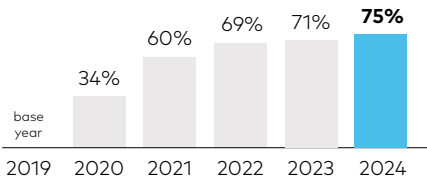


*2023 restated due to restatement of revenue for 2023.

Managing our environmental impact



Scope 1 & 2 emissions reduction



Measure of the absolute reduction in Scope 1 and 2 Greenhouse Gas (GHG) emissions from a 2019 base year.

2024 performance: In 2024, we achieved a 75% reduction in Scope 1 and 2 GHG emissions compared to our updated 2019 baseline, which is a 14% reduction from the prior year.

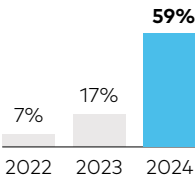
Target: 40% reduction in Scope 1 and 2 GHG emissions by 2030, compared to a 2019 base year.

Status: Ahead

Read more on page 84-85

This target was included within our long-term incentive plan, read more on page 132

Plastics elimination



Number of Wood offices that have eliminated single-use plastics.

2024 performance: 59% of Wood offices have been assessed as single-use plastic-free.

Target: To ensure all Wood offices are single-use plastic-free by 2025.

Status: On track

Read more on pages 56-57 and 85

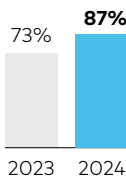
Link to SDGs



Embedding fair working practices



Labour suppliers signed up to Building Responsibly



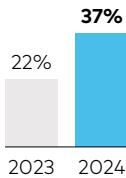
Percentage of labour suppliers and total suppliers signed up to the Building Responsibly Principles. Embedding the Building Responsibly Principles in our supply chain ensures we create ethical partnerships that protect worker welfare and helps to reduce our exposure to potential human rights violations.

2024 performance: 87% of labour suppliers are now signed up to the Building Responsibly Principles.

Target: 100% of Wood labour suppliers sign up and comply with the Building Responsibly Principles by 2025.

Status: On track

Total suppliers signed up to Building Responsibly



2024 performance: 37% of our total supply chain are now signed up to the Building Responsibly Principles.

Target: 100% of our suppliers sign up and comply with the Building Responsibly Principles by 2030.

Status: On track

Read more on pages 56-57 and 89

1. Currently our targets measure against suppliers that are contained in our two main ERP systems.

Link to SDGs



Linking our KPIs to our strategy

These are the three strategic pillars of our focus to meet the needs of three important stakeholder groups – our employees, our clients and our shareholders.

Profitable growth

Performance excellence

Inspired culture

Segmental review

Consulting

Technical and digital advisory business adding value throughout our clients' investment lifecycle.

Our Consulting business provides technical consulting, digital consulting, and energy asset development. It specialises in decarbonisation and digital solutions that open opportunities across our other business units.

Revenue

\$660m ▼ 8.0%

(2023: \$717m restated)

Adjusted EBIT

\$20m ▼ 68.1%

(2023: \$62m restated)

Adjusted EBIT margin

3.0% ▼ 5.6ppts

(2023: 8.6% restated)

Order book

\$492m ▼ 7.7%

(2023: \$533m restated)

% of Group revenue:



Markets:



- Energy
- Materials
- Other

Revenue of \$660 million was 8% lower than last year (restated) and 5% on a like-for-like basis excluding the CEC Controls business, which was sold in August 2024. The revenue performance reflects lower activity across technical consulting partly offset by growth in Digital Consulting.

Adjusted EBIT of \$20 million was significantly lower than last year (restated), down 68%. The decline primarily related to losses of \$22 million on one contract in our systems integration business within Digital Consulting where we recognised a \$16 million onerous loss provision and de-recognised \$6 million of revenue.

Excluding this, adjusted EBIT was down 31% reflecting the lower revenue. Profitability was also helped by the cancellation of employee bonuses, with a year-on-year benefit of \$6 million.

The order book at 31 December was \$492 million, broadly flat on a like-for-like basis, and impacted by market hesitancy in some of our key markets as clients waited for more certainty on political and regulatory outcomes.

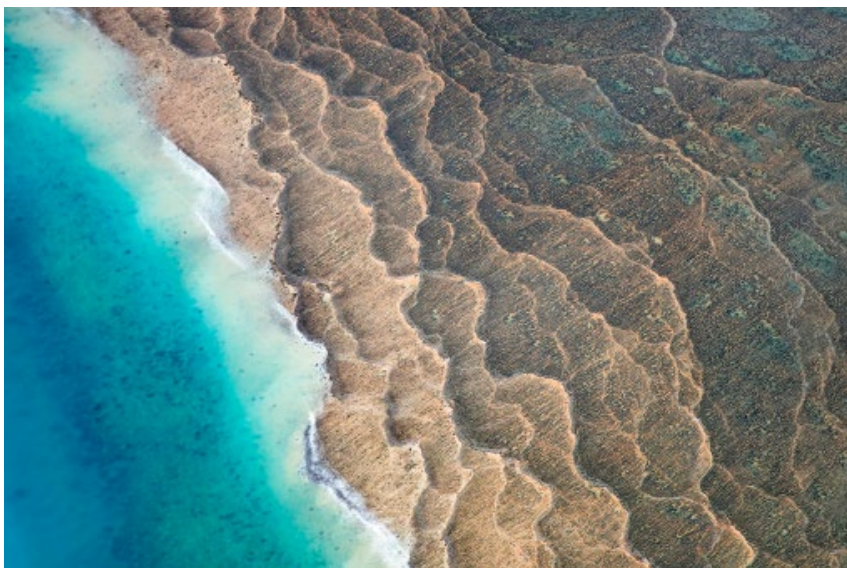
Operational review

It was a mixed year for the markets in which Consulting operates. Digital Consulting saw good growth, helped by the growing demand across our clients for help in their digital transformation journeys, including winning work to provide technical and digital support for OMV for their Neptun project. Profitability in Digital Consulting was severely impacted by the performance on one contract in our systems integration business discussed above.

Technical Consulting, however, saw a slowdown from delays and changes in some large client programmes. This reflected client hesitancy around the uncertain regulatory and political environment for investment, especially in the US with a shift away from government support for energy transition programmes. Despite this weaker macro backdrop, we continued to win complex work including supporting the Woodside and Timor-Leste gas project in the Greater Sunrise, and design work for the Saudi Chevron Phillips Aromax waste heat recovery unit.

We decided to sell the CEC Controls business within Consulting in 2024 as it had a different client group to our core business, with a focus on the automotive sector rather than our focus markets of energy and materials.

In October 2025, Consulting's leadership changed from Azad Hessamodini to Dan Carter. Dan now reports into Nick Shorten, Executive President of Projects & Consulting. We will continue to report the results of Consulting separately.



Case study:

Unlocking LNG potential down under.

In 2024, Wood won and delivered an independent study for the Sunrise Joint Venture's Greater Sunrise Development.

The study covered engineering, technology, financing, commercial structures, fiscal, environmental health & safety, and socioeconomic drivers including local content.

Delivered at pace, the study provided the client with crucial, impartial insights to advance a regionally significant project.

The study is one of over 100 LNG feasibility studies that Wood has completed globally.

Read more at: woodplc.com/gsd

Segmental review continued

Projects

Delivering solutions for complex, high-value capital investments.

Our Projects business provides complex engineering design, project management and construction management across energy and materials markets including oil and gas, chemicals, minerals and life sciences.

Revenue

\$2,003m ▼ 2.6%

(2023: \$2,056m restated)

Adjusted EBIT

\$38m ▼ 37.2%

(2023: \$60m restated)

Adjusted EBIT margin

1.9% ▲ 1.0pts

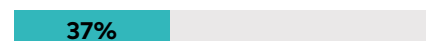
(2023: 2.9% restated)

Order book

\$1,594m ▼ 13.4%

(2023: \$1,842m restated)

% of Group revenue:



Markets:



- Energy
- Materials
- Other

Revenue of \$2,003 million was 3% lower than last year (restated) reflecting weakness in our minerals and life sciences businesses partly offset by continued growth in oil and gas, most notably in the Middle East.

Adjusted EBIT before non-exceptional Independent Review charges of \$84 million was 19% higher than last year (restated), supported by cost reductions and the completion of a number of contracts, including an incentive payment of c.\$10 million on a downstream project.

The margin increased with the benefits of the cost savings and contract completions partly offset by inflationary cost pressures. Profitability was also helped by the cancellation of employee bonuses, with a year-on-year benefit of \$12 million.

In addition to these adjusted results, around \$73 million of contract losses were recognised as exceptional items, with further details included in the Financial review. Many of these relate to the Independent Review as discussed in detail in the Financial Review.

The order book at 31 December 2024 was \$1,594 million, down 13% year-on-year with weakness in our minerals and mining businesses as well as lower activity in our downstream business in the Americas.

Operational review

The strategic shift in our Projects business away from LSTK and large-scale EPC is now complete, with the final contract in this area terminated in Q1 2024. However, there remains a number of open disputes and litigation in respect of this legacy area of the business that we expect to conclude over the next couple of years. Business growth in the period was mixed with strong growth across energy, especially in the Middle East, and weakness in our minerals business reflecting both a weak end market and our relative small market presence.

The margin performance reflects the significant steps taken in the second half of 2024 to reduce the cost base of the business unit, including moving to a simpler structure and reducing the number of management layers. These changes have helped improve financial management while also reducing costs.

Key client awards in the year included the detailed engineering design scope for Woodside's Trion project in the Gulf of Mexico, a significant EPCm contract with OMV Petrom for a sustainable aviation fuel facility in Romania and an EPCm contract with Antofagasta for its Nueva Centinela copper project in Chile.



Case study:

Working towards cleaner European skies.

The Petrobrazi refinery, owned by OMV Petrom, is one of the most important refineries in Romania, with an annual refining capacity of 4.5 million tonnes of crude oil.

Wood has been delivering projects for OMV and its subsidiaries since 2009, including the successful delivery of the front-end engineering design (FEED) on the Petrobrazi refinery.

In Q4 2024, Wood was awarded a further scope of work to deliver engineering, procurement and construction management (EPCm) to install a new bio-hydrotreater unit and relevant storage facilities at the refinery, unlocking the capability to produce sustainable aviation fuel (SAF).

The refinery will also be able to produce hydrotreated vegetable oil (HVO) using Honeywell UOP Ecofining™ process technology. HVO can be further processed to produce more SAF or be used as a feedstock for other power sources.

The European Commission set a goal to reach 6% SAF at European Union (EU) airports by 2030 and 70% by 2050 - ultimately supporting global decarbonisation of the aviation industry.

Wood's continued involvement in the Petrobrazi refinery and long-standing relationship with OMV have fostered deep client knowledge and understanding, resulting in a strong partnership which will see Petrobrazi as the first major producer of sustainable fuels in Southeast Europe.

Read more at: [woodplc.com/omv](https://www.woodplc.com/omv)

Segmental review continued

Operations

Essential services keeping the world's critical industries performing.

Our Operations business manages and optimises our customers' assets including decarbonisation, maintenance, modifications, brownfield engineering, and asset management through to decommissioning.

Revenue

\$2,542m ▲ 5.4%

(2023: \$2,412m restated)

Adjusted EBIT

\$94m ▼ 19.2%

(2023: \$116m restated)

Adjusted EBIT margin

3.7% ▼ 1.1ppts

(2023: 4.8% restated)

Order book

\$3,375m ▼ 3.4%

(2023: \$3,493m restated)

% of Group revenue:



Markets:



- Energy
- Materials
- Other

Revenue of \$2,542 million was 5% higher than last year (restated) with strong activity levels across the UK and the Middle East, partly offset by lower activity in the Americas as we shifted our portfolio of work towards higher quality work in the region. Activity levels in the Asia-Pacific region were broadly flat year-on-year.

Adjusted EBIT before non-exceptional Independent Review charges of \$101 million was 13% lower than last year (restated) as revenue growth and some improved pricing was offset by \$24 million of charges recognised across three contracts.

We recognised a \$4 million charge on a contract in Asia-Pacific to reflect costs incurred that were irrecoverable from the client, and a \$3 million charge on a separate contract in Asia-Pacific to discount the value of recoverable VAT. In the Americas, we also recognised a loss of \$17 million in respect of a long-term client which is going through a complex sale process. Whilst this outcome was disappointing, we expect to recover this loss over the coming years, through the continued operation of the asset for the new owner. More details on this contract are included in the Financial Review.

Profitability was also helped by the cancellation of employee bonuses, with a year-on-year benefit of \$9 million, while the transfer of the Industrial Boilers business into Operations negatively impacted profitability in 2024 as that business generated a loss in the year.

The order book at 31 December 2024 was \$3,375 million, 3% lower than last year. This reduction reflects the phasing of large contract renewals, with some significant awards moving into 2025, as well as the impact of some large contracts entering the renewal phase as we exited the year.

Operational review

The Operations business has continued to benefit from higher activity levels across geographies driven by increasing demand for energy and the importance placed on energy security. Supported by this market backdrop, the business continued to win significant pieces of work with both existing and new clients in 2024. The order book does, however, fluctuate with the timing of large renewals.

Key awards in the year included a six-year contract with Shell for the world's largest floating offshore LNG facility in Australia, contracts with TotalEnergies for flare gas recovery in the UK North Sea and Iraq, a significant contract with Esso Australia to provide long-term maintenance solutions for onshore & offshore assets in Australia, and a \$120 million contract extension with Shell for brownfield EPC services for onshore and offshore assets across the UK.



Case study:

Reducing TotalEnergies' flare gas in Iraq.

Under a \$46 million, three-year contract, Wood is partnering with TotalEnergies as part of the Gas Growth Integrated Project (GGIP) Southern Iraq.

The scope of work includes front-end engineering design (FEED), detailed design, procurement support and construction and commissioning assistance of the first phase of the Associated Gas Upstream Project, part of the GGIP.

The GGIP includes the recovery of gas currently flared in the Basra region to supply power generation plants, along with the construction of a sea water treatment unit and a 1GW solar plant.

As part of the agreement, Wood is committed to investing in local employment and skills development in Basra, with 100 new positions created on this project.

\$46m

three-year contract

100

new positions

Read more at: woodplc.com/ggip

Segmental review continued

Investment Services

Revenue of \$284 million was 24% lower than last year (restated), mainly reflecting the run-down of our facilities business in line with our business plans.

Adjusted EBIT of \$44 million was down 17% compared to last year (restated), and this includes a broadly flat contribution from our Turbine joint ventures of \$55 million in the period. Excluding these, performance was lower year-on-year.

The order book at 31 December 2024 was \$333 million, up 0.5% on last year, helped by large contract renewal in the Downstream & Chemicals business and a new framework agreement in the Power UK business.

In August 2025, the businesses within Investment Services were moved into other business units. We will continue to report the results of Investment Services separately.

Revenue

\$284m (2023: \$375m restated)
▼ 24.1%

Adjusted EBIT

\$44m (2023: \$52m restated)
▼ 16.6%

Adjusted EBIT margin

15.3% (2023: 13.9% restated)
▲ 1.4ppts

Order book

\$333m (2023: \$332m restated)
▲ 0.5%

Central Costs

Central costs, not allocated to business units, included within adjusted EBIT were 6% lower at \$114 million in the period, with cost reductions from our Simplification programme partly offset by inflationary cost pressures. Profitability was also helped by the cancellation of employee bonuses, with a year-on-year benefit of \$9 million.

Adjusted EBIT

\$(114)m (2023: \$(121)m restated)
▼ 6.0%

Financial review



Iain Torrens

Interim CFO and CEO designate

Acknowledging context and challenges

2024 has been a year of significant challenge and transition for the Group. The preparation of the financial statements and the subsequent completion of the audit process has taken longer than anticipated, reflecting the complexity of the issues identified and the extensive work required to ensure the integrity of the financial statements and appropriately safeguard their preparation.

In November 2024, in response to dialogue with its auditor, the Group commissioned an Independent Review to investigate certain matters and to support the integrity of the financial reporting. The Review focused on the reported positions on contracts in Projects, accounting, and governance and controls. It identified issues in a limited number of contracts, in our Projects business, especially in legacy lump sum turnkey ('LSTK') work. These findings necessitated significant restatements to prior year results and underscored the need for a fundamental strengthening of financial processes and oversight. Due to the passage of time, the departure of key personnel, and the inherent limitations in applying retrospective knowledge to historical events, it has not been possible to determine with precision the appropriate financial periods for certain adjustments. Accordingly, the recognition of these adjustments is designed, in the first instance, to ensure the 31 December 2024 balance sheet reflects an accurate and reliable position with allocations to financial periods undertaken on an estimated basis. This approach provides a clear and definitive starting point for the Group as it moves forward.

Additionally, material weaknesses and failures were identified in the Group's financial culture within Projects and with Group Finance's engagement with the business, including instances of inappropriate management intervention in reported positions. Concerningly, the cultural failings also appear to have led to information being inappropriately withheld from, and unreliable information being provided to, our auditors. The findings provide a clear roadmap for remediation and informed the actions we have taken to strengthen governance, enhance technical accounting capability, and embed more robust controls.

Actions taken and forward focus

In response to these challenges, we are taking decisive actions to reinforce governance and financial discipline. This has included leadership changes within the finance function, the engagement of external technical accounting expertise, and the implementation of enhanced controls. While the restatement of prior year results and the adjustments identified through our auditor's challenge and the Independent Review have been significant, they represent an important step in restoring confidence, ensuring compliance with accounting standards, and maintaining the integrity of the Group's financial records and financial statements.

Against this backdrop, the following section provides a detailed review of our financial performance for 2024, including the impact of restatements. Looking ahead, our focus is on embedding these improvements, strengthening our operating model, and delivering sustainable value for the business.

Trading performance

Trading performance is presented on the basis used by management to run the business with adjusted EBIT including the contribution from joint ventures. Revenue does not include any contribution from joint ventures. A reconciliation of adjusted EBIT to operating profit is included below. A calculation of adjusted diluted EPS is shown on page 36.

	2024 \$m	2023 (restated) \$m
Continuing operations		
Revenue (pre-exceptional items)	5,489.5	5,560.6
Adjusted EBITDA before non-exceptional Independent Review charges	338.8	388.5
Depreciation, amortisation (other than intangible assets from acquisitions) and impairment	(202.9)	(208.8)
Adjusted EBIT before non-exceptional Independent Review charges	135.9	179.7
Independent Review non-exceptional charges	(54.7)	(10.3)
Adjusted EBIT¹	81.2	169.4
Adjusted EBIT margin %	1.5%	3.1%
Amortisation – intangible assets from acquisitions	(52.7)	(54.5)
Share of joint venture finance expense and tax	(20.4)	(16.3)
Operating profit before exceptional items	8.1	98.6
Operating profit margin	0.1%	1.8%
Exceptional items, excluding impairment of goodwill and intangible assets	(424.7)	(153.7)
Impairment of goodwill and intangible assets	(2,214.8)	-
Operating loss	(2,631.4)	(55.1)
Net finance expense	(108.3)	(78.1)
Interest charge on lease liability	(21.7)	(18.7)
Loss before taxation from continuing operations	(2,761.4)	(151.9)
Tax charge on continuing operations	(10.9)	(55.3)
Loss for the period from continuing operations	(2,772.3)	(207.2)
Profit from discontinued operations, net of tax	-	21.5
Loss for the period	(2,772.3)	(185.7)
Non-controlling interest	(5.7)	(5.5)
Loss attributable to owners of parent	(2,778.0)	(191.2)
Number of shares (basic)	690.2	685.9
Basic loss per share (cents)	(402.5)	(27.9)

In the table above depreciation and amortisation include the contribution from joint ventures.

Financial review continued

Revenue was down year on year as improvements in the Operations business unit driven by increased volume and new contract awards in the UK and Middle East were offset by decreases in Consulting (including the effect of the disposal of CEC Controls); in Projects as weaknesses in the mineral and life sciences business were only partially offset by continued growth in oil and gas; and in Investment Services which was impacted by the planned run-down of the facilities business.

Adjusted EBIT was 52% lower than the prior year despite the current year benefitting from the cancellation of the year's employee annual bonus originally planned to be around \$36 million. The underlying decline in profitability was seen across all business units. Consulting absorbed an onerous loss provision whilst Investment Services was impacted by the planned facilities business run-down. Operations performance was underpinned by improved profitability across the majority of contracts, driven by revenue growth, pricing discipline, and strong operational execution. However, this was offset by a significant contract-related loss associated with a client whose parent company was trading under Chapter 11 bankruptcy proceedings in the United States. In line with IFRS 15, revenue recognition on this contract was reversed due to uncertainty over recoverability. The underlying asset is currently subject to a sale process, and we are actively engaging with the prospective new owners. Based on these ongoing discussions, we anticipate recovering the majority of the derecognised revenue over the short to medium term through a restructured or new contractual arrangement. Notwithstanding the legacy issues in LSTK contracts, and the significant losses recognised as non-exceptional Independent Review items, Projects saw an improvement in profitability driven by completion of a number of contracts and cost savings whilst absorbing inflationary cost pressures.

The non-exceptional Independent Review charge of \$54.7 million (2023: \$10.3 million) that has been recognised has been separately disclosed to aid understanding of this adjustment. It partly relates to individually immaterial adjustments to contracts for which the Group has been able to evidence the total and hence balance sheet impact of the adjustments, based on the work completed, but the exact period to which the adjustments should apply has not been confirmed and, therefore, the resulting charge has been recognised in the current year on the basis of materiality. In addition it includes several adjustments arising from the Independent Review which related to the current year. This charge relates to a total of 15 contracts and is one-off in nature.

The operating loss of \$2,631.4 million (2023 (restated): \$55.1 million) was mainly driven by the impairment charge of \$2,214.8 million being recognised on goodwill and brands. The exceptional items of \$424.7 million (2023 (restated): \$153.7 million) reflects a write down of \$266.6 million taken against the Group's Aegis Poland contract, in line with the requirements of IFRS 15; \$53.8 million of costs related to the Simplification programme which was announced in 2024; \$32.6 million of charges related to asbestos and \$28.8 million of charges related to the Independent Review, which includes incremental audit fees and forensic accounting review fees. Furthermore, the Group recorded further losses on the Group's US LSTK business of \$66.5 million (2023: \$103.0 million). Exceptional items are discussed on page 39.

The Group incurred a higher net finance expense of \$108.3 million (2023 (restated): \$78.1 million) driven by higher prevailing average debt, and higher interest rates throughout 2024 compared with 2023.

The review of our trading performance is contained within the Chief Executive Review.

Reconciliation of Adjusted EBITDA and EBIT to Adjusted diluted EPS

	2024 \$m	2023 (restated) \$m
Adjusted EBITDA before non-exceptional Independent Review charges	338.8	388.5
Independent Review non-exceptional charges	(54.7)	(10.3)
Adjusted EBITDA	284.1	378.2
Amortisation (including joint ventures)	(76.6)	(77.7)
Depreciation (including joint ventures)	(28.7)	(26.2)
Depreciation of right of use assets (including joint ventures)	(97.6)	(103.1)
Impairment	-	(1.8)
Adjusted EBIT	81.2	169.4
Share of joint venture finance expense and tax	(20.4)	(16.3)
Adjusted net finance expense	(97.2)	(67.0)
Interest charge on lease liability	(21.7)	(18.7)
Adjusted profit before tax	(58.1)	67.4
Adjusted tax charge	(33.9)	(66.6)
Adjusted loss from discontinued operations, net of tax	-	(10.2)
Adjusted loss/profit for the period	(92.0)	(9.4)
Non-controlling interest	(5.7)	(5.5)
Adjusted loss	(97.7)	(14.9)
Number of shares (m) – diluted	690.2	685.9
Adjusted diluted EPS (cents)²	(14.2)	(2.2)

See notes on pages 42 and 43.

Reconciliation to GAAP measures

	2024 \$m	2023 (restated) \$m
Loss before tax from continuing operations	(2,761.4)	(151.9)
Impairment of goodwill and intangible assets	2,214.8	-
Exceptional items	424.7	153.7
Exceptional items – net finance expense	11.1	11.1
Amortisation – intangible assets from acquisitions	52.7	54.5
Adjusted (loss)/profit before tax	(58.1)	67.4
Tax charge	10.9	55.3
Tax in relation to acquisition amortisation	4.8	3.7
Tax on exceptional items	18.2	7.6
Adjusted tax charge	33.9	66.6
Profit from discontinued operations, net of tax	-	21.5
Discontinued operations, gain on disposal	-	(36.7)
Discontinued items, exceptional items	-	5.0
Adjusted loss from discontinued operations, net of tax	-	(10.2)

The reconciliation from adjusted EBIT of \$81.2 million (2023 (restated): \$169.4 million) to an adjusted loss of \$97.7 million (2023 (restated): adjusted loss \$14.9 million) has been provided to show a clear reconciliation to adjusted diluted EPS. The reconciliation to GAAP measures highlights that the adjusted measures remove exceptional items, including impairment charges against goodwill, amortisation of intangible assets from acquisitions and the associated tax charges on the basis that these are disclosed separately due to their size and nature to enable a full understanding of the Group's performance. Please refer to commentary on exceptional items and associated tax charges on page 39. In addition, amortisation of intangible assets from acquisitions and the associated tax credit has been excluded to allow a more useful comparison to Wood's peer group.

Independent Review

As noted above, in November 2024 the Group announced that, in response to dialogue with its auditor, it had agreed to commission an Independent Review to be performed by Deloitte LLP, focusing on reported positions in Projects, accounting, governance and controls.

The Independent Review confirmed issues in a limited number of contracts in Projects, particularly in relation to LSTK contracts. It identified issues with the application of relevant guidance as well as inappropriate management pressure and override to maintain previously reported provisions, for example in complex contractual disputes where a negotiated settlement is a probable but uncertain outcome. Additionally, the Independent Review identified gaps and deficiencies within the application of controls relating to the monitoring and reporting of project positions and central accruals held within Projects. The Independent Review did not identify any material issues with the Group's other business units (Consulting, Operations and Investment Services).

As a result of the Independent Review, Wood identified material weaknesses and failures in the financial culture of Projects and in the engagement between the Group finance team and Projects. This included inappropriate management pressure and override to maintain previously reported positions, including through insufficiently supported proposals for dispensations to the Company's Group Accounting Policy, and over-optimism and insufficient evidentiary support in respect of accounting judgments. The cultural failings also appear to have led to instances of information being inappropriately withheld from, and unreliable information being provided to our auditors.

The headline findings of the Independent Review were published in March 2025. The Independent Review confirmed the need for a number of restatements and adjustments to our prior year financial statements for the years ended 31 December 2022 and 31 December 2023. These restatements include revenue adjustments, expected credit loss changes, revised contingency releases and write-offs of amounts held centrally now regarded as irrecoverable.

Since the publication of the findings, the Group has undertaken further detailed review of the circumstances underpinning the findings and in particular whether they represent changes to estimates, changes to previously agreed positions or errors and also whether the circumstances warrant disclosure as exceptional items. This process has been complex and whilst management is confident with the end position shown in the 2024 balance sheet, it has often been difficult to determine the exact timing of adjustments between financial years as a result of changes to personnel, weak historical record keeping and the need to avoid retrospective information inappropriately impacting the decision. However, based on the 2024 position management is now confident in the road ahead.

At the June 2024 half year, a \$140.0 million exceptional charge in respect of contract write-offs relating to the exit from LSTK contracts was recognised. Almost two-thirds of the charge related to two contracts. For the year ended 31 December 2024 the LSTK exceptional items has been revised to include only these two contracts at \$66.5 million, with a further \$15.1 million recognised in adjusted EBIT for the remaining LSTK contracts. Additional costs of \$39.6 million in respect of other contracts have also been reflected in adjusted EBIT, bringing the total 2024 Independent Review non-exceptional charges to \$54.7 million. The total effect in the current year is therefore \$121.2 million.

As described further below, the effect of the adjustments in respect of 2023 is \$71.5 million and periods before 2023 is \$122.9 million.

In total, therefore, the adjustments following from the Independent Review have totalled \$315.6 million.

For further details on the Board's response to the findings of the Independent Review, refer to page 122 in the Audit, Risk & Ethics Committee section of the Governance Report.

Other matters

Beyond the findings of the Independent Review, the Group has spent considerable time and resources, as has its auditor and external specialists considering the wider financial position and performance and the associated processes and controls. As part of this process management performed a detailed review of its Software as a Service (SaaS) arrangements which were previously capitalised on the balance sheet within goodwill and intangible assets. Following a detailed analysis of the requirements of IAS 38 Intangibles and the underlying contracts the Group determined that it did not have control over the arrangement and therefore the asset was derecognised with a corresponding impact to the income statement and net assets.

In addition, management has also undertaken a review of contracts across the Group to determine whether the principal versus agent distinction has been applied appropriately for pass through revenue. The judgement required in these circumstances is whether the Group takes control of the goods or services before passing them on to the end customer. Following this review, a number of contracts within Projects have been identified for which, on balance, it has been identified that the Group acts as agent rather than principal for one or more performance obligations within the contract.

Finally, management has determined that the recognition of a deferred tax asset in respect of trading losses in the UK to match the deferred tax loss arising from the surplus in the UK defined benefit pension scheme is inappropriate. There is a reduction in net assets as a result and the prior year income statement and other comprehensive income have been restated.

The impacts of the prior year adjustments following on from the Independent Review, the review of SaaS arrangements, the revenue restatement from the reassessment of the principal versus agent and the reversal of the deferred tax recognition on the 2023 income statement and net assets are reported in the tables below.

The prior year ended 31 December 2023 has been restated with \$57.9 million additional exceptional costs in respect of these two contracts and \$13.6 million costs recognised in adjusted EBIT.

\$ millions	Revenue	Exceptionals	Adjusted EBIT	Net assets
Previously reported	5,900.7	(76.7)	185.0	3,641.9
Cumulative impact at 1 January 2023 (see below)	-	-	-	(301.2)
Independent Review				
LSTK contracts	(79.5)	(57.9)	30.5	(27.4)
Accounting for expected credit losses	-	-	0.7	0.7
Project centre items	-	-	(49.2)	(49.2)
Contract revenue	4.4	-	4.4	4.4
adjustments				
Independent Review sub-total	(75.1)	(57.9)	(13.6)	(71.5)
Management review				
Software as a Service	-	(19.1)	3.0	(16.1)
Principal versus agent	(347.6)	-	-	-
Derecognition of deferred tax asset	-	-	-	10.3
Other (including exchange)	-	-	(5.0)	(0.5)
Restated December 2023	5,478.0	(153.7)	169.4	3,263.9

Financial review continued

The adjustments in respect of the years prior to the 2023 year can be summarised as below. In respect of these years, additional costs of \$43.5 million have been recorded in respect of the two LSTK contracts and \$79.4 million in respect of other contracts.

\$ millions	Net assets
Previously reported	3,729.5
Independent Review	
LSTK contracts	(43.5)
Accounting for expected credit losses	(32.4)
Project centre items	(2.8)
Contract revenue adjustments	(44.6)
Independent Review sub-total	(122.9)
Management review	
Software as a Service	(28.5)
Derecognition of deferred tax asset	(151.3)
Other	1.5
Sub-total	(301.2)
Restated December 2022	3,428.3

Remediation Plan

The findings of the Independent Review are recognised by both management and Board as serious and addressing them is essential to ensuring accurate and reliable financial reporting. Building an open and transparent culture within the finance function is a key priority, and successful delivery of the Remediation Plan is critical to achieving this objective.

The plan is sponsored by the interim Group CFO (and incoming CEO) with the Chair of the Audit, Risk & Ethics Committee, providing oversight from the Board. We have appointed a President Transformation & Risk to oversee the delivery of the Remediation Plan, working with a steering committee of senior leadership from across the Group, and supported by an external firm.

Workstreams in the Remediation Plan include:

- Governance, including Board composition and effectiveness
- Leadership including "Tone from the Top" and whistleblowing
- ELT governance and risk
- Finance transformation
- Rewarding performance
- Project governance over higher-risk projects
- Communications
- Internal controls and assurance

Further details on the findings of the Independent Review including control weaknesses are set out in the Audit, Risk and Ethics committee report on page 122.

There remains work to do on remediation, and some elements of the plan will lead to wider transformation activities the outcome of which will be a stronger operating model. We have committed to completing the majority of remediation steps by summer 2026.

Amortisation, depreciation and other impairments for continuing operations

Total amortisation for 2024 of \$129.3 million (2023 (restated): \$132.2 million) includes \$52.7 million of amortisation of intangibles recognised on the acquisition of Amec Foster Wheeler (AFW) (2023: \$54.5 million).

Amortisation in respect of software and development costs was \$76.6 million (2023 (restated): \$77.7 million) and this largely relates to engineering software. Included in the amortisation charge for the year is \$1.5 million (2023: \$1.4 million) in respect of joint ventures.

The total depreciation charge in 2024 amounted to \$126.3 million (2023: \$129.3 million) and includes depreciation on right of use assets of \$97.6 million (2023: \$103.1 million). Included in the depreciation charge for the year is \$14.4 million (2023: \$13.1 million) in respect of joint ventures.

Net finance expense and debt

	2024	2023 (restated)
	\$m	\$m
Interest on bank borrowings	75.7	59.4
Interest on US Private Placement debt	15.1	16.6
Discounting relating to asbestos, deferred consideration and other liabilities	19.2	12.3
Other interest, fees and charges	21.0	12.6
Total finance expense excluding joint ventures and interest charge on lease liability	131.0	100.9
Finance income relating to defined benefit pension schemes	(14.9)	(18.3)
Other finance income	(7.8)	(4.5)
Net finance expense	108.3	78.1
Interest charge on lease liability	21.7	18.7
Net finance charges in respect of joint ventures	7.5	6.5
Net finance expense including joint ventures, continuing Group	137.5	103.3

Interest on bank borrowings of \$75.7 million (2023: \$59.4 million) primarily relates to interest charged on borrowings under the \$1.2 billion Revolving Credit Facility (RCF) and the \$200.0 million term loan, both of which had original maturities in October 2026. The terms of the RCF and medium-term loan have been amended as set out in the "Amendment and Extension of core credit facilities" below. The increase in interest on bank borrowings of \$16.3 million is explained by the higher drawings throughout 2024 compared to 2023.

The interest charge on US Private Placement debt has reduced from \$16.6 million to \$15.1 million, principally due to the repayment of some loan notes falling due during the second half of 2024.

Other interest, fees and charges amount to \$21.0 million (2023: \$12.6 million) and principally relates to the interest on other facilities of \$14.1 million (2023: \$7.6 million) primarily receivables factoring facilities, forward points interest of \$3.5 million (2023: \$0.7 million) and amortisation of bank facility costs of \$2.6 million (2023: \$4.2 million). The increase of \$8.4 million is mainly due to increased utilisation of the Group's receivables factoring facilities throughout the year and increased forward points, due to the requirement to hedge large foreign currency balances that did not exist in 2023. The receivables factoring facilities are uncommitted and were wound down through the first half of 2025 (with a replacement receivables factoring facility entered into in the second half of 2025).

In total, the Group had undrawn facilities of \$731.2 million as at 31 December 2024, of which \$643.6 million related to the RCF.

The Group recognised interest costs in relation to lease liabilities of \$21.7 million (2023: \$18.7 million) which relates to the unwinding of the discount on the lease liability.

Furthermore, included within interest costs is the discounting balance of \$19.2 million (2023: \$12.3 million) including the unwinding of the discount on the asbestos provision of \$11.1 million (2023: \$11.1 million) and \$7.5 million in relation to the unwinding of the discount on uncertain tax provisions.

As part of the Amendment & Extension of the Group's credit facilities announced on 29 August 2025, the maturity profile of the outstanding tranches of unsecured loan notes totalling \$262.8 million (\$352.5 million) were aligned to a single date (31 October 2028). As described more fully in the basis of preparation in relation to going concern on page 139, the extension is subject to the Acquisition being approved at the Shareholder meeting, with the aligned tenor shortening to 31 October 2027 in certain other circumstances.

The Independent Review and subsequent adjustments recognised through the audit process resulted in changes to our historical covenant reporting and the breach of the terms of our core facilities, notably the information provisions and interest cover at 31 December 2024. These breaches were subject to a number of waivers granted by lenders between April and August 2025 and will be permanently resolved as part of the Amendment and Extension of our core facilities, which, as more fully described on page 159, also reset the covenants and extended the tenure of the facilities. Notwithstanding this position, in line with accounting standards, we have presented all of our credit facilities as current liabilities at 31 December 2024.

Net debt excluding leases to adjusted EBITDA (excluding the impact of IFRS 16) at 31 December was 3.31 times on a covenant basis (2023 (restated): 2.26 times) against our covenant of 3.5 times. This is calculated pre-IFRS 16 as our covenants are calculated on a frozen GAAP basis, see note 4 on page 42.

Interest cover (see note 5 on page 42) was 2.4 times on a covenant basis (2023 (restated): 4.0 times) against our covenant of 3.5 times.

Exceptional items

	2024 (restated) \$m	2023 \$m
Exceptional items included in continuing operations		
LSTK and large-scale EPC	66.5	103.0
Impairment of goodwill and intangible assets	2,214.8	-
Redundancy, restructuring and integration costs	53.8	-
Software as a service implementation costs and IT exceptionals	4.8	19.1
Takeover related costs	2.6	4.8
Asbestos yield curve, costs and charges	32.6	29.4
Gain on disposal	(61.9)	-
Independent review costs and charges	28.8	-
Legacy construction risk	15.7	-
Aegis	266.6	-
Hexagon payroll taxes	15.2	-
Investigation support costs and provisions	-	(2.6)
Exceptional items included in continuing operations, before interest and tax	2,639.5	153.7
Unwinding of discount on asbestos provision	11.1	11.1
Tax (credit)/charge in relation to exceptional items	(15.6)	(0.2)
Release of uncertain tax provision	(2.6)	(7.4)
Exceptional items included in continuing operations, net of interest and tax	2,632.4	157.2

Exceptional items are those significant items which are separately disclosed by virtue of their size or incidence to enable a full understanding of the Group's financial performance.

The exceptional items for the year are discussed in more detail in Note 5 to the financial statements. However, the major elements can be summarised as follows:

- Goodwill impairment and brand write-off of \$2,214.8 million, reflecting the impact of higher discount rates and an increase in the risk factors (particularly in Projects) driven by underperformance of the Group leading to significant downward revisions to the forecast revenue, EBIT and cash flows in the value in use model.
- Revised revenue recognition reflected in relation to Aegis (a legacy AFW contract) reflecting the stringent requirements of IFRS 15 regarding the recognition of revenue and potential liquidated damages together with the derecognition of uncertain revenue.
- Additional costs in respect of the LSTK legacy contracts, primarily as a result of the findings of the Independent Review as described above.

Taxation

The effective tax rate on profit before tax, exceptional items and amortisation and including Wood's share of joint venture profit on a proportionally consolidated basis is set out below, together with a reconciliation to the tax charge in the income statement.

	2024 (restated) \$m	2023 \$m
Loss from continuing operations before tax	(2,761.4)	(151.9)
Profit from discontinued operations, net of tax and before exceptional items	-	(10.2)
Tax charge in relation to joint ventures	12.9	9.8
Amortisation (note 10)	127.7	130.8
Exceptional items (continuing operations)	2,650.6	164.8
Profit before tax, exceptional items and amortisation	29.8	143.3
Effective tax rate on continuing operations (excluding tax on exceptional items and amortisation)	212.42%	51.64%
Tax charge (excluding tax on exceptional items and amortisation)	63.3	74.0
Tax charge in relation to joint ventures	(12.9)	(9.8)
Tax credit in relation to exceptional items (continuing operations)	(18.2)	(7.6)
Tax credit in relation to amortisation	(21.3)	(1.3)
Tax charge from continuing operations per the income statement	10.9	55.3

The effective tax rate reflects the rate of tax applicable in the jurisdictions in which the Group operates and is adjusted for permanent differences between accounting and taxable profit and the recognition of deferred tax assets. Key adjustments impacting on the rate in 2024 are withholding taxes suffered on which full double tax relief is not available, deferred tax not recognised in relation to interest deduction deferrals, share based payment costs where the expected tax deduction is reduced due to the share price reduction, and a Pillar II (the 15% global minimum tax rate) charge. In addition, with lower profits the impact of loss-making jurisdictions where deferred tax assets created in the year cannot be recognised is greater as a proportion of profit.

In addition to the effective tax rate, the total tax charge in the income statement reflects the impact of exceptional items and amortisation which by their nature tend to be expenses that are more likely to be not deductible than those incurred in ongoing trading profits. The income statement tax charge excludes tax in relation to joint ventures. The decrease in the tax charge in 2024 is largely a result of the ability to recognise the tax benefit of amortisation expenses incurred in the UK.

The restated tax charge and rate for 2023 reflects the impact of pre-tax adjustments decreasing profits and primarily giving rise to unrecognised deferred tax assets due to the jurisdiction the expenses arise in, and the impact of changing the accounting policy for software as a service costs to expense them in the year incurred rather than capitalise and amortise, this reduces pre amortisation profits and the jurisdictions where the expenses are incurred give rise to unrecognised deferred tax assets. The tax rate quoted in the 2023 Group Accounts was 36.84%.

Adjusted tax charge

As noted on page 36 the adjusted tax charge was \$33.9 million (2023 (restated): \$66.6 million), notwithstanding the adjusted loss for the year. The effective rate in the prior year was 80.3%. Both years' rates reflect the impact of losses in jurisdictions where no consequential tax credit can be recognised, particularly the UK and the US, together with restrictions on the deductibility of interest and withholding taxes on income in certain jurisdictions.

Financial review continued

Earnings per share

The calculation of basic earnings per share is based on the earnings attributable to owners of the parent divided by the weighted average number of ordinary shares in issue during the year, excluding shares held by the Group's employee share trusts. For the calculation of adjusted diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of dilutive potential ordinary shares, only when there is a profit per share. Adjusted diluted earnings per share is disclosed to show the results excluding the impact of exceptional items and amortisation related to acquisitions, net of tax.

For the year ended 31 December 2024, the Group reported a basic loss (2023: loss) per ordinary share, therefore the effect of dilutive ordinary shares are excluded (2023: excluded) in the calculation of diluted earnings per share.

Basic loss per share for the year was 402.5 cents (2023 (restated): 27.9 cents). The increase in losses per share is driven by the exceptional items, which includes the goodwill impairment and LSTK additional claims provisions and receivable write downs. The adjusted losses per share was 14.2 cents (2023 (restated): earnings 2.2 cents). The increased adjusted loss in the year mainly reflects the impact of a higher adjusted tax charge and net finance expense. This measure excludes exceptional items, amortisation of acquired intangibles and all related tax charges and credits. A reconciliation of adjusted EBIT to adjusted EPS is shown on page 36.

Cash flow and net debt

The cash flow for the year is set out below and includes both continuing and discontinued operations:

	2023	
	2024 (restated)	
	\$m	\$m
Adjusted EBIT	81.2	169.4
Less share of joint venture adjusted EBIT	(62.1)	(59.2)
Depreciation on right of use assets	90.5	95.2
Depreciation	21.4	21.0
Impairment	-	1.8
Software amortisation	75.0	76.3
Purchase of property, plant and equipment	(18.6)	(18.8)
Purchase of intangible assets	(74.1)	(95.1)
Proceeds from sale of property, plant and equipment	4.3	8.2
Movement in provisions	(46.7)	3.9
Other	17.6	5.6
Working capital	168.0	(65.0)
Adjusted cash generated from operations	256.5	143.3
Net finance paid	(106.8)	(80.6)
Tax paid	(79.3)	(97.7)
Dividends from joint ventures	21.0	15.6
Cash exceptionals	(119.1)	(133.9)
Non-cash movement on leases	(115.0)	(160.9)
Other	(9.8)	1.4
Free cash flow	(152.5)	(312.8)
Divestments	170.3	(22.5)
FX movements on cash and debt facilities	(0.2)	(22.9)
Decrease/(increase) in net debt	17.6	(358.2)
Opening net debt	(1,094.3)	(736.1)
Closing net debt (including held for sale)	(1,076.7)	(1,094.3)

Closing net debt at 31 December 2024 including leases (principally real estate) was \$1,076.7 million (2023: \$1,094.3 million). The IFRS 16 lease liability balance (including held for sale) was \$393.8 million (2023: \$400.8 million). All covenants on the debt facilities are measured on a pre-IFRS 16 basis.

Closing net debt (including held for sale) excluding leases as at 31 December 2024 was \$682.9 million (2023: \$693.5 million). Monthly average net debt excluding leases in 2024 was \$1.0 billion (2023: \$0.8 billion). The cash balance and undrawn portion of the Group's committed banking facilities can fluctuate throughout the year. Around the covenant remeasurement dates of 30 June and 31 December the Group's net debt excluding leases is typically significantly lower than the monthly averages due to our working capital management, including a strong focus on collection of receipts from clients and delays in making payments to suppliers.

Adjusted operating cash flow of \$256.5 million compares with the restated \$143.3 million for the year ended 31 December 2023 and principally reflects a working capital inflow of \$168.0 million compared with an outflow of \$65.0 million in December 2023 partially offset by an outflow in provisions of \$46.7 million compared with an inflow of \$3.9 million in 2023.

The other movement of \$17.6 million (2023: \$5.6 million) is principally comprised of non-cash movements through EBITDA including share-based charges of \$25.8 million (2023: \$19.6 million), FX outflow of \$3.1 million (2023: inflow \$3.1 million) and non-cash gains on disposal of the Gulf of Mexico assets, right of use assets and property, plant and equipment of \$nil (2023: \$2.0 million), \$2.5 million (2023: \$1.7 million) and \$1.9 million (2023: \$2.6 million) respectively. The prior year movement includes the effect of discontinued operations performance.

There was a working capital inflow of \$168.0 million (2023 (restated): outflow \$65.0 million). The inflow in receivables was driven by a reduction in trade receivables and gross amounts due from customers partially offset by a reduction in trade and other payables.

The Group had available receivables financing facilities totalling \$225.0 million. The amount utilised at 31 December 2024 was \$197.4 million (2023: \$198.2 million). The facilities are non-recourse to the Group and are not included in our net debt. These uncommitted facilities were wound down through the first half of 2025 but replaced in the second half of 2025 with a new \$125 million facility.

Free cash flow has improved from an outflow of \$312.8 million in the prior year to an outflow of \$152.5 million largely due to the increase in operating cash flow of \$113.2 million.

Net finance cash outflows increased by \$26.2 million due to higher net debt and higher prevailing interest rates.

Cash exceptionals of \$119.1 million mainly relates to asbestos payments of \$41 million, the historic SFO annual payments of around \$36 million (which were provided for in 2020 and settled in instalments from 2021 to 2024) and \$40 million in relation to the Simplification programme.

The other increase in net debt of \$9.8 million (2023: decrease of \$1.4 million) is principally comprised of the movements in accrued bank interest and prepaid debt facility costs which are included within net debt of \$1.9 million (2023: reduction \$1.4 million), a purchase of shares to satisfy share option awards of senior management by the employee share trust of \$4.1 million (2023: \$nil) and dividends to minority interests of \$3.0 million.

Summary balance sheet

	2024 \$m	2023 (restated) \$m
Goodwill and intangible assets	1,903.9	4,266.5
Right of use assets	345.0	355.9
Other non-current assets	713.8	913.0
Trade and other receivables	1,140.7	1,400.7
Net held for sale assets and liabilities (excluding cash)	9.5	-
Trade and other payables	(1,654.2)	(1,693.5)
Net debt excluding leases	(680.5)	(693.5)
Lease liabilities	(393.1)	(400.8)
Asbestos related litigation	(305.7)	(306.5)
Provisions	(187.3)	(175.9)
Other net liabilities	(455.9)	(402.0)
Net assets	436.2	3,263.9
Net current liabilities	(1,347.7)	(355.6)

At 31 December 2024, the Group had net current liabilities of \$1,347.7 million (2023 (restated): \$353.6 million). The increase in net current liabilities is principally driven by the reclassification of the Group's non-current borrowings of \$1,014.2 million to current in line with the requirements of IAS 1 and is despite the Group securing covenant waivers with its lending banks in 2025.

The net assets of the 2023 balance sheet reduced by around \$380 million compared to the previously reported positions and was mainly driven by the findings of the Independent Review. The main balances impacted were trade and other receivables which reduced by around \$150 million and provisions increased by around \$40 million. In addition, as part of the management review, goodwill and intangible assets reduced by around \$50 million due to a reconsideration of the appropriate capitalisation of SaaS cloud-based arrangement costs.

Goodwill and intangible assets amount to \$1,903.9 million (2023 (restated): \$4,266.5 million) and principally comprises of goodwill and intangibles relating to acquisitions. The reduction of \$2,362.6 million principally comprises of goodwill and other intangible impairment charges of \$2,214.8 million, FX movements of \$50.7 million and amortisation charges of \$127.7 million. These movements were partially offset by software additions of \$64.7 million and is primarily related to change in capitalisation policy for engineering software contracts. Please refer to page 39 for more detail on the goodwill impairment charge.

Right of use assets and lease liabilities amount to \$345.0 million (2023: \$355.9 million) and \$393.1 million (2023: \$400.8 million) respectively.

Trade and other receivables reduced to \$1,140.7 million reflecting the reduced revenues compared with 2023 and an improved DSO. Trade and other payables reduced to \$1,654.2 million reflecting additional liabilities in respect of LSTK contracts offset by reduced activity levels.

Net held for sale assets and liabilities relates to the carrying value of net assets in the Kelchner business and includes goodwill of around \$17 million. The disposal of the Kelchner business was completed during 2025.

Largely as a result of the acquisition of AFW, the Group is subject to claims by individuals who allege that they have suffered personal injury from exposure to asbestos primarily in connection with equipment allegedly manufactured by certain subsidiaries during the 1970s or earlier. The overwhelming majority of claims that have been made and are expected to be made are in the USA. The asbestos related litigation provision amounts to \$305.7 million (2023: \$306.5 million).

The net asbestos liability at 31 December 2024 amounted to \$328.9 million (2023: \$328.1 million) and comprised \$305.7 million in provisions (2023: \$306.5 million) and \$48.3 million in trade and other payables (2023: \$50.4 million) less \$21.7 million in long term receivables (2023: \$23.2 million) and \$3.4 million in trade and other receivables (2023: \$5.6 million).

The Group historically has experienced net cash outflows of approximately \$50 million per year over the previous 10 years as a result of the asbestos liability indemnity and defence payments in excess of insurance proceeds. The Group has worked with its independent asbestos valuation experts to estimate the amount of asbestos related indemnity and defence costs at each year end based on a forecast to 2050.

Other provisions as at December 2024 were \$187.3 million (2023 (restated): \$175.9 million) and comprise project related provisions of \$105.4 million (2023 (restated): \$105.7 million), insurance provisions of \$31.8 million (2023: \$40.7 million), property provisions of \$22.5 million (2023: \$27.4 million) and litigation related provisions of \$27.6 million (2023: \$2.1 million).

Full details of provisions are provided in notes 21 and 22 to the Group financial statements.

Pensions

The Group operates a number of defined benefit pension schemes in the UK and US, alongside a number of defined contribution plans. At 31 December 2024, the UK defined benefit pension plan had a surplus of \$345.8 million (2023: \$391.9 million) and other schemes had deficits totalling \$74.5 million (2023: \$80.1 million).

The Group's largest pension scheme, the Wood Pension Plan (WPP), has total scheme assets of \$2,474.0 million (2023: \$2,822.6 million) and pension scheme obligations of \$2,128.2 million (2023: \$2,430.7 million) and is therefore 116% (2023: 116%) funded on an IAS 19 basis. There was a reduction in scheme liabilities arising from a higher discount rate used in the actuarial assumptions, however this was offset by a reduction in the scheme assets.

In assessing the potential liabilities, judgement is required to determine the assumptions for inflation, discount rate and member longevity. The assumptions at 31 December 2024 showed an increase in the discount rate which results in lower scheme liabilities. However, this was outweighed by lower investment performance on scheme assets resulting in an overall decrease to the surplus compared to December 2023. Full details of pension assets and liabilities are provided in note 34 to the Group financial statements.

The latest triennial valuation of the WPP was approved by the Company and trustees in June 2024. As the plan was in surplus no recovery plan or deficit reduction contributions were required.

Financial review continued

Amendment and Extension of core credit facilities

As previously disclosed, the majority of the Group's debt facilities mature in October 2026. On 14 February 2025, the Group announced that it was undertaking a detailed holistic assessment of all potential refinancing options ahead of those debt maturities in October 2026. On 24 February 2025, Wood announced it had received an approach from Sidara in relation to a possible offer for Wood.

As part of the Acquisition of the Group by Sidara, a comprehensive refinancing and recapitalisation package was agreed in August 2025:

- Sidara has agreed to provide a capital injection of \$450 million to Wood. Of this, \$250 million will be available to draw on upon, among other things, shareholders approving the Acquisition (or, if Sidara chooses to effect the Acquisition by way of a takeover offer, within 21 days after posting of the offer document), and a further \$200 million will be available upon completion of the Acquisition; and
- Wood has agreed an extension to October 2028 of, and certain other amendments to, its existing committed debt facilities with the consent of its lenders (the "Amendment and Extension"), to be implemented on a successful shareholder vote. The Acquisition is conditional upon, among other things, the Amendment and Extension becoming effective.

In addition to the Amendment and Extension, Wood has also agreed the terms of:

- a committed \$60 million secured interim facility with certain of its existing lenders which became available for drawdown from the date of the 2.7 announcement by Sidara.
- a committed \$200 million new money facility which will become effective at the same time as the Amendment and Extension (and will be used in part to refinance the interim facility); and
- a committed existing guarantee facility of approximately \$400 million governing guarantees issued and to be issued by certain lenders under the RCF which will become effective at the same time as the Amendment and Extension.

The terms of the Amendment and Extension will automatically become more restrictive, and maturities will be shortened to October 2027, if:

- the Acquisition terminates (including because shareholders do not approve the Acquisition, the Court refuses to sanction the Acquisition or any other condition is invoked by Sidara (with the consent of the Panel, if required)).
- Wood does not receive the first tranche of Sidara's liquidity injection following the Amendment and Extension becoming effective.
- the Acquisition is withdrawn, terminates or lapses in accordance with its terms (unless followed within five business days by a revised offer from Sidara to implement the Acquisition on substantially the same or improved terms and subject to no new conditions).
- the Acquisition does not become effective by 29 August 2027; or
- the agreement under which Sidara will provide a liquidity injection is terminated

The Group also announced on 7 October that it was seeking a temporary disapplication of the limitation on Borrowing Powers set out in Article 98(B) of its Articles of Association. The disapplication was approved by a meeting of shareholders on 23 October 2025 and remains in place until 31 October 2028.

Contingent liabilities

Details of the Group's contingent liabilities are set out in note 35 to the financial statements.

Notes

1. A reconciliation of operating profit/(loss) to adjusted EBIT is presented in table below and is a key unit of measurement used by the Group in the management of its business.

	2024	2023
	(\$m)	(restated) (\$m)
Operating loss per income statement	(2,631.4)	(55.1)
Share of joint venture finance expense and tax	20.4	16.3
Exceptional items (note 5)	424.7	153.7
Impairment of goodwill and intangible assets (note 10)	2,214.8	-
Amortisation – intangible assets from acquisitions	52.7	54.5
Adjusted EBIT (continuing operations)	81.2	169.4

2. Adjusted diluted earnings per share (AEPS) is calculated by dividing earnings attributable to owners before exceptional items and amortisation relating to acquisitions, net of tax, by the weighted average number of ordinary shares in issue during the period, excluding shares held by the Group's employee share ownership trusts and is adjusted to assume conversion of all potentially dilutive ordinary shares. AEPS on continuing operations excludes the adjusted loss from discontinued operations, net of tax of \$nil million (2023: loss of \$10.2 million). In 2024, AEPS was not adjusted to assume conversion of all potentially dilutive ordinary shares because the unadjusted result is a loss.
3. Number of people includes both employees and contractors at 31 December 2024.
4. Net debt to adjusted EBITDA cover on a covenant basis is presented in the table below:

	2024	2023
	(\$m)	(restated) (\$m)
Net debt excluding lease liabilities (reported basis) (note 31)	682.9	693.5
Covenant adjustments	32.8	35.8
Net debt (covenant basis)	715.7	729.3
Adjusted EBITDA (covenant basis)	216.3	322.5
Net debt to Adjusted EBITDA (covenant basis) – times	3.33	2.26

Adjusted EBITDA (covenant basis) is on a rolling 12-month period and excludes adjusted EBITDA from the discontinued operation and the impact of applying IFRS 16. The funding agreements require that covenants are calculated by applying IAS 17 rather than IFRS 16. The covenant adjustment to net debt relates to finance leases which would be on the balance sheet if applying IAS 17. Note: the covenant basis shown above refers to the measure as calculated for our RCF. The measure used for our USPP senior loan notes is not materially different from the covenant measure shown above.

5. Interest cover on a covenant basis is presented in the table below:

	2024	2023
	(\$m)	(restated) (\$m)
Net finance expense	108.9	78.1
Covenant adjustments	(19.6)	(1.7)
Non-recurring net finance expense	(12.1)	(1.9)
Net finance expense (covenant basis)	76.6	74.5
Adjusted EBITA (covenant basis)	180.9	296.3
Interest cover (covenant basis) – times	2.4	4.0

6. Reconciliation to GAAP measures between consolidated cash flow statement and cash flow and net debt reconciliation

	2024	2023
	(\$m)	(\$m)
Decrease in provisions	(88.7)	(65.0)
Prior year cash exceptionals	42.0	68.9
Adjusted movement in provisions	(46.7)	3.9
Decrease/(increase) in receivables	342.0	(49.2)
Carrying value of business disposed (operating activity)	-	9.8
Adjusted increase in receivables	342.0	(67.7)
Decrease in payables	(212.4)	(94.2)
Prior year cash exceptionals	36.0	67.1
Adjusted increase/(decrease) in payables	(176.4)	(27.1)
Tax paid	(74.3)	(97.7)
Tax paid on disposal of business	-	-
Adjusted tax paid	(74.3)	(97.7)
Disposal of businesses (net of cash disposed and tax paid)	170.3	(22.5)
Tax paid on disposal of business	-	-
Divestments	170.3	(22.5)
Proceeds from disposal of investment in joint ventures	-	15.9
Proceeds on disposal of business (operating activity)	-	(15.9)
Adjusted disposal of investment in joint ventures	-	-
Adjusted cash generated from operations	256.5	143.3
Cash exceptionals	(119.1)	(133.9)
Net purchases of property, plant and equipment and intangible assets	88.4	105.7
Dividends from joint ventures	21.0	15.6
Proceeds on disposal of business (operating activity)	-	(15.9)
Cash generated from/ (used in) operations	246.8	114.8
Proceeds on disposal of business (operating activity)	-	15.9
Purchase of property, plant and equipment	(18.6)	(18.8)
Proceeds from sale of property, plant and equipment	4.3	8.2
Purchase of intangible assets	(74.1)	(95.1)
Interest received	7.8	1.1
Interest paid	(114.6)	(81.7)
Tax paid	(79.3)	(97.7)
Non-cash movement on lease liabilities	(115.0)	(160.9)
Other	(9.8)	1.4
Free cash flow	(152.5)	(167.8)

Movements in provisions, receivables and payables, cash generated from operations and tax paid have been adjusted to show exceptional items separately to present significant items separately from the rest of the cash flow either by virtue of size or nature and reflects how the Group evaluates cash performance of the business.

7. Restatement for business transfers

During the period, various businesses have been transferred between business units:

- Part of Life Sciences business was transferred from Consulting to Projects
- Power business in the UK was transferred from Projects to Investment Services
- Industrial Boilers business moved from Investment Services to Operations
- Downstream & Chemicals operations business moved from Operations to Investment Services

	Life Sciences	Power UK	Industrial Boilers	Downstream & Chemicals	Total restatements \$m
Consulting					
Revenue	(22)	-	-	-	717
Adjusted	2	-	-	-	79
EBITDA					
Order book	4	-	-	-	533
Headcount	(119)	-	-	-	3,936
Projects					
Revenue	22	(45)	-	-	2,056
Adjusted	(2)	2	-	-	143
EBITDA					
Order book	(4)	(110)	-	-	1,842
Headcount	119	(177)	-	-	13,491
Operations					
Revenue	-	-	51	(121)	2,412
Adjusted	-	-	3	4	158
EBITDA					
Order book	-	-	29	(141)	3,493
Headcount	-	-	121	(730)	14,952
IVS					
Revenue	-	45	(51)	121	375
Adjusted	-	(2)	(3)	(4)	85
EBITDA					
Order book	-	110	(29)	141	332
Headcount	-	177	(121)	730	1,304

The results for our Business Units have been restated for these changes and there is no impact on the Group's total results.

s172 statement

The Board, both as a collective and as individuals, are committed to acting in a manner that they believe, in good faith, will promote the long-term success of the Company for the benefit of its shareholders, while also considering the interests of all of its stakeholders.

Wood's culture is underpinned by our values which epitomise an unwavering commitment to what we believe in and how we behave. The outcome of the Independent Review has tested that culture and the Board is committed to rebuilding the culture of the Company such that it fully reflects our values. See page 108 for further details relating to our purpose, values and culture.

Effective engagement with all of our stakeholders ensures we remain balanced in our decision-making. Our stakeholders' perspectives are taken into account by the Board in its decision-making. While we strive to generate positive outcomes for all stakeholders, there are instances where the Board must balance the competing priorities of different stakeholders.

Regular engagement with our stakeholders not only shapes our strategy but also informs our decisions, supporting us in our actions as we aim to deliver results and positive outcomes for all stakeholders.

Examples of some of the principal decisions that the Board has taken during the year and how s172 considerations have been factored into the Board's decision-making, are set out on pages 52 to 53.

 Details of our key stakeholders and how the business and the Board have engaged with them are set out on pages 45 to 51.

 Page 44 and pages 52 to 53 forms part of the s172 statement.

How the Board fulfils its s172 duties

Setting Culture, Values and Strategy: ▼

The Board establishes the Company's culture, values and strategic direction. This involves defining the Company's mission, vision and values, and setting strategic objectives aligned with these principles.

Training on s172 Duties: ▼

The Board members are provided with ongoing briefings at Board meetings to understand their duties under s172 of the Companies Act 2006. This includes understanding their responsibility to act in a way that promotes the success of the Company for the benefit of its members, while also considering the interests of other stakeholders.

Board Information/Papers: ▼

The Board reviews comprehensive papers and information relevant to their duties. This information helps the Board make informed decisions.

Engagement with Stakeholders: ▼

The Board engages with stakeholders both directly and indirectly via the business and management. The aim is to understand the interests, concerns and expectations of the stakeholders, which can then inform the Board's decision-making process.

Board Discussion and Decision: ▼

After gathering all the necessary information, the Board discusses the various matters at hand. They consider the impact of potential decisions on the Company and its stakeholders. The Board then makes decisions that it believes will promote the long-term success of the Company.

Stakeholder engagement

The Board recognises that the sustainability of the Company is linked to delivering value for our stakeholders. To successfully deliver our strategy and create value for our stakeholders, it is important to understand what matters to them.



We believe an inspired culture starts with an engaged, diverse and inclusive employee culture where people are empowered to deliver global change. We are also mindful that events over the year and into 2025 have shaken employees' faith in our culture in certain respects, making further open engagement critical as we look to rebuild.

 Read more about our People priorities on pages 64 to 69

How we engage

The Board recognises the importance of strong employee engagement and considers that meaningful, regular dialogue with employees provides it with greater insights into the culture, activities and experiences of the people in our business. Rather than adopting one of the three methods of employee engagement set out in the 2018 Governance Code, the Board and the ELT use a combination of in-person and virtual methods, including our annual global employee engagement survey, site visits, in-person roundtables, informal lunches and dinners in different global locations with leaders and high-potential employees, and Leadership Listening sessions.

This multifaceted approach provides the Board and ELT with richer engagement insights which the Board believes is an effective method of listening to employees about culture.

 Read more on page 108

Areas of engagement and outcomes

This methodology was followed successfully in 2024. For example, the Board and ELT hosted an in-person conversation with our early careers employees in Houston and seven virtual Leadership Listening Sessions. These sessions were open to all employees and provided the opportunity for the Board to listen to feedback on the Simplification programme, safety and wellbeing, executive pay, and provided an open forum to hear what is going well and identify what improvements can be made.

Aside from regular engagement, the Board and ELT were also conscious over the year of significant uncertainty in various respects, in particular in relation to the Sidara approach, the Independent Review, and decline in share price following the Q3 trading update, as well as concerns around culture given the subject matter of the Independent Review (and its findings as we came through the first quarter of 2025). As a result, the CEO and wider ELT hosted a number of additional townhalls, in particular via our Leaders Connect forum, to provide information, answer questions and listen to employee feedback.

Employee engagement survey

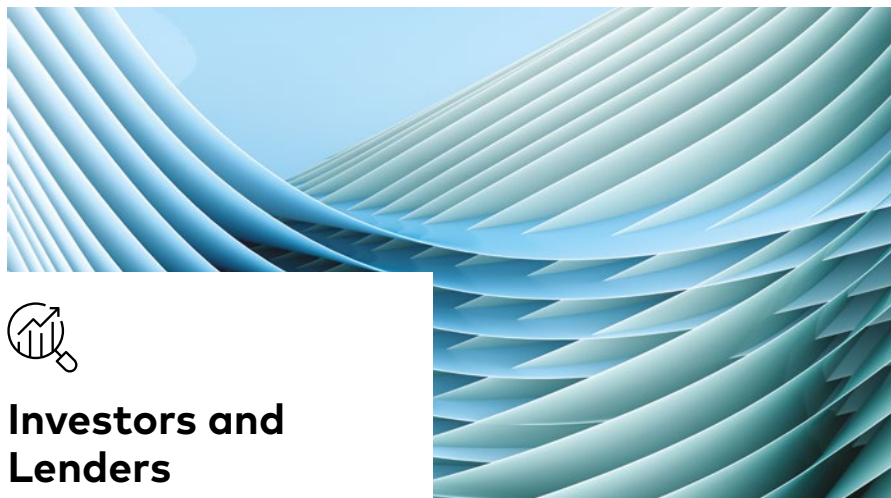
Our global employee engagement survey saw a record participation across the Wood population and employee net promotor score (eNPS). The annual survey not only gauges workforce perspectives but also fosters a culture where every individual feels heard. In 2024, we also included the option for employees in eleven of our largest headcount countries to anonymously self disclose their gender, ethnicity and/or sexual orientation to provide us with engagement insights from under-represented groups. Further information about the 2024 survey can be found on page 67.

Acting on listening

As a result of feedback received through these channels, the following changes and/or commitments were made:

- Making progress on improving the employee experience by simplifying and modernising our systems
- Continuing to focus on safety and wellbeing
- Continuing to update and seek feedback on the position of the Company and the Independent Review
- Enhancing our Inspire Awards, a global internal awards programme to recognise and celebrate our remarkable people, to include a focus on early careers
- Launching Leadership Expectations
- Updating our People priorities to support:
 - Providing meaningful development opportunities
 - Recognising our remarkable people
 - Empowering our leaders with clear expectations
 - Ensuring diversity and inclusion remains a strategic priority
 - The Independent Review identified significant areas for improvement in our financial culture and communication between teams. This will be an area of focus for Wood through 2025 and beyond.

Stakeholder engagement continued



Investors and Lenders

By providing updates on our strategy and performance we can aid investor understanding, and through regular interaction we gain an insight into their priorities. The Company's long-term success is also dependent on its good relationships with its lenders and their continued willingness to lend. We recognise that events in this year were challenging in certain aspects for both investors and lenders, as we set out below.

How we engage

We have an active Investor Relations (IR) programme led by the CEO, CFO and the IR team to engage with our investors. Our main engagement activities include:

- Publication and presentation of financial results and trading updates
- Capital Markets Days
- Investor briefings and presentations
- Investor roadshows around financial results
- Investor meetings and roadshows throughout the year
- Attendance at investor conferences
- Obtaining feedback from investors regularly, both directly and through brokers
- Meetings with the Chair of the Board
- Meetings with Chairs of the Committees of the Board

As a general matter, a mixture of formal and informal meetings and presentations are held with our lenders. Key topics include financial performance, strategy, risk management and refinancing. Presentations are given to our banks and US Private Placement Investors after the half-year and full-year results are announced to update them on financial performance and give them the opportunity to ask further questions.

Areas of engagement and outcomes

In addition to routine engagement on financial performance, strategy delivery and governance as set out above, we also undertook engagement on certain specific matters in 2024 as outlined below, with the end of the year dominated by the decline in our share price and the Independent Review. In addition, from Q4 routine engagement on financial performance developed into more heightened engagement.

Sidara approach

In April 2024, Wood received an unsolicited, preliminary and conditional proposal from Sidara regarding a possible cash offer to acquire the Company. This was followed by two more proposals that the Board carefully considered, together with its financial advisers, and concluded that they fundamentally undervalued Wood and its future prospects. Accordingly, the Board rejected the proposals unanimously.

Each of these decisions were based on feedback from our shareholders following a range of engagements including discussions with the Chairman, CEO, CFO and IR team through virtual and physical meetings, letters and emails. At all times, we considered the range of views our shareholders had on the value of Wood and the appeal of the multiple proposals.

In late May 2024, Sidara announced its fourth and final cash proposal to acquire the Company for 230 pence per share. After having weighed all relevant factors, particularly feedback received from Wood shareholders, the Board announced that it had decided to engage with Sidara to see if a firm offer could be made and granted Sidara access to due diligence materials.

Subsequently, the Board was notified by Sidara on 4 August 2024 that it did not intend to make an offer for Wood in light of rising geopolitical risks and financial market uncertainty.

Refinancing

The Board, together with our financial advisers, explored a range of alternative refinancing options following Sidara's decision not to make an offer. This involved communication with both investors and lenders both before and after the Independent Review.

Independent Review

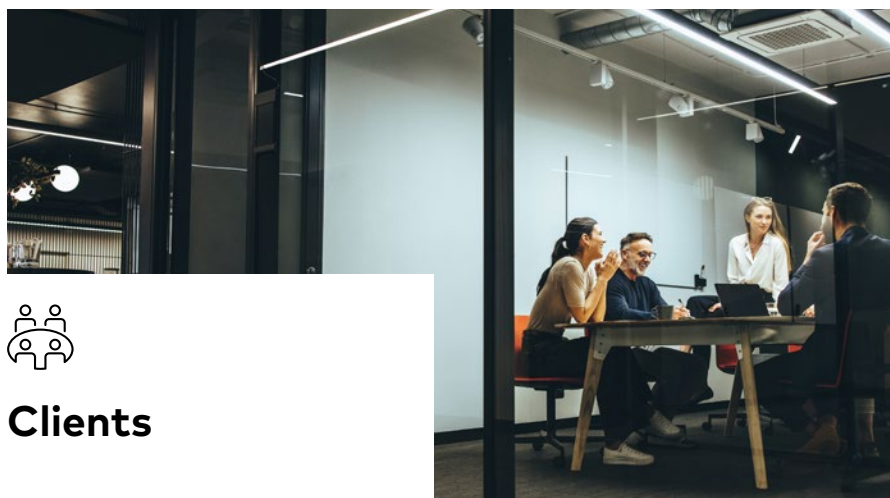
In November 2024, we announced that, in response to dialogue with our auditor, we had agreed to commission an Independent Review to be performed by Deloitte LLP, focusing on reported positions in Projects, accounting, governance and controls. Following this announcement, we held meetings with the majority of our top shareholders and lenders. These meetings continued throughout the period as appropriate with key topics of discussion being the background of the Independent Review and the scope, followed by outcomes and remediation actions.

We published the headline findings of the Independent Review in March 2025. Further details can be found in the Audit, Risk and Ethics Committee section on pages 122 to 123.

Engagement in 2025

In February 2025, we received a new approach from Sidara. This was followed in April 2025 by a holistic non-binding conditional proposal, comprising a possible offer of 35 pence per share, together with a possible capital injection of \$450 million. This offer was subsequently reduced to 30 pence per share in August 2025 when Sidara had completed its due diligence and made a formal offer.

Throughout the period, the Board consulted with major shareholders. In addition, the Company engaged with our lenders in order to obtain the necessary covenant waivers (and, where necessary, extensions) and agree the Amendment and Extension, including its interaction with the offer made by Sidara. In taking the decision to recommend the cash acquisition of the entire issued, and to be issued, ordinary share capital of Wood, the Board considered the views of shareholders as well as the interests and requirements of other stakeholders including our lenders.



Clients

We listen to our clients to make sure we are leveraging our capability, scale, global reach and leading solutions. Wood's clients expect a partner who not only takes on the complex projects but also innovates with digital and decarbonisation solutions, ultimately helping our clients create value while achieving their sustainability goals.

How we engage

Understanding what matters most to our clients is a key lever of growth. We invest in building strong, transparent and collaborative relationships to help us partner in the long-term, resulting in more work at higher margins. Client relationships are managed through our structured account management programme by dedicated account managers who work closely with our clients, enabling us to create specific account plans, objectives and growth targets. It also enables us to monitor client satisfaction, to de-risk and to drive continuous improvement in our delivery. In addition, our account management programme ensures we collaborate across Wood so that we bring the full project lifecycle solutions of the Company to bear.

Senior leadership meetings, annual sponsor meetings, associations and industry events are just some of the components that form our client engagement strategy, all of which were conducted globally in 2024, both virtually and in person.

Our primary focus of client engagement remains fixed on:

- Safe outcomes with superior, value-creating solutions
- Enduring relationships underpinned by deep understanding of our clients' challenges, and their trust in our expertise and performance
- Delivering sustainable and digitally-enabled solutions that align to our clients' strategic goals

Areas of engagement and outcomes

We nurture client relationships at every level including executive leadership, project delivery, and growth and development. Client engagement sessions via our CoLab facilities provide us with an opportunity to leverage our best minds to identify challenges, and realise ideas and opportunities for innovation. The sessions cover a broad range of topics including safety, delivery performance, sustainability, and future client and market activity. These engagements are an opportunity for Wood to listen to clients and vice versa, continuously improving our delivery and competitiveness. In addition, Wood also leads Joint Industry Projects (JIP), bringing together industry and research experts to address complex challenges through new solutions, standards or setting best practice.

In pursuit of innovative solutions, we leverage artificial intelligence and work with technology firms such as Honeywell, AVEVA, Aspentec and Cognite to provide and integrate a wide range of digital solutions spanning the full asset lifecycle, maximising performance and optimisation and enabling decarbonisation.

Verdantix – In 2024, leading independent research and advisory firm, Verdantix, named Wood a leader in digital for its asset management technology implementation services.

A shortlist of 10 companies were evaluated in Verdantix's 2024 Green Quadrant report, with Wood awarded the highest overall scores for its innovative approach to asset management technology in the energy sector.

This accolade was driven by the proven tangible benefits that Wood's digital asset health solution has delivered for clients, including:

- A 25% reduction in maintenance costs for a client by using AI-driven predictive maintenance improvements
- Eliminating 500 offshore visits for a client by deploying an asset digital twin on five offshore facilities
- Advanced net-zero transition plans backed by ESG reporting credentials

JIP for CO₂ specifications – Wood led a JIP to create industry guidelines for CO₂ specifications to accelerate sustainable Carbon Capture, Utilisation and Storage (CCUS) projects.

The published guidelines are the first of their kind to focus on the impact of impurities in CO₂ across the entire CCUS lifecycle. These findings aim to accelerate the pace and growth of the CCUS industry by creating a CO₂ conditioning standard to meet safety, environmental, technical and operational requirements.

The members of the JIP include Aramco, Equinor, Fluxys, Gassco, Harbour Energy, Mitsubishi Heavy Industries, Net Zero Technology Centre, OMV, Petronas, Shell, and TotalEnergies. The JIP also brought together industry and research experts, DNV, Heriot-Watt University, IFE, NGL, NPL and TÜV SÜD National Engineering Laboratory (NEL), with support from multiple licensors and equipment suppliers.

Stakeholder engagement continued



Community

Our community engagement actions are guided by our values of care, courage and commitment, and are focused on ensuring that we operate responsibly within those communities as well as striving to create a lasting positive impact. Through our engagement, we aim to address the issues that matter most to people, to deliver value and improve lives.

How we engage

Our Community Investment programme provides the framework for community engagement, consisting of:

- Matching our employees' fundraising efforts
- Strategically uniting our people around a single Global Cause
- Placing a focus on the actions we take through volunteering time, skills and expertise

In addition:

- We are committed to engaging with Indigenous Communities in the locations where we operate, to address the disadvantages experienced by them
- Through our Sustainability Code of Practice, we encourage our teams on project sites to engage with the local community to ensure they operate as a good neighbour and assess ways the project could drive a positive legacy

Areas of engagement and outcomes

Our employees remain at the centre of our decision-making on Community Investment. They are best placed to understand the needs of our communities.

By consulting with our employees, we seek to embed accountability for the actions we take, ensuring an inclusive approach to all that we do. In 2024, we contributed \$1.1 million in time, money and resources to good causes in our communities, supporting many charitable or non-profit organisations close to the hearts of our employees.

This includes the continued demonstration by our employees of their support for our Global Cause of education and, with the contributions made in 2024 to our Global Cause, we have achieved 53% of our goal to raise \$10 million by 2030. Through the 2024 annual Global Cause Challenge (AGCC), Wood donated over \$270k towards more than 30 employee-nominated education initiatives. The AGCC has supported employee-chosen organisations in many countries, seeking to break down the barriers to education and deliver quality education and skills for all.

Highlights from our 2024 AGCC include the provision of funding to the following education initiatives:

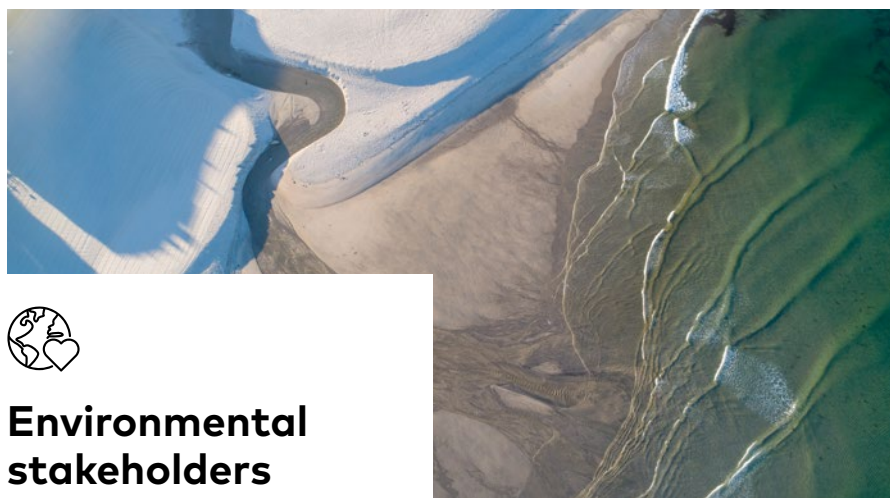
- **Dream Learn Work, Brazil** – Wood's support will help towards providing vocational training and building competencies in areas such as IT and English, for young people aged between 18 and 25 years old from less-developed areas
- **Citizen Leader Lab, South Africa** – Funding from Wood will support the leadership development of a school principal through the Citizen Leader Lab's 'Leaders for Education' programme. This 12-month programme is aimed at developing a school principal's leadership skills, giving them the confidence, knowledge and tools for managing the complex organisation of a school, helping them to become more effective leaders to deliver the school's education mandate
- **Ngroo Education, Australia** – Ngroo Education's goal is to improve access to early childcare education for all Aboriginal and Torres Strait Islander children. Funding will go towards the Aboriginal Families as Teachers programme, which aims to strengthen the ability of Aboriginal families to build a rich home learning environment that supports active participation in early learning.

Engagement with Indigenous Communities

Through our work in Canada engaging with Indigenous Peoples we:

- Achieved Partnership Accreditation in Indigenous Relations (PAIR) Phase 2
- Achieved Committed status with the Canadian Council for Indigenous Business (CCIB), committing to Indigenous Peoples and acknowledging the Truth and Reconciliation Commission (TRC) of Canada's Calls to Action
- We are implementing Action #92 through leadership commitment, Indigenous relations and partnership and community involvement

Further details on the outcome of community activities are on pages 70 to 71



Environmental stakeholders

During 2024 the focus of our environmental stakeholder engagement continued to be on climate-related matters. This engagement ensures we understand our stakeholders' environmental concerns and priorities, such as the net-zero ambitions of our clients, implications of policy and regulation, and the expectations we need to meet to attract and retain our people. This in turn ensures we can operate our business sustainably as we support the world for a more sustainable future.

How we engage

To effectively engage with our diverse set of environmental stakeholders, we utilise several techniques including in-person engagements (such as one-to-one meetings, roundtables and conferences) and external communications channels such as social media, media relations and our website. In 2024, our strategic engagement methods included:

- Participation in strategic industry events and groups
 - Attending large-scale exhibitions and conferences (ADIPEC, ONS and Gastech)
 - In 2024, we hosted a roundtable at ADIPEC with clients and advisers on carbon advisory and sustainability
 - Ongoing engagement with industry environmental and sustainability forums (e.g. Carbon Capture and Storage Association)
- Engaging with government and policymakers through attending governmental/public policy forums and actively participating in policy discussion
 - Providing valuable information to our partners on industry trends on decarbonisation and sustainability (e.g. UK Hydrogen Allocation Round)

- Client engagement
 - Regularly holding client seminars (including ME-TECH and Regional Energy & Sustainability Forums) and sustainability-focused workshops
- Stakeholder meetings/briefings (e.g. investor and lender meetings)
- Obtaining relevant recognition for our work
 - In 2024, we secured six awards and industry recognitions for our work in the sustainability and decarbonisation fields

Areas of engagement and outcomes

- Carbon Capture, Utilisation and Storage (CCUS)
 - Our experts met with the Minister for Energy Efficiency and Green Finance to discuss CCUS promotion and funding for UK projects. These insights supported the government's strategic decision-making on advancing CCUS adoption
 - We collaborated with 14 industry stakeholders to develop a set of guidelines for CCUS developers to avoid impure carbon in the CCUS value chain
- Energy transition
 - We held four roundtables focused on accelerating energy transition through digitalisation, CCUS and hydrogen technologies
 - Wood participated in seven strategic forums on how to finance, advance and optimise energy transition technologies (including the Westminster Energy Forum, Bloomberg Energy Forum and The Texas Tribune)

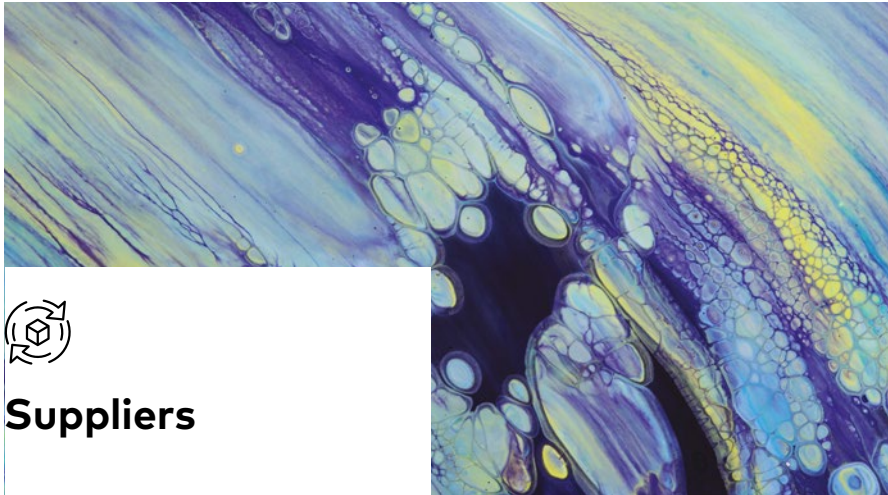
- We generated industry reports for clients on specific parts of the energy transition and decarbonisation (e.g. our carbon advisory team delivered a report on low-carbon aviation fuels)
- In 2024, Wood's Executive President of Operations assumed the role of Supply Chain Champion of Offshore Energies UK (OEUK), supporting OEUK in its work across industry, governments, and regulators to build, enable, grow and sustain the UK's offshore energy supply chain through the energy transition
- Wood contributed to the Regional Clean Growth Campaign, run by the British Embassy in Dubai, by providing information on our sustainable projects in the Middle East

 Further information on our environmental approach, performance and ongoing strategy is contained in our Sustainability Hub which is available at: [woodplc.com/sustainability](https://www.woodplc.com/sustainability)

 Read more on our sustainability targets on pages 26 to 27

 Read more on our approach to environmental management on pages 82 to 83

Stakeholder engagement continued



Suppliers

It is critical that we engage with and develop suppliers who are aligned with our values and strategic objectives, and who can deliver products or services to cater for the unique requirements of our clients' projects. We have identified and proactively engaged with a selection of key suppliers with whom business relations have been developed. Methods of engagements are tactical and strategic as applicable, and address a variety of areas of mutual interest.

How we engage

We engage with our suppliers on a regular basis, in line with a frequency determined by execution standards and procedures and aligned to the changing demands of the business. Our engagement methods include face-to-face and online meetings, questionnaires, training, online communication and collaboration sessions, led by the supply chain team and, where appropriate, participated in by other business stakeholders.

Areas of engagement and outcomes

Supplier Relationship Management (SRM)

At the core of our supply chain success is the continuous cultivation of strong supplier relationships. Our collaborative approach has not only strengthened our resilience against market pressures but also significantly improved supply chain efficiency.

We have maintained open and transparent communication channels with a select number of critically strategic suppliers. Periodic reviews of the supplier segmentation ensures that the engagement is relevant to the markets we serve for our clients. Regular meetings, feedback sessions and joint planning efforts allow us to track agreed strategic objectives.

Our inclusive approach ensures that various stakeholders are involved in the process, and that our supply chain leverage is optimised from all perspectives.

Market intelligence

We use multiple sources of market intelligence to garner data on our suppliers, markets, industries, and relevant events that can open opportunities, provide early warnings to threats and risks, and highlight areas of concern. The outcome of our intelligence allows Wood to determine the right tactical approach in the market to assure the availability and the reliability of delivery to our clients.

Project delivery

As part of our project delivery commitments across our business units, we hold a variety of engagements with our suppliers. These meetings involve a range of stakeholders as applicable, from within the project team and cover key aspects of delivery such as scope kick-off, progress meetings, inspections and expediting visits and are all key to ensuring we are aligned to meet our client requirements.

Due diligence activities

We conduct due diligence activities on all new suppliers and on an ongoing basis on a selection of suppliers across a variety of ESG areas. Assessment of potential suppliers' risk profiles results in a supplier risk indicator. As required, a suite of training and questionnaires are issued to these suppliers to allow us to better understand the mitigations of any risk and their acceptability or not to Wood. We also review suppliers' processes and procedures in relation to handling any personal data. We work with suppliers to close any gaps and implement improvements across Anti-Bribery and Corruption, Modern Slavery, and Building Responsibly Principles.

Digitalisation

We continue to work with our suppliers where appropriate to increase the use of system automation by implementing catalogues. This has helped make the acquisition process more efficient.

It is the dedication of our supply chain professionals and supporting stakeholders that ensures goods and services are delivered to the right place, at the right time and at the right cost to meet our business and clients' requirements. We manage, mitigate and reduce our risk through market intelligence and due diligence activities. Our SRM work also drives significant value contribution from critical suppliers and provides competitive advantage.

 Additional information can be found on our Supply Hub which is a platform within our website, for our suppliers to learn more: woodplc.com/sustainability/profit/supplier-support-hub

 Read our Supply Chain Code of Conduct: woodplc.com/scm



Retirement plans: current and deferred workforce and pensioners

We are committed to offering our workforce suitable retirement plans, where appropriate. We engage with those who are currently employed to enable them to understand the range of offerings and make the right choices. For pensioners, or those with deferred pensions, we provide ongoing support and administration either through our in-house administration team, as in the UK, or via appointed external vendors.

In the UK, the trustee of the pension plan (the Trustee) is responsible for engagement with members. In the US and Canada, a benefits committee is responsible for engagement with members through the team. In Australia, the policy committee sets the engagement strategy with help from their advisers.

How we engage

In the UK, US, Canada and Australia, we proactively engage with new employees at the point of hire, detailing the retirement savings options available to them.

Engagement is proactive via dedicated portals and onboarding processes, and also forms part of our financial wellbeing pillar. The Company is responsible for engaging regularly with the US 401k and superannuation committees and the UK Trustee on Company performance and matters which may impact the retirement plans, e.g. financial performance, ESG reporting requirements, and structural changes. Issues raised by the Trustee and committees are carefully considered by the ELT and referred to the Board as appropriate. This ensures a better understanding and alignment of Company and Trustee or committee objectives.

In the UK, we have member-nominated trustees who represent current, deferred, and retired members; these are selected by a Trustee selection committee. The Company also has Company-nominated trustees. The Trustee is responsible for detailed communications with its members and collaborates with the Company to ensure communications are appropriate and relevant. The UK Trustee board meets monthly.

Our 401k and retirement committees meet quarterly in the US, Canada, and biannually in Australia to fulfil all fiduciary requirements and we proactively engage with employees along all phases of their retirement journey.

Areas of engagement and outcomes

- In the UK, the Pensions Administration team undertook additional engagement activities, as a result of feedback gained from the 2023 annual survey issued to defined contribution members. This included age-related webinars, pre-retirement seminars and investment specific workshops
- The 2024 annual survey was responded to by 20% of members and the Trustee and Pensions Administration team will use the results to inform decision-making and consider further improvements during 2025 such as 15-minute practical pension videos
- In Canada, we continued our ongoing efforts to streamline our retirement plan structure and simplify benefit plan offerings while maintaining competitiveness
- In Australia, we established a new policy committee and received a formal report from the Superannuation provider on performance and opportunities for engagement during 2025

- In the US, we achieved 401k Plan improvements, increasing both employee participation and the savings rate, through deployment of 10 award-winning marketing and communication campaigns. We achieved positive 2024 financial outcomes and reduced future expenses for the US pension plans by conducting a lump sum window to settle the liabilities of interested participants

During 2024, members of management and the Chair received further communications from some UK-based pensioners, who are former Foster Wheeler Pension Plan members, who have formed a group called FosPen (these members became part of the plan following the acquisition of Amec Foster Wheeler in 2017). These pensioners represent a group of approximately 2,000 pensioners who do not receive a contractual annual pension increase on an element of their pension. The Company and Trustee ensure that pensioners are treated in accordance with the trust deed and rules covering this element of the Foster Wheeler Pension Plan, which state that pension increases are discretionary on pensions accrued pre-5 April 1997.

The UK defined benefit section remains in a strong financial position, with a healthy surplus. The current funding position of this plan on a technical provisions basis is 110.6% (at 31 December 2024) and on a buyout basis the funding is approximately 105%.

Looking to the future, the Company and the Trustee are reviewing the long-term strategy for the UK defined benefit plan. This involves considering whether to continue to run on for an extended period of time, with the objective of generating further surplus that could benefit members and the Company, or alternatively entering into a transaction as soon as practical to secure member's benefits with an insurance company. The Company and the Trustee are considering thoroughly all the relevant issues, including whether to apply discretion to any pensions accrued pre-5 April 1997. No final decisions have yet been made.

Key Board decisions in 2024

Key decision 1:

Decision to engage with Sidara in 2024

Stakeholders considered:



s172 criteria considered:

a, b, c, e and f*

In Q2 of 2024, the Board received an approach from Sidara regarding a possible cash offer for the entire issued and to be issued ordinary share capital of the Company. The Board rejected three proposals from Sidara before deciding to engage to determine if a firm offer could be made on the same financial terms as the fourth proposal. Accordingly, Wood granted appropriate access to due diligence materials. The Board focused primarily on delivering value for shareholders and assuring the long-term future of the Company. In addition, the Board considered the potential impact on all stakeholders:

- Investors: engaging with the Company's key investors to ensure their feedback was considered in the decision-making process

- Employees: keeping them informed throughout the offer period to ensure transparency and to alleviate concerns within the workforce
- Clients and suppliers: ensuring that they were confident that Wood would continue to deliver on its commitments throughout the offer period and regardless of the outcome
- Retirement Plans: Considered the impact upon workforce pensions

Strategic actions supported by the Board:

- Appointment of a committee of directors to oversee the proposals and decision-making process
- Consideration of stakeholder impact
- Multiple meetings with shareholders to ensure their feedback was considered
- Ongoing engagement with the Company's brokers, advisers and management to ensure governance, oversight and control
- Disclosure in accordance with the requirements of the Takeover Code
- Regular engagement with stakeholders to ensure ongoing dialogue, feedback and assurance
- Engagement and constructive debate among directors and management

Outcomes:

By implementing these strategic actions, the Company achieved, or aimed to achieve, the following outcomes:

- A decision by the Board to engage with Sidara to establish if a firm offer could be made on the same terms as the final proposal
- Reassurance to investors, lenders, employees, clients and suppliers that Wood would continue to deliver on its strategic aims during a period of potential change, to minimise disruption and uncertainty
- Appropriate governance and oversight from the Board in relation to the proposals, decision-making and due diligence, providing stakeholders with confidence and assurance

Following a period of detailed engagement, Sidara announced in August 2024 that it did not intend to make an offer due to external market factors, citing rising geopolitical risks and financial market uncertainty.

Further information on the engagement with Sidara during 2025 can be found on page 07 and engagement with investors and lenders can be found on page 46.

s172 criteria*

- a. The likely consequences of any decision in the long term
- b. The interests of the Company's employees
- c. The need to foster business relationships with suppliers, clients and others
- d. The impact of the Company's operations on the community and the environment
- e. The desirability of the Company maintaining a reputation for high standards of business conduct
- f. The need to act fairly between members of the Company

Key to stakeholder groups



Key decision 2:

Simplification programme

Stakeholders considered:



s172 criteria considered:

a, b, c and e*

At the beginning of 2024, the Company announced a Simplification programme to advance strategic delivery, drive cost efficiency and support a broader effort to expand adjusted EBIT margins. The programme would aim to achieve this by:

- Simplifying the way we work: reducing complexity in our functional structure, processes and procedures, and expanding our shared services model
- Right-sizing central corporate functions: putting greater ownership and accountability for functional activities into the business units to support growth priorities, and reducing central functional overhead costs
- Delivering IT & real estate savings: building on cost savings already underway

The programme targeted annualised savings, though had cash costs to complete.

In evaluating the Simplification programme and identifying potential areas for improvement, the Board considered several key factors impacting our stakeholders:

- Employees: To address the main challenges of our people based upon their feedback, aiming to enhance employee experience through the simplification and streamlining of processes
- Investors: The goal was to drive higher margins beyond our pre-existing strategic plans
- Suppliers: To improve the overall experience for suppliers working with Wood, which includes optimising our sourcing, onboarding, utilisation, and payment processes
- Clients: Further enhancing our client satisfaction by ensuring timely delivery and upholding high-quality standards

Strategic actions supported by the Board:

- Establish a leadership team and programme director to lead the Simplification programme
- Engage the wider organisation to identify organisational and process simplification opportunities

- Regular internal communications to build and maintain engagement in the programme
- Establish a Change Advisory Network to support change adoption and sustainable, continuous improvement
- Focus on improving cash collection and working capital processes in line with strategic drive towards free cash flow
- Allocate capital to support the programme, including exceptional P&L charges

Outcomes:

By implementing these strategic actions, the Company achieved, or aims to achieve, the following outcomes:

- Annualised savings of c. \$60 million from 2025
- Simplified functional organisational structure, with reduced central overhead costs
- Improved employee experience with streamlined functional processes and procedures
- Expanded adjusted EBIT margins

Key decision 3:

Decision to commission Independent Review

Stakeholders considered:



s172 criteria considered:

a, b, c and e*

In the Company's Q3 trading update published on 7 November 2024, Wood announced the commissioning of the Independent Review.

The Independent Review focused on reported positions of contracts within Projects, accounting, governance and controls, including whether any prior year restatement would be required.

Strategic actions supported by the Board in 2024:

- In conjunction with the external auditor's ongoing work and in response to dialogue with its external auditor, the commission of an Independent Review conducted by Deloitte LLP
- The establishment of a committee of directors to oversee the Independent Review process and engagement with Deloitte LLP (and other advisers)
- Engagement with investors and lenders
- Engagement with media, employees and clients to provide clarity and understanding within the confidentiality parameters of the Independent Review

The Board took further action in 2025 as the Independent Review continued through to completion, in particular in terms of supporting changes in key roles, external assistance in supporting the FY24 financial results and the remediation plan.

Outcomes:

The principal outcomes of the agreement to commission the Independent Review (in addition to measures which had already been taken proactively by the Board) were:

- The implementation of immediate and long-term remediation actions to address material weaknesses and failures identified by the Independent Review and the conduct of a root cause analysis of the Independent Review's findings
- Delegation of oversight of the remediation plan to the Audit, Risk and Ethics Committee Chair, with the Interim CFO (and now incoming CEO) as the plan sponsor
- Creation of a new full-time role of President Transformation & Risk with responsibility for the delivery of the remediation plan
- The appointment of an external consulting firm as an adviser to support the remediation plan

Further information can be found on pages 122 to 123.

Sustainability

Embedding sustainability in our business

Wood's vision and strategy has sustainability at its core, and we are committed to ensuring that it is embedded in all key business decision-making.



As a member of the United Nations Global Compact (UNGC), our sustainability approach is founded on the UNGC's 10 principles and focuses on contributing to the UN Sustainable Development Goals. Our sustainability approach has three pillars:

- People
- Planet
- Profit

Further information related to our sustainability programme is available on our website: woodplc.com/sustainability

We focus on the issues that are most material to our business and our three key stakeholder groups - employees, clients and investors - as informed by our periodic materiality assessments.

Governance of sustainability and ESG matters is led by the Board; further details of our governance framework are set out on pages 74-75.

Read more on our materiality assessment: woodplc.com/sustainability/materiality

ESG ratings

MSCI: AA (December 2024)



Ecovadis: Bronze (December 2024)



In 2024, John Wood Group PLC received a rating of AA (on a scale of AAA-CCC) in the MSCI ESG Ratings assessment.

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Our sustainability approach has three pillars:



People

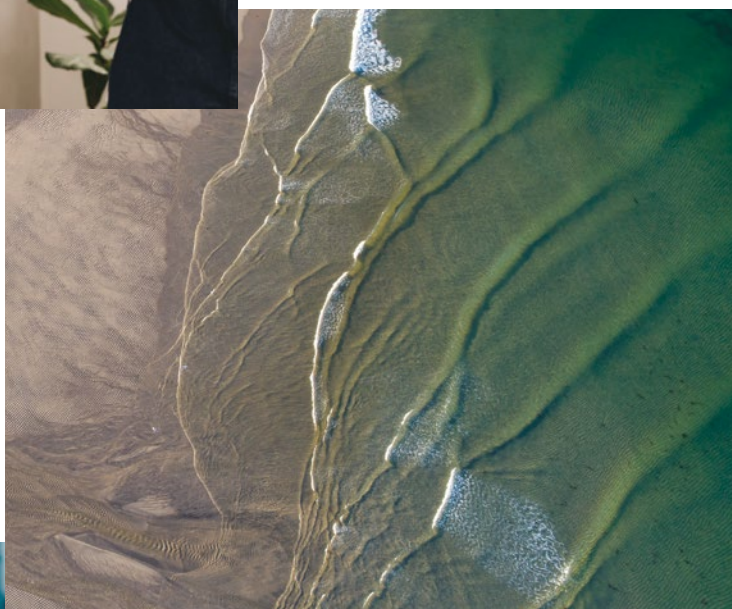
Improve lives

 [Read more on pages 59-71](#)

Planet

Preserve the environment

 [Read more on pages 72-85](#)



Profit

Deliver sustainable growth

 [Read more on pages 86-89](#)

Sustainability continued



Aims

Ensure the safety, security, health and wellbeing of our people

Protect, respect and enhance human rights, equality and inclusion

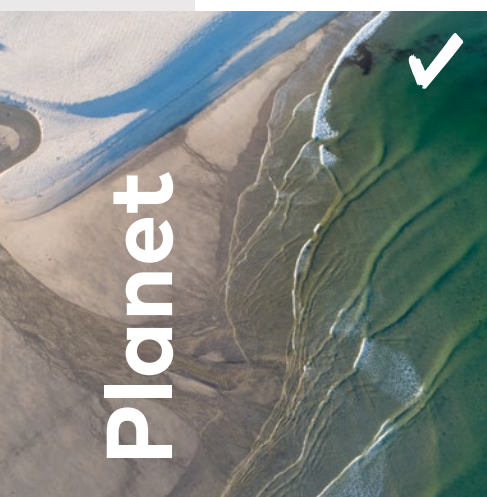
Contribute to our local communities, actively supporting decent work and opportunity for all

Targets

Zero incidents that result in fatality or permanent impairment.

Improve gender balance with 40% female representation in senior leadership roles by 2030.

Contribute \$10 million to our Global Cause by giving our time, energy, resources and funding by 2030.



Protect and preserve the natural environment and promote biodiversity

Fight climate change by decarbonising our own and our clients' carbon footprint

Reduce resource consumption and promote the benefits of a circular economy

40% reduction in Scope 1 and 2 GHG emissions by 2030, compared to a 2019 base year.

To ensure all Wood offices are single-use plastic-free by 2025.



To promote fairness and transparency in business practice and performance disclosure

Partner with our supply chain to deliver sustainable growth and development

Deliver sustainable innovation and solutions through partnership and ingenuity

Double revenue from sustainable solutions in energy transition and sustainable materials markets by 2030, from a 2021 baseline.

Consistently rank in the Top Quartile ESG investment ratings within our sector group by 2025.

100% of Wood labour suppliers sign up and comply with the Building Responsibly Principles by 2025.

100% of our total suppliers sign up and comply with the Building Responsibly Principles by 2030.

2024 performance	Status	SDG alignment
Zero incidents	✓ » ✕	4 QUALITY EDUCATION 5 GENDER EQUALITY 10 REDUCED INEQUALITIES
37% female representation in senior leadership roles	✓ » ✕	
\$5.3 million contributed to our Global Cause since 2020	✓ » ✕	
75% reduction in Scope 1 and 2 emissions	✓ » ✕	12 RESPONSIBLE CONSUMPTION AND PRODUCTION 13 CLIMATE ACTION 14 LIFE BELOW WATER
59% offices single-use plastic-free	✓ » ✕	
5% cumulative growth in sustainable solutions revenue	✓ » ✕	7 AFFORDABLE AND CLEAN ENERGY 8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY INNOVATION AND INFRASTRUCTURE 11 SUSTAINABLE CITIES AND COMMUNITIES 16 PEACE, JUSTICE AND STRONG INSTITUTIONS
Awarded AA rating by MSCI	✓ » ✕	
87% labour suppliers signed up	✓ » ✕	
37% total suppliers signed up	✓ » ✕	

Target status key:



Achieved



On track



Not met

Strategic pillar

Sustainability in our strategy

Sustainability is a core element of our corporate strategy and the actions we take to deliver against our sustainability aims and targets contribute to two of the three key pillars of our strategy.



Inspired Culture

Creating a great place to work by prioritising employee wellbeing, welcoming and celebrating different backgrounds and increasing employee engagement by supporting their community-focused actions



Performance Excellence

Delivering innovative, sustainable and reliable solutions for our clients that contribute to their net-zero ambitions, and taking proactive steps to manage the environmental and social impacts of our own business

Sustainability continued

Non-financial and Sustainability Information statement

In accordance with sections 414CA and 414CB of the Companies Act 2006, the following constitutes Wood's Non-financial and Sustainability Information statement.

The 'Detailed disclosure' provides references to where the information can be found that is relevant for the understanding of our business in relation to the matters listed as well as the due diligence implemented in pursuance of our policies and the outcomes of those policies. Certain information is incorporated by reference, as listed in the table below. All references are to locations in this Annual Report and Financial Statements unless otherwise specified.

Non-financial and sustainability matters	Policies and standards governing our approach	Detailed disclosure
Environmental	Health, Safety, Security and Environment (HSSE) policy	 Environment, pages 82 to 85
	Environmental management standards	 TCFD report, pages 73 to 81
	Supplier code of conduct	 Stakeholder engagement, pages 45 to 53
Employees	Code of conduct	 People, pages 64 to 69
	Human rights policy	 Health, safety & security, pages 60 to 63
	Equal opportunities policy	 Gender pay gap report on woodplc.com
	Bullying and harassment policy	 Directors' report, pages 147 to 150
	HSSE policy	 Directors' remuneration report, including workforce remuneration, pages 128 to 146
	Diversity and inclusion policy	 Stakeholder engagement, pages 45 to 53
	Flexible working policy	
	Global mobility policy	
	Reward policy	
Social matters	People development policy	
	Community Investment policy	 Community, pages 70 to 71
	Supplier code of conduct	 Stakeholder engagement, pages 45 to 53
Human Rights	Tax strategy	
	Human rights policy	 People, pages 64 to 69
	Supplier code of conduct	 Ethics and compliance, pages 87 to 89
	Diversity and inclusion policy	 Modern slavery and human trafficking statement on woodplc.com
Anti-corruption and anti-bribery matters	Data protection policy	 Human rights page on woodplc.com
	Code of conduct	 Ethics and compliance, pages 87 to 89
	Supplier code of conduct	
	Anti-bribery and anti-corruption policy	
	Ethics reporting & anti-retaliation policy	
	Commercial intermediary policy	
	Conflicts of interest policy	
	Competition law compliance policy	
	Sanctions, export controls and anti-boycotts policy	
Climate-related financial disclosures	Gifts and hospitality policy	
		 TCFD report, pages 73 to 81
Additional disclosures including:		
Business model		 Business model, page 22 to 23
Non-financial KPIs		 Non-financial KPIs, pages 25 to 27, 62, 67 and 83
Principal risks and impact on business activity		 Principal risks & management of principal risks, pages 90 to 98



People

The People pillar of our sustainability approach refers to our commitment to improve lives by contributing to a fairer, safer and more prosperous society through our three aims to:

Ensure the safety, security, health and wellbeing of our people

Protect, respect and enhance human rights, equality and inclusion

Contribute to our local communities, actively supporting decent work and opportunity for all

Target

Zero incidents that result in fatality or permanent impairment.

Progress

Zero

incidents

 Read more on pages 62-63

Target

Improve gender balance with 40% female representation in senior leadership roles by 2030.

Progress

37%

female representation in senior leadership roles

 Read more on page 67

Target

Contribute \$10 million to our Global Cause by giving our time, energy, resources and funding by 2030.

Progress

\$5.3m

contributed to our Global Cause since 2020

 Read more on pages 70-71

SDG alignment



Sustainability continued

Health, safety & security

At Wood we are unwavering in our commitment to ensuring the health, safety and security of everyone involved in our operations. Guided by our core values of care, courage and commitment, we prioritise the wellbeing of our employees, partners and communities.

Our strategy reflects our dedication to continuous improvement as we strive towards excellence through proactive planning, effective risk management and leadership engagement. By identifying, assessing and mitigating risks, we ensure that our journey towards Health, Safety and Environment (HSE) excellence is not only a goal but a shared responsibility. Engaging with our teams at every level not only strengthens our HSE efforts but also drives innovation and accountability, ensuring we deliver safe and effective results in everything we do.

Health and safety

The Shield is our overarching safety programme and is a metaphor for protection. It aligns with our company values by asking our employees to have the commitment to prepare for challenges we may face in our daily work, the care to engage with what is required of us in our roles, look out for one another and be accountable, and the courage to intervene when appropriate to do so, taking action to protect ourselves and those around us.



**Prepare
Engage
Intervene**

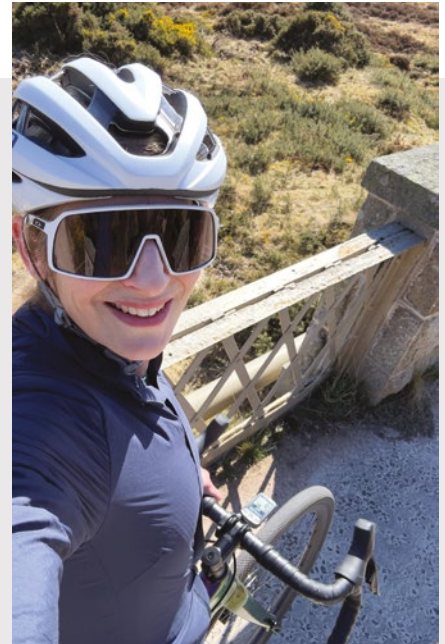
Mental health and wellbeing

Caring for our people is one of the core values we have at Wood. It is this commitment that drives our ongoing focus to apply the best available approaches to mental health and wellbeing to benefit our whole Wood community.

In accordance with our HSSE Policy, we aim to continue promoting mental health and wellbeing within our company through the Mental Wellness Plan 2022-2025 that is being embedded at the business unit level. This plan focuses on six key areas: work efficiency, work delivery, absenteeism, workplace conflicts and threats, behavioural issues, self-harm, and major incidents. Ongoing online and live webinars about Mental health and Wellbeing training across the business has been completed by 3,520 employees including line managers. Additionally, we continue to train and develop our wellbeing champions with 205 currently active across the business.

3,520

employees have completed Mental health and Wellbeing training



Around Wood in 30 Days

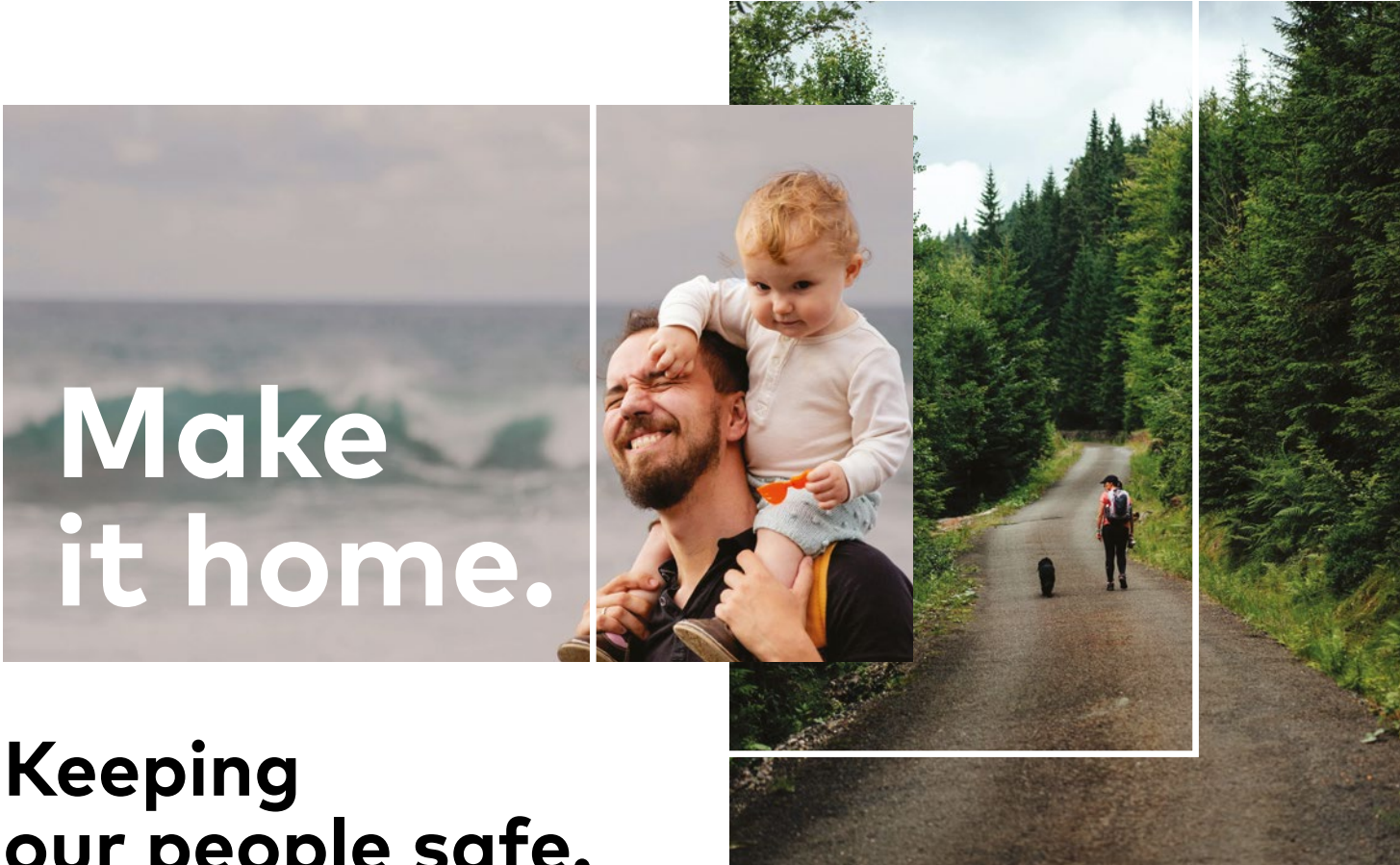
The Around Wood in 30 days challenge is a virtual event bringing together our entire Wood family and contractors to mark Occupational Health Week and World Health Day.

With 51 teams and 146 individual entrants, we achieved an incredible 252,528,761 steps, showcasing our incredibly inspired culture along the way.

This initiative garnered worldwide participation and engagement through Viva Engage, alongside local activities that promoted mental wellbeing and work-life balance in Wood.

With our inspired culture in action, from Argentina to Abu Dhabi, and Thailand to Trinidad, we hiked, ran, cycled, swam, skated and more to look after our wellbeing.

The challenge kicked off virtually in Melbourne, Australia, and followed a predetermined route around the globe.



Make it home.

Keeping our people safe.

During Global Safety Week in June 2024, we launched the Make it Home campaign. Make it Home is an evergreen programme that forms our long-term approach to HSE across Wood. Global Safety Week provided a strong platform to begin embedding Make it Home as part of Wood's safety culture, underlining the commitment to keeping our people safe.

Make it Home aims to:

- Make safety something that everyone owns at Wood
- Ensure people prioritise personal safety above anything else
- Place focus on the importance of responsible behaviours and choices
- Increase awareness of, and engagement with, Wood's safety resources and ensure they are available for all

The campaign launch featured several employee engagements including global townhalls, an intranet takeover and leaders' briefing calls. Campaign content, including information packs, safety moments, branded templates and other collateral was distributed through internal channels, reaching over 6,500 downloads.

These activities were further supported by bi-weekly focused learning sessions, each one designed to engage and educate global teams.

Engagement rates across channels reached 3.78%, compared to the 2024 average which was 0.5%. Across Wood in 2024, teams celebrated several health and safety milestones, some of which include:

- EMEA Minerals & Metals Anglo team reached one million hours lost time injury (LTI)-free hours
- EMEA Minerals & Metals Johannesburg team marked five years LTI and recordable incident-free
- STL Warehouses team in Brunei celebrated seven years incident-free – a total of 466,020 exposed hours
- A client team in Singapore completed almost 20 million safe work hours without a serious safety incident
- The Brazil Operations team celebrated a successful turnaround campaign with over 70,000 hours without incident

The HSSE team credits the success of the launch of Make it Home to its significant focus on the human elements of safety. By bringing in the consideration of loved ones, the campaign has shifted the conversation from workplace safety to one that is deeply personal and meaningful, increasing resonance and engagement across the whole organisation.

>6,500

content downloads

4%

engagement rate

+150

employee stories shared

Sustainability continued

Health and safety performance

Our leading indicators, leadership engagements and HEART (Harm Elimination and Recognition Tracker) observations, are proving to be highly effective in driving improvements in our lagging indicators. These proactive measures allow us to identify and address potential issues before they escalate, fostering a culture of safety and continuous improvement. As a result, we have observed a year-over-year improvement in all our safety performance rates. This positive trend underscores the importance of our commitment to these leading indicators and their role in enhancing overall safety outcomes across the organisation.

We established both leading and lagging safety targets for 2024:

- Zero Fatality and Permanent Impairment (FPI) Actual Injury Incidents – incidents that result in fatality, life-threatening or life-altering injury or illness
- Leadership engagement events – focused on safety visits and engagements by senior managers

FPI incidents

We are pleased to report that zero incidents occurred that resulted in fatality or permanent impairment in 2024.

Our journey with FPI continues to evolve. Some of the BUs who have full control over the Health and Safety management at site are continuing to implement the programme as intended and are seeing positive results. More broadly we are continuing to track it across the business as a Wood KPI and were pleased to complete 2024 with no FPI actuals and a reduction in potentials.

System wise, we have updated CAIRS (Corporate Analysis and Incident Reporting System) to include FPI classifications. We continue to have a monthly FPI governance call to ensure continuity of alignment and compliance with the Wood classification of our most critical risks.

By focusing on our critical risks, we are able to effectively manage the project risk profile at the site level. These risks are recorded in the project risk management system, which are then integrated into our functional risk registers. These registers are maintained within our corporate risk management system, (BRisk), in accordance with our Risk Management standard. They are also aligned with our principal risks and further details of this process can be found on page 90 of our annual report.

Target

Zero incidents that result in fatality or permanent impairment.

Progress

Zero incidents

Leadership engagements

Target No. in 2024	Actual No. in 2024	% vs Target
4,741	5,439	115%

We are pleased to report that the dedication of our leaders has meant that the number of engagements surpassed the planned targets for the year, resulting in 115% of the target being achieved.

Effective management of Wood's HSSE performance is strongly influenced by leadership and individual accountability. When leaders are committed, involved, and proactive in managing risks, they set a positive example for the entire organisation. We place a high value on visible, genuine leadership, believing it is the key factor that distinguishes exceptional safety performance from good safety performance. Our actions, rather than just our words, clearly demonstrate our commitment to the wellbeing of our employees.

These engagements, whether in the office, on-site or virtual, foster strong relationships, build trust, reaffirm our commitment to safe, compliant, and reliable outcomes, and provide an opportunity to recognise and celebrate excellent performance.

HEART

Building a stronger safety culture starts with our people. It starts with having the courage to intervene when we observe unsafe actions or conditions, and recognising the safe behaviours and conditions. HEART (Harm Elimination and Recognition Tracker) is our behaviour-based safety observation system that helps us engage our co-workers at the office, at the worksite and at home to proactively identify hazards and effectively intervene, to improve our safety standards and expectations. Including those captured in our client systems, we have recorded over 221,000 observations.

Total recordable incident rate (TRIR)

We continue to monitor and report on traditional metrics in line with industry standards and include both employees and contractors in our data. Performance is based on a rolling 12-month frequency rate and is inclusive of contractors working under Wood's management system.

In total there were 79 recordable incidents across the business. This represents a 33% reduction in the number of recordable injuries compared with 2023, which results in our 2024 TRIR performance significantly improving to 0.13, compared to 0.18 in 2023.

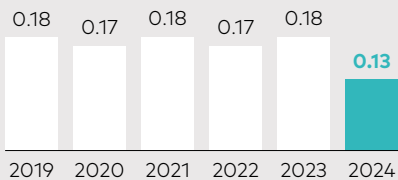
The most common cause of injury (23%) was contact with tools, equipment or machinery, closely followed by manual handling (15%).

Lost time incidence rate (LTIR)

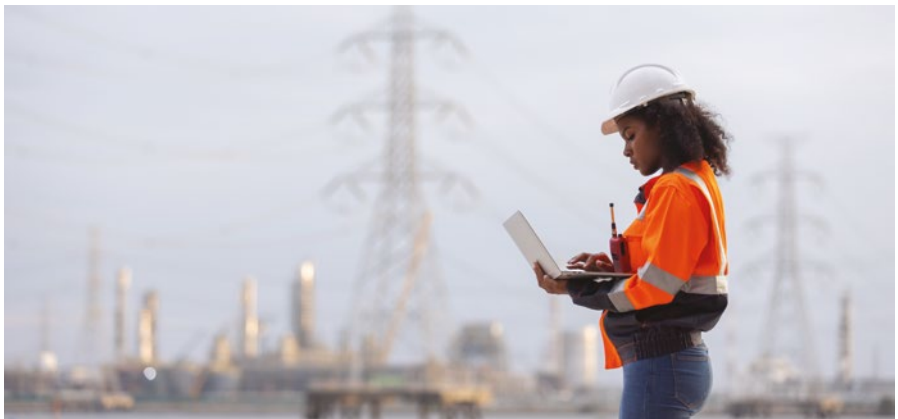
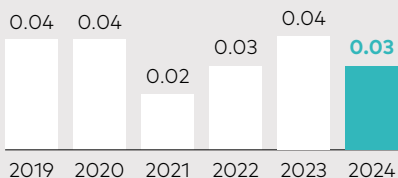
In total there were 18 lost time incident cases across the business. This represents seven fewer injuries than the previous year. As a result, our LTIR marginally decreased to 0.03, from 0.04.

The most common work activity undertaken at the time an LTI occurred was maintenance and manual handling. Similarly to the collective recordable incidents, risk management issues were the most common root cause, with inadequate hazard identification and inadequate implementation of controls featuring most often. All LTI incidents were investigated, and corrective and preventative action plans established to prevent reoccurrence.

Total recordable incident rate (TRIR) per 200,000 exposure hours



Lost time incidence rate (LTIR) per 200,000 exposure hours



Focus on security

The primary goal of Group Security is to support the Company in safely winning and delivering projects worldwide, enhancing resilience and continuity in the face of security, political or social disruptions. To achieve this, the team provides advice on bids, security risk mitigation for projects, travel considerations and strategic risk guidance to leadership. Group Security also oversees the crisis and emergency management frameworks.

In 2024, the team reoriented to align with Project Simplification. The nature of Wood's global operations requires a strong capability to safeguard personnel in varying security environments and facilitate swift repatriation when needed. This aligns with Wood's focus on fostering a safe and inspired work culture by ensuring secure work environments and offering resources to extract personnel when security or medical concerns arise. During 2024, the Middle East experienced intense upheaval, with the potential for significant impact on Wood operations. Group Security was instrumental in the establishment of a cross-business unit Incident Management Team, which provided direction, planning and mitigations in response to regional events, ensuring the safety of Wood staff and stakeholders.

With a lean team structure, Group Security exemplifies performance excellence by efficiently supporting the ELT, business units and global sites. In the bidding process, the team also supports profitable growth by identifying and including security costs and fostering competition among security providers to manage costs. Additionally, Group Security enhances Wood's resilience, ensuring operations resume swiftly and cost-effectively in the event of disruptions.

The function also provides geopolitical insights, which have proven invaluable as global changes impact regional and country-specific dynamics. By offering forward-looking advice across the organisation, Group Security helps Wood maintain agility and resilience in a rapidly shifting geopolitical landscape.

2025 outlook

Group Security will continue to support Wood winning and delivering projects worldwide, and enhancing resilience and continuity. The relevance of geopolitical advice only increased throughout 2024, and the function will continue to proactively support the business at all levels across 2025, promoting further resilience and agility in the face of change.

Sustainability continued

Our people

Wood is a global leader in consulting and engineering, delivering solutions to complex challenges in Energy and Materials markets. We employ around 35,000 people to deliver secure, clean and sustainable Energy and Materials.



Working in around 60 countries and in highly competitive markets, Wood's strategy centres on designing the future and is underpinned by its ability to attract and retain the best talent from around the world.

Our team, comprised of diverse experiences, skills and perspectives will make this possible.

We continue to prioritise inclusion and wellbeing to ensure all our people are heard, respected, and make it home safely, every day. Wood's future success will be the result of our remarkable people, and our People priorities will ensure we are supporting current and future talent appropriately.

Our priorities:

Remarkable people

Enabling Wood to attract, develop and retain top talent across the world.

 [Read more on page 65](#)

Engaging our people

Supporting all individuals and teams across Wood to perform at the highest level.

 [Read more on page 67](#)

Leadership expectations

Developing exceptional leaders across Wood.

 [Read more on page 68](#)

Balancing our business

In May 2024, Wood was announced as the first energy company to be a finalist for the INSEAD Balance in Business Awards in the 'FTSE 250 Best Strategy' category. The annual awards recognise FTSE and private companies who are setting an example, leading the way and pushing boundaries to improve and champion Diversity & Inclusion.

The judges specifically recognised Wood's global employee networks, ongoing partnerships with local organisations all over the world and the strategic commitment to gender diversity as hallmarks of a company that is committed to driving meaningful change across its global footprint.



"Building an inspired culture is at the heart of our strategy because leveraging the diversity of thought, experience and skills that our people bring to work is how you truly design the future."

Catherine Liebnitz
Chief Human Resources Officer

Remarkable people

In today's competitive business landscape, nurturing and developing talent is crucial. Our development philosophy is underpinned by our commitment to provide all employees with the tools and support they need to achieve their full potential. The engineering sector has the particular challenge of a historical gender imbalance where a large majority of the workforce is male. We are addressing this through a learning culture where we enable and support our talent in owning and driving the career they want, agnostic of gender or background.

In 2024, we evolved how we support growth and recognise performance at Wood by implementing a performance development framework. This change, to commence in 2025, will build a culture where high performance is recognised and rewarded, accountability is clear and in service of accelerated strategic delivery. The evolution of the framework will support creating an organisation where every employee is inspired to reach their full potential.

Our global talent acquisition teams continue to invest in diverse talent attraction strategies at all levels and partner with the business to ensure we have the right talent in the right place at the right time. Our time to offer decreased from 33 days in 2023 to 27 days in 2024. We continue to operate a fair and inclusive interview process ensuring all people feel a sense of equity and belonging, beginning when they first engage with Wood.

We are committed to preventing discrimination on the grounds of disability or any other protected characteristic, and will make reasonable adjustments to the employee's environment where possible, to create a workplace that suits their needs. Further information on our approach can be found on page 114.

Celebrating progress

In 2024, Wood was delighted to be the first energy company to be finalised for the INSEAD Balance in Business 'FTSE 250 Best Strategy Award'. Wood was also recognised in Alberta's Top Employers list and as Italy's Best Employer 2024/25.

We continue to recognise and celebrate our remarkable people, including running our sixth Inspire Awards. Read more about the 2024 Inspire Awards on page 66.



Exceptional Early Careers performance

Our future is being built on our exceptional early careers' talent.

During 2024, we:

- Recruited c.1,000 early careers team members including 500 graduates globally
- Trained 1,227 graduates and held 26 virtual and 70 face-to-face workshops across 13 locations. Feedback from the graduate population about the programme remained positive with a +71 NPS
- Partnered with schools and universities around the world to encourage children to pursue careers in Science, Technology, Engineering, Arts and Maths (STEAM)
- Were recognised with multiple awards, including Financial Review's Top 10 Most Popular Engineering Employer; ECITB's 'Large Employer of the Year Award'; and winning the 'Learning and Development of the Year' category at the UK cHeRries Awards. Our Basrah Graduate scheme was also awarded 'Talent Development Programme of the Year, at the Oil and Gas Middle East Awards

c.1,000

early careers team members recruited

29

countries

96

workshops

We continue to work with organisations who help us deliver on our early careers priorities including:

EMEA

In the UK, we have partnered with the Energy Institute on its Empower Her in Energy campaign to inspire women from a young age to consider jobs in Energy. This is designed to raise awareness of the opportunities for women in the Energy sector by profiling apprentices, graduates and early careers experiences. The campaign went live in early 2024, with Wood as one of 18 companies offering apprenticeships and engaging in a national public relations campaign. In September, Wood hosted students from AFBE-UK's Engaging Minoritised Beneficiaries in Engineering Diversity Development (EMBEDD) programme at our Aberdeen campus which included panel sessions and speed mentoring.

Americas

We continue to partner with Black Girls Do Engineer and Yellowstone Academy, organisations dedicated to empowering young women and promoting diversity in engineering.

APAC

In Australia, we sponsor Robogals, an international, student-run organisation established to inspire and empower young women to consider studying engineering and related fields. Robogals primary activity is interactive, engineering-based workshops for girls aged between 8-18. In 2024, both our Melbourne and Perth offices partnered with Robogals to run their 'bring your children to work days'. These sessions opened young minds to the opportunities available in Science, Technology, Engineering and Maths whilst highlighting the importance of gender diversity.

Sustainability continued



The Remarkables.

Our remarkable people

Creating and maintaining an Inspired Culture is one of Wood's strategic pillars and remains a core focus. In 2024, several programmes supported our ongoing commitment in this area.

The Remarkable People campaign continued in 2024, featuring another 10 employees who have been recognised for going above and beyond.

The campaign celebrates those across Wood who have the expertise, innovation, determination and care to deliver the solutions the world needs.

Nominations are sent in from line managers and teammates from every corner of the world who are keen for individuals to be showcased for their efforts.

The campaign has been running since 2023. In its second year, engagement rates on social channels were up by 137% year-on-year.

In May, the Remarkables campaign was recognised by the American Marketing Association (Houston Chapter) as it won the Culture category at its annual awards ceremony. The campaign was noted for the positive impact that it had on Wood's company culture.

Read more about our Remarkables on page 65

See our Remarkables at: [woodplc.com/remarkables](https://www.woodplc.com/remarkables)

Inspire awards

Internally, Wood's Inspire awards continued for a sixth year with the aim of recognising individuals and teams who have excelled – those who are designing the future, upholding Wood values and are key in delivering the strategy.

We continue to build on our categories and added a 'Rising Star' award in 2024 to highlight our focus on early careers talent. Across nine categories, all employees at Wood can submit entries for the Rising Star, The Shield, Excellence in Ethics, Successful Sustainability, Exemplary Customer Service, Impactful Innovation, Engagement Champion and Exceptional Team Performance. The Nina Schofield Award is open to those who demonstrate outstanding care, commitment and courage to exceed in their role, making a defiantly positive impact on those they work with. The award is inspired by Nina Schofield, a 20-year employee of Wood who passed in 2022. Her inspiring leadership leaves a lasting legacy and her remarkable contributions to Wood are recognised through this award.

The Inspire Awards garnered over 770 nominations from 31 countries with our senior leadership population responsible for selecting the finalists. The finalists were celebrated in a global campaign with local celebrations in place.

Image below:

The Shield Award winners:
Hides Gas Conditioning Plant Brownfield Project Team, Papua New Guinea



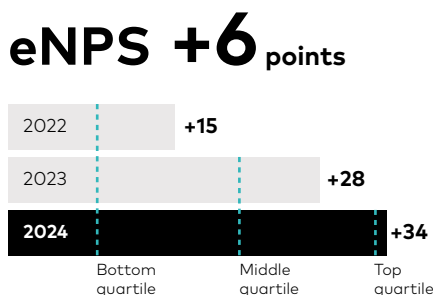
Engaging our people

Wood's mission of remarkable people, trusted to design, build and advance the world' starts with people. It requires us to be strategically focused on developing a workforce that is highly engaged and able to bring their whole and best selves to work, knowing they will be safe, respected and valued.

In 2024, our global employee survey saw our Employee Net Promotor Score (eNPS) increase by 6 points to +34, putting Wood into the top quartile for the Energy industry. The eNPS was an increase from +28 in 2023, representing a further increase from a score of +15 in 2022. This year-on-year improvement is validation of the significance of employee listening and meaningful engagement in our strategic priorities.

We acknowledge the impact that the business challenges faced in late 2024 and into 2025, as discussed in the Chief Executive Review on page 08, have had on our remarkable people and recognise the experience in 2025 may negatively impact engagement in the future.

The Independent Review highlighted aspects of our culture and leadership which we will address, whilst remaining committed to meaningful listening and engagement through a range of channels including townhalls, employee networks, Leadership Listening sessions and progressing on engagement action plans.



Engagement Score = Aggregated score based on the responses to the two main engagement questions.

Employee Net Promotor Score (eNPS) = Calculated by subtracting the percentage of detractors from the percentage of promoters.

Target

Improve gender balance with 40% female representation in senior leadership roles by 2030.

Progress

37%

female representation in senior leadership roles

Leadership Listening

The Board and senior leadership continue to engage with employees to receive feedback on their experience working at Wood. Rather than adopting one of the three methods of employee engagement set out in the 2018 Governance Code, the Board uses a combination of methods to engage. Read further information about this in Employee Engagement on page 45.

Employee listening happens through our Leadership Listening sessions with the Board; global employee engagement survey with follow-on action plans and listening forums; site visits; and employee networks.

In 2024, the Leadership Listening sessions included themes on Simplification; Safety and Wellbeing; Remuneration; and open roundtables with early careers. As a result of employee feedback from the Listening sessions with the Board and leadership, employee networks, and engagement survey, we have:

- Made progress on improving the employee experience by making it easier to work with, and for, Wood through Simplification 2024. Refer to Chief Executive Review on page 09 for further reading.
- Continued a strong focus on people safety with our global 'Make it Home' campaign
- Hosted Employee Assistance Programme (EAP) awareness sessions, to provide employees with the tools to support their mental health and wellbeing
- Launched Leadership Expectations, refer to page 68
- Enhanced our Inspire Awards

Our continued focus on employee listening has supported the reduction in our professional voluntary turnover, now at 9.3%, down from 13.7% in 2023.

Diversity and Inclusion

As a large and leading employer, we are committed to Diversity & Inclusion. We believe high-performing teams are rooted in diversity of experience, perspectives and backgrounds, with the ability to collaborate, learn and grow from a sense of inclusion. Nurturing and developing diverse internal talent is an imperative at Wood and so, we ensure all training and career development opportunities are accessible for all employees regardless of their race, ethnicity, nationality, religion, gender, sexual orientation, age or disability.

Our goal is to have at least 40% of leadership roles, three levels below the Executive Leadership Team (ELT), held by females by 2030. The Board remains committed to developing diverse talent for succession and leadership positions in support of creating an inspired culture. We regularly monitor progress and on 31 December 2024, globally we had 37% female leaders (an increase from 32% in 2022 and 35% in 2023), with a continued focus on developing female Profit and Loss (P&L) leaders across Wood. We continue reporting externally on progress to the FTSE Women Leaders and in other reports.

Our 2024 UK gender pay gap disclosed that between 2023 and 2024 our mean Gender Pay Gap (GPG) has increased slightly from 23.3% to 24.5%, and our mean bonus gap has increased from 13.2% to 29.0%. Year-on-year comparison continues to be challenging through ongoing merger, acquisition and divestment activity, and simplification of our employing entity structures, as well as the operation of salary sacrifice benefits and other pay arrangements. However, we remain confident that our pay practices are free from bias and any gap is a result of the gender distribution across roles and not an equal pay issue.

We ensured compliance with the FCA Listing Rules and Parker Review and in 2024, met our ambition of ethnic diversity representation on the Board. In light of changes to the Board in 2025, we no longer meet the FCA Listing Rules requirement. We remain committed to Diversity & Inclusion. Read Nomination Committee on page 114 for further information.

Gender split at 31 December 2024:

Overall



Board



ELT*



Leadership Team**



Key: ● Male ● Female

*inclusive of the executive directors

**inclusive of three levels of leadership below ELT

📖 Changes to the ELT in 2025 can be read on page 104

📄 Read our gender pay gap report and commitment to pay equity:
[woodplc.com/genderpay](https://www.woodplc.com/genderpay)

Sustainability continued

Employee networks

We continue to invest in our employee networks. These voluntary, employee-led groups are a key driver in our Diversity & Inclusion priorities and provide a platform for people to connect, learn and grow.

Each of our employee networks has an executive sponsor and leadership relies on the networks to advise what we're doing well and how we can make Wood an even better place to work.

The employee networks are open to everyone, with clear terms of reference and an annual action plan, aligned to our Diversity & Inclusion priorities with regular engagement and measurement mechanisms in place.

Some key achievements in 2024 were:

- Our Equal Footing Network (Gender Balance) continued to expand with local chapters enabled in Southern Europe (Italy and Spain), Aberdeen, Houston and South Africa alongside established chapters in England, Australia and across the Middle East. The chapters provide a platform for leadership to understand local barriers and opportunities for progressing gender diversity in these regions. Chapter leads sit on the global Equal Footing Network committee and help drive forward the network's action plan, which aligns to the global Diversity & Inclusion priority to provide a platform to share, learn and advocate for positive change and diversity progress
- Our Race and Ethnicity (WREN), Pride and Equal Footing networks advocated for self-disclosure in the employee engagement survey to gather sentiment data. Over 93% of respondents across 12 countries self-declared their ethnicity, gender and/or sexual orientation
- Our Pride Network launched a new Charter during Pride Month and enabled local chapters in Australia, Houston and the UK
- WREN celebrated a range of cultural awareness days and partnered with our canteens to influence menu changes during Diwali and Lunar New Year
- Our Armed Forces Network championed Wood being re-accredited as Gold in the UK Government's Defence Employee Recognition Scheme

Leadership expectations

In 2024, we established our Wood Leadership Expectations which details what is expected of leaders at all levels. An assessment tied to the framework was also launched to allow managers to assess themselves against these expectations and to receive feedback from their line manager in support of their continued development.

The framework is the guide for leadership development at Wood and helps individuals understand their specific growth opportunities. Our Leadership Expectations have shifted the conversation towards skills-led promotion discussions, which can tackle any perceived or unconscious bias and in turn create the right conditions for equitable promotion opportunities.

We have continued to provide meaningful development opportunities, and, in 2024, 97 business and interpersonal skills training sessions were delivered to 4,100 learners across the globe, with the most popular sessions focusing on emotional intelligence, communication for motivation and impact, performance development conversations, and difficult conversations.

Succession planning

Our HR information system is now the single source for all succession planning at Wood. This has enhanced the user experience, ensured succession plans are dynamic, and we have significantly improved reporting capability.

As a result, we are strengthening our succession plans to identify our critical talent and work closely to develop our pipeline of future leaders. This is supported through regular career conversations, targeted development planning, internal moves and promotions.

We provide mentoring support and connections through our mentoring app, and participation continues to grow. This multi-layered approach has resulted in over 435 promotions into leadership in 2024. We also regularly monitor the gender statistics related to leadership to understand the success of our efforts in creating senior female leaders.



Trio of BEYA STEM wins

Three Wood employees were named as BEYA STEM winners. Renowned in the US, the awards celebrate gender and ethnic diversity in engineering and STEM fields, recognising achievements of students and professionals and highlighting commitment to fostering Diversity & Inclusion within the industry.

Our winners were:

- Shirley Ike, Global Director in Digital Consulting (Dr Lydia W Thomas Legacy award)
- Henry Tandoh, Senior Process Engineer (Modern Day Technology Leader Outstanding Achievement award)
- Rafiq Thayer, Proposal Manager (Science Spectrum Trailblazer Outstanding Achievement award)



Celebrating the women of Wood

In 2024, we recognised and celebrated our remarkable women around Wood in internal and external awards and campaigns. Below are some highlights of the recognition received:

WICE Awards

Ann McCreath, Wood's Service Delivery Manager for the Operations business in EMEA was recognised as the Best Woman in Health & Safety at the European Women in Construction and Engineering (WICE) Awards. The awards aim to make construction and engineering more enticing for women and recognise the exemplary women within these sectors.

Engineers Australia Excellence Awards

At the 2024 Engineers Australia Excellence Awards, Wood's Head of Engineering for the Operations business in APAC, Jillian Formentin, won the coveted Engineer of the Year award. These awards aim to recognise and celebrate the people and projects in the region that move the industry forward.

Women in Hydrogen

In March, three of Wood's talented engineering team were recognised by Hydrogen Economist's Women in Hydrogen 50 list. The list showcases women at all stages of their careers based on their contributions to the global hydrogen economy and support of Diversity & Inclusion initiatives. The trio were: Audrey Hooper, Senior Power Process Engineer; Nishadi Davis, Head of Carbon Advisory (Americas) and Diana Jelenova, Senior Renewable Energy and Hydrogen Consultant.



Human rights

Respecting our people, and those we work with, remains fundamental to building a culture that encourages people to join and stay with our organisation. We have built strong people-related policies around internationally recognised fundamental Human Rights, publicly supporting the adoption of these rights through our Human Rights policy. During 2024, we took steps to further embed our Sustainability Code of Practice, which incorporates a systematic approach to the identification, adoption and assurance of worker welfare principles at our project sites. We also continued our focus on embedding fair working practices in our supply chain and further detail on our progress in this area is set out on page 89.

See more information at:
woodplc.com/humanrights

See more information at:
woodplc.com/modernslavery

Annually reviewing our global policies relating to human rights, equal opportunities, harassment, diversity, equity & inclusion, and modern slavery and human trafficking.

See more information at:
woodplc.com/sustainability/policy-and-documents

Sustainability continued

Community

We are committed to making a positive impact in the communities we operate in and applying our values to our community interactions. Our aim is to create shared value by aligning our business goals with local stakeholder needs.

Engaging in our communities

We care about the communities in which we operate and recognise our responsibility to respect, nurture and empower the people and locations we impact. Our Community Investment Policy defines the expectations of our employees when working with communities. In particular, we expect our employees to:

- Remain sensitive to the impact of our operations in respect for local heritage and tradition
- Seek opportunities to contribute sustainable value to the local economy, society and environment
- Ensure that our actions are transparent and ethical
- Engage within our communities creating clear channels of communication
- Demonstrate Wood's values

Many of our operations are carried out at project sites established by our clients, who will have undertaken community impact assessments during the planning stage at the outset of their project. As such, we often have limited ability to influence these social assessments. However, we are committed to identifying opportunities to have a positive community impact through the way we operate during the project execution phase and through our Group-wide Community Investment programme.

To encourage and support our site-based teams to implement ways of working that can provide community benefits, we incorporated community considerations in our Sustainability Code of Practice (SCoP) (see page 85 for more details on the SCoP). The SCoP is referenced in our project start-up standard, and in 2024 we took steps to further embed it through the implementation of a mandatory requirement for it to be used on certain projects, particularly those that are site-based. The community elements of an assessment using the SCoP requires projects to:

- Support and encourage a 'good neighbour' policy by being respectful and mindful of how Wood conducts business in the locality (noise, behaviour, litter, etc.)
- Engage the workforce in Community Investment activities
- Encourage opportunities to promote learning and engagement within the community, such as apprenticeships, school visits or provision of learning materials



Emu Dreaming Artwork by Beverley Egan

Indigenous Communities

We are also committed to addressing the disadvantages experienced by Indigenous Communities in the locations where we operate. In Australia, our Commitment Statement sets out our vision for Reconciliation, which is to realise Aboriginal and Torres Strait Islander aspirations through real understanding, real partnerships and real opportunities. In Canada, Wood respectfully acknowledges that we live, work and play on the Traditional Lands of the Indigenous Peoples (First Nations, Inuit, Métis) of Turtle Island/Canada. Through our Indigenous Engagement, Inclusion and Relations Policy we commit to building positive and mutually beneficial relationships with Indigenous communities.

 Read more on page 48

Delivering our Community Investment Programme

Our Group-wide Community Investment programme aims to support our employees in their contributions to causes that are important to them, including those that drive positive change in their local communities. As well as the community benefits provided, we believe that this approach also helps our people to feel part of a purposeful organisation and improves employee engagement.

Our 2024 total charitable contributions

\$1.1m

In 2024, our total contributions of time, resources and funding were approximately \$1.1m, over half of which related to our Global Cause.

Our approach consists of three elements:

Employee matched funding

Our employee matched funding programme is dedicated to supporting charities that are important to our employees, enabling them to apply for funding to match their fundraising efforts, up to a specified limit.

In 2024, we continued to receive a large number of matched funding applications reflecting a wide variety of fundraising activities undertaken by our employees across the globe. Through the combination of their fundraising efforts and Wood's matched funding contributions, \$193k, was contributed to a large number of charities and not-for-profit organisations, ranging from health-related charities to those seeking to alleviate poverty in local communities.

Volunteering

We support and celebrate the efforts of our people in giving time, expertise and resources to further causes that are important to them and the communities they are a part of.

During the year, our employees from around the world undertook nearly 5,000 volunteering hours to help address a wide range of environmental and social issues.

Global Cause

We also encourage our teams to unite to fundraise and volunteer for initiatives that support our Global Cause aligned to one of the UN SDGs. Our Community Investment target focuses on the contributions made to our Global Cause.

Wood has committed to giving our time, resources and funding to contribute \$10 million to our Global Cause by 2030, from a 2020 baseline. Selecting a Global Cause provides focus to our Community Investment efforts and taking this approach, rather than supporting a particular charity or non-profit organisation, provides the flexibility for our employees to support issues related to the Global Cause in a way that is most relevant in their communities. Since its launch in 2020, Wood's Global Cause, as chosen by our employees, has been in support of UN SDG 4, Quality Education.

We encourage our employees to contribute to our Global Cause all year round by undertaking fundraising and volunteering activities that support educational initiatives. In addition, we hold an annual Global Cause Challenge during which employees can submit nominations for charities and not-for-profit organisations furthering improvements in education. Winning applications receive funding support from Wood.

By the end of 2024, our cumulative contributions to our Global Cause were \$5.3 million, representing 53% of our 2030 target, and driving positive change in at least 18 countries. In 2024, we contributed approximately \$725k, which includes our efforts during the year as well as certain contractual contributions applied towards supporting education in some of the countries where we operate.

Target

Contribute \$10 million to our Global Cause by giving our time, energy, resources and funding by 2030.

Progress

\$5.3m

contributed to our Global Cause since 2020



Supporting educational foundations

Wood's Global Cause supported the partnership of a South African NGO, PEN (Participate, Envision, Navigate) and a US-based non-profit, ASAP (Adopt a South African Preschool). The partnership sets up support centres with libraries of educational toys and provides mentoring to staff of informal daycare centres. This enables such informal centres to be turned into preschools, providing access for children to gain essential foundational skills while 'learning through play'. This is vital for removing the significant barriers to education that arise from a lack of preschool foundation, which can impact on the children's economic inclusion in the longer term and reinforce inter-generational cycles of poverty. Wood's funding supported salaries for a coach and an area manager, as well as work to raise awareness about this unique, scalable model for intervening in the cycle of generational poverty.

Governance

To ensure appropriate governance of funding applications, our Community Investment Policy is supported by a Community Investment Procedure. This sets out the process for applications related to employee matched funding and our Global Cause. Under the procedure, a Community Investment committee is responsible for reviewing, approving and processing applications, ensuring that they are aligned with the Policy.

Sustainability continued



Planet

The Planet pillar of our sustainability approach refers to our commitment to preserve the environment and contribute to environmental sustainability through our three aims to:

Protect and preserve the natural environment and promote biodiversity

Fight climate change by decarbonising our own and our clients' carbon footprint

Reduce resource consumption and promote the benefits of a circular economy

Target

40% reduction in Scope 1 and 2 GHG emissions by 2030, compared to a 2019 base year.

Progress

75%

reduction in Scope 1 and 2 emissions

 Read more on pages 84-85

Target

To ensure all Wood offices are single-use plastic-free by 2025.

Progress

59%

offices single-use plastic-free

 Read more on page 85

SDG alignment

Task Force on Climate-related Financial Disclosures (TCFD) Report 2024

Wood is delivering solutions for a net-zero world while also addressing the risks and impacts of climate change in our business.

Compliance with TCFD

TCFD recommendations

Our disclosures are consistent and compliant with the TCFD Recommendations and Recommended Disclosures, including section C of the 2021 TCFD Annex entitled 'Guidance for All Sectors'.

Opposite is a summary of the status of our compliance, together with page references in this report where the relevant disclosures can be found.

Companies Act 2006

Our disclosures also meet the requirements of section 414CB of the Companies Act 2006.

	Status	Page
Governance		
Describe the board's oversight of climate-related risks and opportunities	Compliant	74 to 75
Describe management's role in assessing and managing climate-related risks and opportunities	Compliant	75
Strategy		
Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term	Compliant	76 to 77
Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning	Compliant	78 to 79
Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	Compliant	79
Risk management		
Describe the organisation's processes for identifying and assessing climate-related risks	Compliant	80
Describe the organisation's processes for managing climate-related risks	Compliant	80
Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management	Compliant	80
Metrics and targets		
Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process	Compliant	81
Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks	Compliant	81
Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets	Compliant	81

Sustainability continued

Governance

Board oversight of climate-related risks and opportunities

Wood's Board as a whole has accountability for sustainability matters, including those related to climate. A review of Wood's sustainability strategy and performance, including performance against climate targets, is undertaken by the Board annually. However, to ensure sufficient and more frequent oversight of Wood's sustainability strategy and performance, it has delegated certain responsibilities to a Safety and Sustainability Committee.

The Safety and Sustainability Committee is chaired by a non-executive director and meets at least twice per year, reporting to the Board after each meeting on matters discussed and making recommendations. The purpose of the Committee is to provide oversight, and to review with management and the Board sustainability issues affecting the Company and liaise, as appropriate, with other Committees of the Board regarding such issues, risks, metrics and related best practices; and to assist the Board in fulfilling its oversight of the Company's actions to design, implement and maintain an effective sustainability framework.

The Committee is responsible for reviewing the strategies, policies and performance of the Group in relation to sustainability, and to make recommendations to the Board regarding effectiveness. In particular this includes responsibility to:

- Oversee and review Group strategies, policies and procedures in relation to sustainability
- Oversee and review Group-level sustainability goals, targets and key performance indicators, and monitor performance against them
- Receive and monitor reports, as appropriate, on forthcoming legislation, regulations and emerging best practices of clients, competitors, or leading companies in other sectors in relation to sustainability
- Annually monitor and review compliance with regulations and standards, and the effectiveness of external reporting of sustainability and ESG performance

Wood has unique consulting and engineering skills that are critical to solving the global challenges of decarbonisation and energy transition, as well as energy security. Through oversight for the overarching business strategy, the Board considers Wood's climate-related opportunities and the climate-related impacts on the sustainability of the business model. It does this by assessing the key market drivers and uncertainties for market development, key clients and competitors across each of Wood's focus geographies, Wood's historical track record of performance, major risks to delivery and how they will be mitigated. The Board increases its understanding of climate-related opportunities through supporting global initiatives on climate advocacy such as the UN Global Sustainable Development Goals (SDGs).

The Board is responsible for establishing procedures to manage risk, overseeing the internal control framework and determining the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives. It is also responsible for carrying out a robust assessment of the Group's emerging and principal risks, monitoring the Group's risk management and internal control systems, and carrying out a review of their effectiveness. The Board is assisted in this assessment by the Audit, Risk and Ethics Committee. Climate-related risks are considered as part of the overall process for managing principal and emerging risks, as set out on pages 90 to 91, with principal and emerging risks being reviewed by the Board twice per year.

In addition to the responsibilities delegated to the Safety and Sustainability Committee and the assistance provided by the Audit, Risk and Ethics Committee to the Board in its assessment of risks, further Board oversight incorporating climate-related matters is undertaken by Board Committees as follows:

Audit, Risk and Ethics Committee

The responsibilities of this Committee include various aspects, including climate-related aspects, of the Group's Audit and Risk function, risk management controls and processes, and financial reporting. In particular this includes:

- Monitoring the integrity of Wood's financial statements and strategic report, which include climate-related disclosures
- Reviewing the internal audit programme to ensure the internal audit plan is aligned to the principal risks of the business which include climate-related impacts (see 'Risk Management' on page 80).

Remuneration Committee

This Committee oversees and is responsible for various aspects of remuneration and benefits for the Chair, executive directors and Executive Leadership Team (ELT). In particular, the Remuneration Committee is responsible for:

- Determining the remuneration policy
- Reviewing the design of targets for the Group's annual and long-term incentive plans which includes non-financial objectives such as climate-related targets
- Liaising with the Safety and Sustainability Committee to ensure assurance of progress against such non-financial objectives

Management's role in assessing and managing climate-related risks and opportunities

After assuming responsibility for the sustainability function early in the year, the Chief Strategy Officer, as a member of the ELT, had oversight for the delivery of the sustainability strategy and overall accountability for climate-related actions and risk management during 2024. The Safety & Sustainability Committee forms the main channel of communication between management and the Board. The Chief Strategy Officer attended these Committee meetings in 2024, and in 2025 prior to stepping down in August 2025, to provide regular reports on progress, including updates on progress against our climate-related targets.

The President of Sustainability is responsible for the development, monitoring and oversight of the execution of the sustainability approach, including any climate-related actions and targets. They also have oversight for the Environment, Social and Governance (ESG) risk management framework which includes a climate change risk register.

The President of Sustainability reported to the Chief Strategy Officer throughout 2024. Following the decision of the Chief Strategy Officer to step down in August 2025, oversight for sustainability matters was transferred to the Finance function.

Given the diverse nature of climate-related impacts and their potential to generate risks and opportunities throughout Wood's business, the wider ELT also has responsibility for assessing and managing the impacts. Consideration of climate-related matters is given at a business unit (BU) level through Quarterly Business Reviews (QBRs).

The QBRs in 2024 were chaired by the CEO with attendance by the CFO, Chief Strategy Officer, other ELT members and BU leadership teams.

During the QBRs, BU risk registers are reviewed as well as progress against BU execution plans and internal metrics and targets related to the delivery of Wood's strategy. See 'Strategy' and 'Risk Management' sections on pages 76-80 for further details on how climate-related matters impact Wood's strategy and risks. The meetings in 2024 provided the Chief Strategy Officer with insight into the operational and commercial activities of the business, providing an opportunity to identify any activities that could be inconsistent with our climate commitments.

Climate governance in 2024*



*This represents the governance structure for climate matters in 2024. Refer to page 104 for more details of changes in the Executive Leadership Team in 2025.

Sustainability continued

Strategy

Climate-related risks and opportunities

As an engineering and consulting company, Wood operates across two end markets; Energy and Materials. Our strategic focus is aligned to the key market trends of energy transition, energy security, sustainable materials, circular economy, decarbonisation and digitalisation. As such, climate-related matters are a core consideration of our strategy and we recognise the potential for climate-related risks and opportunities to impact on our business.

In 2019, as part of our strategic planning process, we undertook qualitative scenario planning which explored the pace and depth of the low-carbon energy transition required to meet Paris Agreement targets. The scenario planning assessed the climate-related impacts on the key drivers of our strategy at that time. Energy transition was one of those key drivers and, as such, the planning remained relevant for our current strategy for the cycle 2023-2025 for which energy transition and decarbonisation are core elements. Throughout the year, we have continued to assess the climate-related risks and opportunities and, in late 2024, we further built on our scenario planning by undertaking a high-level quantitative analysis to assess the resilience of our strategy, taking into consideration three different climate-related scenarios. We utilise our scenario planning and ongoing assessments of risks and opportunities in order to:

- Ensure our business is financially resilient across a range of market scenarios with respect to the pace, scope and scale of energy transition changes
- Enable our business model resources to be optimised in response to specific short- to near-term market and geographical opportunities
- Support our clients with differentiated service offerings, engineering solutions and delivery capabilities, to help them meet their individual climate-related net-zero targets

In addition to these assessments, we also identified a comprehensive list of risks and opportunities in our climate change risk register. From this list, we identified the climate-related risks and opportunities that are likely to have the most significant potential effects on our business, strategy and financial planning. Further detail on our process to determine the impact of climate-related considerations on our business risks is included in 'Risk Management' on page 80.

Our assessments consider climate-related risks and opportunities over short-, medium- and long-term time horizons. We define these time horizons as follows:

- **Short term: Between 1 and 3 years**
We review climate-related risk on an annual basis and therefore consider 1 to 3 years to be a suitable short-term assessment period. This aligns with our going concern assessment period. This covers a period of at least 12 months from the date of approval of the financial statements but, in order to sign off on the going concern ability of the Group, the directors consider the financial forecasts out to 31 December 2026.
- **Medium term: Between 3 and 5 years**
In line with our overall business strategic cycle, sales pipeline and contracting periods, and Wood's sustainability materiality assessment cycle, we define medium term as between 3 and 5 years. This aligns to the assessment period utilised for Wood's viability statement..
- **Long term: Between 5 and 30 years**
Long term considers periods beyond our strategic cycle and extends up to 30 years to account for known historical climate events and the likelihood of future occurrence, as well as applying current scientific knowledge to understand longer-term impacts of climate change. Factors considered include, but are not limited to, international agreements to limit global warming, longer-term government policy, advances in technology and innovation, as well as physical climate scenarios.

The table on the following page sets out the climate-related risks and opportunities that are the most significant for our business, which are determined through a process that considers the likelihood and potential impact. The assessment of the risks considers a combination of factors such as the frequency of occurrence in our industry in the past and estimations, using our experience and industry knowledge, as to the probability and expected frequency of occurrence in the future. These potential risks are assessed by considering the impact on revenue and/or earnings and equity valuation, or from a reputational perspective, on relationships with stakeholders such as clients.

We maintain a comprehensive climate risk register that also considers:

- Policy and legal transition risks, including the risks of increased carbon management obligations, government policy restricting fossil fuel-related activities, and exposure to climate litigation
- Market-related transition risks, including the impact of clients divesting fossil fuel-related assets
- Acute and chronic physical risks, including the impact of changing precipitation and increasing extreme variability in weather, resulting in disruption to operations and increased insurance costs or reduced access to insurance

Whilst we consider that these risks currently have a lower overall risk rating than those in the table opposite, many of them are contributing factors to other principal risks faced by the Group. For example, the impact of physical risks is incorporated in our Project Execution principal risk. Our climate risk register is regularly reviewed to monitor changes in the likelihood and severity of potential impacts of climate-related risks and also to identify new or emerging risks. In reviewing the risk register, we consider a range of factors that might impact on the risk profile, including any changes to the business, developments in climate regulations or policy, and shifts in stakeholder views.

	Category	Status	Business impact
Opportunities			
Increased client scope for energy transition and decarbonisation services. The measurement of this opportunity is reflected in our target of doubling of client support aligned to energy transition and sustainable materials, see 'Metrics & targets' on page 81.	Opportunity – Markets, products & services	Short, medium & long	The current global aim of attaining a maximum of 1.5°C of warming requires investment in energy transition and efficiency and decarbonisation and this provides Wood with opportunities to deliver growth in these areas and diversify our client portfolio. This opportunity is likely to have a Group-wide impact, with the most significant impacts in our major service lines of Power, Renewables, Hydrogen & Carbon Capture; and Minerals Processing & Life Sciences, as well as in Decarbonisation activity across all service lines.
Increased access to capital and/or improved cost of capital. The measurement of this opportunity is reflected in our target of top quartile ESG ratings, see 'Metrics & targets' on page 81.	Opportunity – Markets	Short, medium & long	The increasing adoption of the Principles of Responsible Investment and incorporation of climate change considerations into capital allocation decisions provides an opportunity for Wood to maintain and potentially increase its access to sources of capital as a result of its strategy aligned to delivering solutions for a net-zero future and appropriate management of its own ESG risks. Further, this alignment could enable Wood to access more competitive lending rates and insurance costs.
Risks			
Undertaking high-carbon projects that are inconsistent with key elements of Wood's strategy focused on supporting clients in their pursuit of net-zero and decarbonisation. This is recognised in our principal risk Strategic Delivery, see 'Risk management' on page 80.	Transition risk – Market & reputation	Short, medium & long	Undertaking high-carbon projects may result in a loss of investor confidence and exposure to investor and lender exclusion policies for high-carbon activities, impacting Wood's access to capital. This risk is likely to have a Group-wide impact.
Failure to keep pace with client demands and competitive forces in energy transition including decarbonisation, and sustainable materials, and/or inability to attract or retain the appropriately skilled workforce. This is recognised in our principal risk Strategic Delivery, see 'Risk management' on page 80.	Transition risk – Market	Short & medium	Failure to keep pace with client demands and competitive forces and/or inability to attract or retain the appropriately skilled workforce in these areas may impact on Wood's competitive position resulting in an inability to compete for energy transition and sustainable materials work effectively. This risk is likely to have a Group-wide impact, with the most significant impact in our major service lines of Power, Renewables, Hydrogen & Carbon Capture; and Minerals Processing & Life Sciences as well as in Decarbonisation activity across all service lines.
Investors and other financial stakeholders developing and implementing net-zero strategies which may impose exclusion policies to reduce their exposure to high-carbon sectors and activities, such as those related to fossil fuels. This is recognised in our principal risk ESG Strategy & Performance, see 'Risk management' on page 80.	Transition risk – reputation	Short, medium & long	Investors, lenders and insurers implementing their own net-zero strategies may result in certain scopes of Wood's current operations falling within associated exclusion policies, reducing our access to capital and insurance coverage. This risk is likely to have a Group-wide impact, with the most significant impact on our major service lines of Oil & Gas and Refining & Chemicals.
Lack of a credible climate transition plan aligned to the expected net-zero pathway. This is recognised in our principal risk ESG Strategy & Performance, see 'Risk management' on page 80.	Transition risk – reputation	Short, medium & long	A poorly constructed and/or articulated business response to climate-related impacts and opportunities may give rise to the risk that Wood's contribution to the energy transition and decarbonisation is under-appreciated and instead Wood continues to be regarded as a net contributor to climate change. This could result in reputational harm and impact on Wood's access to capital, having a Group-wide impact.
Failure to meet our net-zero trajectory through lack of engagement, investment and/or accountability in meeting our carbon emissions reduction target. This is recognised in our principal risk ESG Strategy & Performance, see 'Risk management' on page 80.	Transition risk – Policy & legal, reputation	Medium & long	Failure to effect the behavioural change required to meet our carbon target may give rise to risks of environmental harm and loss of stakeholder confidence. This risk is likely to have a Group-wide impact.

Details of adaptation and mitigation activities undertaken to address climate risk and any changes from the prior year are set out in 'Risk management' on page 80.

Sustainability continued

Strategy continued

Impact on businesses, strategy and financial planning

Impact on strategy

The analysis used to develop our strategy for 2023-2025 incorporated consideration of high-level climate-related risks and opportunities. Together with our previous scenario planning analysis, this has informed our strategic planning during 2024 and has guided:

- Our focus market drivers in energy transition and sustainable materials, and Decarbonisation and Digitalisation
- Our actions to ensure we have the appropriate management and teams in place, and that we form strategic partnerships to develop the solutions required to respond to climate change

Through these strategic actions we aim to ensure that Wood benefits from opportunities in increased client scope for energy transition, sustainable materials and Decarbonisation services, as well as manage the risks of not meeting our revenue generation targets and our ability to attract and retain the skilled workforce to enable us to compete effectively for energy transition and Decarbonisation work.

As part of our strategic process, we carry out a comprehensive strategy review every three years. Through this process we establish our strategic direction at a high enough level to enable agile leadership adjustments leveraging our flexible model over the strategy horizon. The evolution in climate-related risks and opportunities in our markets is taken into account when assessing adjustments to our strategy.

Our principal risk of Strategic Delivery recognises the potential market and reputational impacts of undertaking high-carbon projects that are inconsistent with Wood's positioning to support clients in their pursuit of net-zero and decarbonisation. Our strategic actions throughout 2024 – including securing opportunities across energy transition, sustainable materials and decarbonisation – have helped to mitigate this risk. As a result, our revenue from sustainable solutions continued to account for approximately 20% of our total revenues.

As part of our corporate development process, we continually evaluate our business and consider the investment opportunities to accelerate delivery against our strategy. In considering such investment opportunities, we apply a tailored diligence approach that takes into consideration the totality of the business across climate change risks. As climate-related impacts are a key driver of conditions in our market and of client requirements, our processes are agile and robust enough to determine the materiality of climate risks in all transactions. In 2024, as part of our disposal programme of non-core businesses, we agreed the sale of CEC Controls Company Inc, an industrial and process control systems business, and our joint venture interest in EthosEnergy Group Limited, which is focused on rotating equipment. These divestments reflect our approach of being selective in our markets and capabilities, and aligning our portfolio with our strategic priorities focused on the key growth trends as set out on page 04.

Impact on our own operations

In addition to our business strategy aligned to enabling our clients to transition to a low-carbon economy, our sustainability approach contains the plans required for our own transition.

In March 2021, we committed to reducing our Scope 1 and 2 carbon emissions by 40% by 2030, from 145,083 tonnes CO₂e in our 2019 base year. In announcing the target, the Chief Executive at that time also set out Wood's commitment to achieving net-zero by 2050 or sooner. As such, we regard our 2030 target and delivery against it as important first steps on our journey to net-zero, that will establish the foundations for setting a net-zero target in the longer term and defining the decarbonisation plans beyond 2030 that will be required to meet it. We continue to monitor developments in the UK regarding proposed requirements to disclose a climate transition plan in accordance with the framework developed by the UK Transition Plan Taskforce and our approach to setting a net-zero target will also be guided by preparations for this.

Our Scope 1 and 2 emissions reduction target is the driver for Group-wide strategic actions. Of the total Scope 1 and 2 base year emissions, 51% arise from purchased electrical energy, 31% from fleet transport and 18% from combustion of fossil fuels, predominantly for heating purposes. Therefore, our plans to achieve our carbon emissions reduction target are focused on principal strategic levers to address the areas where Wood has both significant emissions signatures and exercises operational control to change or eliminate them. Our initial focus to meet the first milestone, a 40% reduction, centres around:

- **Real Estate occupancy efficiency**
The procurement of new facilities and offices is influenced by sustainability and climate-related criteria enabling evolutionary improvements to the real estate portfolio. Wood continues to implement hybrid working opportunities for office-based employees which allows us to be more efficient in the sizing of the physical space Wood occupies. During 2023, we undertook energy audits across our UK and European portfolio as part of our compliance with Energy Savings Opportunity Scheme (ESOS). The outcomes from the audits, reported in 2024, identified a number of potential energy savings opportunities, ranging from behavioural changes and improvements in energy management practices through to long-term capital investments. These outcomes are informing our action plans to drive energy savings and reduce associated emissions in the short and longer term.
- **Renewable energy procurement**
We are taking action to switch our energy procurement to certified renewable energy sources. By the end of 2024, 40% of our total purchased electricity was from certified renewable sources. This is broadly in line with the prior year, however we are focused on identifying opportunities to increase this.

See pages 84 to 85 for details of our progress towards our Scope 1 and 2 emissions reduction target.

Impact on business and financial planning

The material impacts of climate-related issues on our business are set out in the table on page 77. The following sets out the impacts on our financial planning.

Wood participates in a number of markets where climate considerations may affect demand for our services, including Hydrogen, Carbon Capture, Oil & Gas, Chemicals, Minerals and Power. We factor this into our revenue forecasting by analysing addressable markets and prospective growth rates over time. During the process to update our strategy for the 2023-2025 strategic cycle, we engaged with external industry consultants and clients to inform our planning, which considered movements of our markets inclusive of climate-related impacts. This data, along with a sales pipeline that tracks opportunities aligned to our capabilities and strategy, forms the basis of our financial modelling.

Climate-related issues also impact our financial planning when making decisions on our sources of borrowing. Our strategy and capabilities aligned to the energy transition have, to date, provided us with the opportunity to access wider sources of borrowing including sustainability-linked facilities. As a result, during 2024 Wood had a balanced portfolio of debt facilities which included a five-year committed sustainable revolving credit facility. In late 2025, as part of the Debt Modifications, the sustainability conditions of the revolving credit facility were removed.

Climate-related issues are not currently a significant feature of budgeting for operating costs. Costs of managing carbon emissions are incorporated into our operational and functional budgeting process, e.g. procurement of energy efficient real estate and maintenance of carbon reporting software. There is potential for elements of our carbon reduction approach to result in incremental costs, particularly in the longer term as we progress through our action plans towards potential long-term capital investments required to reduce energy consumption and emissions. However, currently such costs are not considered to be significant and the actions to date, such as switching to the procurement of energy from renewable sources, have been relatively low cost or cost neutral.

Our insurance costs reflect the impacts of physical climate-related risks. They also reflect transitional risks and opportunities, to the extent that our overall insurance risk profile is influenced by market and reputational considerations, driven by changes in our strategy and demand for our services due to climate-related factors.

Whilst we are seeing insurers begin to include coverage for matters such as regulatory investigations related to climate-related disclosures, this has not impacted on insurance costs. Therefore, to date, the effect of climate-related matters on our insurance costs have been more influenced by macro global insurance market factors than by Wood-specific climate risk factors.

The area where climate-related issues could impact on the Group's assets and liabilities is on goodwill and other intangible assets, which are tested for impairment on an annual basis by comparing the carrying value of the assets to the value in use calculations, which are underpinned by the financial forecasts approved by the Board. As highlighted above, climate considerations may impact demand for our services and therefore either increase or reduce future cash flows of the Group, affecting the value of goodwill. Energy transition and decarbonisation trends represent potential growth drivers for the Group, which is well placed to benefit from the investment required by our clients to achieve net-zero in the longer term. Oil & Gas markets continue to generate significant value for the Group in the short term due to the global focus on energy security, whilst in the medium to long term we expect a shifting demand in Oil & Gas markets towards decarbonising operations. The relative sizes of the markets and the influence of climate-related matters on the rates of growth in both our energy transition-related and fossil fuel-related activities could influence the valuation of goodwill. In 2024, energy security continued to be the key driver of Group revenues and, whilst our revenue from sustainable solutions reduced overall, we saw and increased focus on sustainable fuels and feedstocks & materials recycling, and transition fuels such as LNG. Going forward, we expect these trends to continue in the near term. In 2024, the impact of climate-related matters on assets and liabilities was considered, amongst many other factors, in the overall market growth rates forecast in the annual impairment review of goodwill and other intangibles. Further information on the impairment review is contained in note 10 to the 2024 financial statements.

Building climate resilience into our business model and strategy

Wood is a provider of consultancy and engineering solutions to clients in Energy and Materials markets across the full lifecycle of their projects. We have a flexible business model that leverages the expertise of our talented and flexible workforce, our global scale and decades-long client relationships to respond to market opportunities. We have a long track record of evolving to position our capabilities and technical expertise for changes in our markets.

In our long history, Wood has transitioned from ship repair and marine engineering operations, to North Sea and then global oilfield services, and now a global engineering and consultancy company. This flexibility ensures that our business model and strategy is resilient to climate-related impacts in our markets, enabling Wood to benefit from opportunities from growth trends in energy transition and decarbonisation, and also resilient to climate-related risks as recognised in our principal risk of Strategic Delivery. We are committed to the ongoing assessment of the resilience of our strategy in different climate-related scenarios. The energy transition aspects of our 2019 qualitative scenario planning remained relevant for our current strategy for the cycle from 2023 to 2025, and in developing the strategy, high-level climate-related risks and opportunities were considered.

In 2024, we focused on refreshing our scenario planning with a high-level quantitative review over a 15-year time horizon (2024-2039), taking into account three climate scenarios selected from the IPCC's Sixth Assessment Report (AR6) Shared Socioeconomic Pathways (SSPs):

- SSP2-2.6 "The Middle of the Road" (<2°C Temperature Rise by 2100)
- SSP4-3.4 "A Road Divided" (2-3°C Temperature Rise by 2100)
- SSP5-8.5 "Taking the Highway" (>4°C Temperature Rise by 2100)

While the analysis highlighted the need for adaptive strategies across our markets, it showed continued revenue growth in all three scenarios over the assessed time horizon. We consider this demonstrates resilience in our strategy and through our focus on sustainability, resilience, and operational efficiency, we are well-positioned to generate long-term value across a range of climate scenarios.

 Read more on our business model on pages 22 to 23 and our strategy on pages 10 to 17

Sustainability continued

Risk management

Our overall risk management framework integrating climate-related risk assessment

Wood's process for identifying, assessing and responding to climate-related risks and opportunities is incorporated within our enterprise-wide risk management process and framework, which includes consideration of both existing and emerging regulatory requirements. This framework feeds into our principal risks and uncertainties reviewed by the Board and the ELT. See pages 90 to 91 for a detailed description of our enterprise-wide risk management process and framework. Climate change risk is not considered to be a standalone principal risk given its diverse nature but is regarded as a contributing factor to other principal risks. As such, the prioritisation and materiality of climate-related risks is considered as part of the overall materiality assessment of principal risks for the Group.

The physical risks associated with climate change, such as abnormal temperatures and weather, are considered in contract/project risk registers. Depending on the materiality, these may then be reflected within the Project Execution principal risk at a business group and BU level. Group-level climate change risks are considered through the climate and ESG risk registers, which were overseen in 2024 by the Strategy group function through its responsibility for Wood's sustainability approach. Business unit and functional risk registers are aggregated into a Group risk register which is reviewed at least twice per year by the Group Risk Committee (GRC). This ensures that the principal risks, including climate-related impacts, are identified, agreed, appropriately measured and effectively controlled, while also monitoring emerging risks.

The table opposite sets out our principal risks that are impacted by climate-related matters and the mitigations, monitoring and assurance in place that relate to climate matters. The table also shows any changes to mitigations from the prior year to show the evolution in our approach to managing such risks. See pages 95 to 98 for a full description of our principal risks and mitigations.

Principal Risk	Mitigation, monitoring & assurance	Changes to mitigations/adaptations compared to prior year:
Strategic Delivery Wood considers the major impacts of climate-related issues are the effect on the key elements of our strategy aligned to energy transition, decarbonisation and sustainable materials, and therefore feed into the Strategic Delivery principal risk.	- Strategic review of our portfolio and identified priority markets with external consultants and internal experts to refine our focus - Strategic risks analysed and appropriate mitigation actions put in place - Company level metrics/targets are cascaded and embedded into BUs with execution plans to achieve our strategy - Quarterly Business Review (QBR) process and Quarterly Functional Review (QFR) process in place across the ELT to measure progress both from a business and functional perspective against targets within the strategy	No change
ESG strategy and performance Climate-related matters are also reflected in our ESG Strategy and Performance principal risk which considers the risks related to the effectiveness of our ESG strategy to address, amongst others, our environmental responsibilities including climate change.	- Existing policies, procedures, management structures and Board oversight covering compliance with the key components of ESG - Monitoring of compliance and reporting in line with the UK Corporate Governance Code, covering governance responsibilities, with oversight provided by the Audit, Risk & Ethics Committee and the Board - Integrated ESG risk management within Company risk management framework - Active monitoring of developments in the ESG regulatory landscape - Safety & Sustainability Committee includes oversight of sustainability aspects with additional review by the full Board on an annual basis - Sustainability targets agreed with the Board and plans in place for target achievement and monitoring through Functional Reviews chaired by the CEO and attended by the ELT - ESG metrics included within management incentive schemes - External verification of certain key ESG performance data (e.g. carbon emissions) - Active monitoring and engagement of stakeholders	Increased monitoring of developments in the ESG regulatory landscape
Project Execution Our Project Execution risk considers any material climate-related risks that impact on our ability to successfully execute projects safely, to the expected quality, on time and within budget.	- Start up, project management, technical and resourcing execution plans for key projects supported by monitoring and reporting - Discrete projects team assists in start-up phase of key projects and embeds learnings from previous projects - Tender governance processes including Tender Review Committee at Group level and BU levels, in line with established Delegation of Authority - Financial Management Framework in place to ensure disciplined contract compliance, including variation orders and contractual requirements, at all phases of the project - Quarterly Business Reviews of BUs and Quarterly Project Governance Review of Top 10 Projects, chaired by the CEO and attended by the CFO, BU Executive Presidents and select Group Function Leaders - Technical functions in each of the BUs supporting consistent project delivery through focus on common operating model, standardised delivery applications and project management academy	No change

Metrics and targets

Measuring climate-related opportunities and risks

To measure our climate-related opportunities and ensure accountability for our climate-related impacts, we have established the targets set out below. These targets form part of our wider sustainability strategy and are aligned to the UN Sustainable Development Goals.

To reflect the importance of our ESG and sustainability programme, a range of ESG targets are incorporated in the application of our remuneration policies for the leadership team and wider workforce. In respect of climate-related metrics, for the 2022, 2023 and 2024 long-term incentive awards, a specific climate-related performance measure related to achieving our target of 40% reduction in Scope 1 and 2 carbon emissions by 2030 was included for awards made to executive directors and the Executive Leadership Team. This performance measure is worth 5% of the total award and performance is assessed over a three-year period. To enhance the rigour with which performance is reviewed, and to avoid reward for failure, the Remuneration Committee of the Board utilises the discretionary matrix when assessing bonus and long-term incentive plan outcomes in addition to the formulaic outcomes, which considers any year-on-year changes, market conditions and relevant environmental, social and governance (ESG) matters.

Risk/opportunity	Metric	Target	2024 performance	
Opportunity: Increased client scope for energy transition and decarbonisation services Risk: Strategic delivery	Cumulative revenue growth from sustainable solutions in energy transition and sustainable materials markets	To double revenue from sustainable solutions in energy transition and sustainable materials markets by 2030, from a 2021 baseline.	5%	Our sustainable solutions include services that help to mitigate the impacts of climate change such as renewable energy, alternative fuels, circular economy processes, processing of energy transition materials and decarbonising existing energy assets and operations
Opportunity: Increased access to capital and/ or improved cost of capital Risk: ESG strategy and performance	MSCI rating and industry/ peer group ranking	To consistently rank in the Top Quartile ESG investment ratings within our sector group by 2025.	Awarded AA rating from MSCI in 2024, within the top 22% for our peer group	Our approach to climate-related matters forms a key part of our ESG investment ratings and as such we utilise those ratings as a metric of our performance
Risk: ESG strategy and performance	Percentage reduction in Scope 1 and 2 carbon emissions from 145,083 tonnes CO ₂ e in our 2019 base year Percentage of offices single-use plastic-free	40% reduction in Scope 1 and 2 GHG emissions by 2030, compared to a 2019 base year. To ensure all Wood offices are single-use plastic-free by 2025	75% reduction from base year 59% offices assessed as single-use plastic-free	Our targets to reduce our carbon emissions and single use plastic consumption measure our own performance in reducing our climate impacts

Our Scope 1, 2 and 3 emissions are shown on page 84 together with our methodology for calculating GHG emissions. In respect of our Scope 1 and 2 emissions reduction target, whilst we see the setting of internal carbon prices as a significant aspect of our carbon reduction strategy, this is an area that requires more time to implement and we will continue to assess the feasibility of establishing internal carbon budgets to provide a platform to establish internal carbon prices in the longer term.

Historical performance for each of the above metrics is shown on pages 26 to 27.

Sustainability continued

Environment

Our environmental approach incorporates our delivery of innovative solutions to support the net-zero agenda, combined with management of the environmental impacts of our operations as we deliver across our large and diverse project portfolio.

Our vision to deliver solutions to transform the world is underpinned by our strategic focus on energy transition, decarbonisation and delivering the materials required for a net-zero world. The delivery of our strategy in these areas has the potential to drive significant environmental opportunities. At the same time, the nature of our activities may give rise to environmental impacts and we are focused on mitigating those.

Our environmental approach is informed by our voluntary commitment to integrate the UN Global Compact's environmental principles into the heart of our business:

- Principle 7: Businesses should support a precautionary approach to environmental challenges;
- Principle 8: Undertake initiatives to promote greater environmental responsibility; and
- Principle 9: Encourage the development and diffusion of environmentally friendly technologies.

Protecting and preserving the natural environment

Our HSSE policy sets out our commitment to acting in an environmentally responsible manner through identifying and managing environmental risks, preventing pollution, taking responsible steps to mitigate and minimise impacts, and continually improving environmental performance. In addition, our Code of Conduct details our expectations of our employees and business partners in respect of environmental matters, and our Supply Chain Code of Conduct includes our policy requirements for suppliers. In particular, we expect our suppliers to comply with all applicable environmental laws and industry requirements, manage their operations to prevent or minimise negative environmental impacts and drive continuous improvement in environmental performance, and where applicable, contribute to Wood's efforts to reduce emissions.

Further detail about our approach to environmental management at an operational level can be found on our Sustainability hub:
woodplc.com/sustainability

Wood operates in multiple jurisdictions, across a diverse range of work scopes, and for our site-based projects, we are often required to work within the client's environmental management system (EMS) and/or permits and licences. As a result, there is a wide range of potential environmental impacts to manage, as well as regulatory and compliance requirements to conform to.

In order to meet the commitments of our HSSE policy and expectations of our Code of Conduct in this diverse environmental impact landscape, we operate an EMS that is compliant with ISO 14001:2015, to which Wood has a Company-wide certification through Lloyds Register, which covers approximately 28% of our business by head count. The areas of our business to be included in the certification is a business decision which takes into account factors such as client requirements and cost-benefit analysis. For example, clients may require a certification in order to qualify for tendering. However, regardless of certification, our EMS and environmental standard apply globally to all operations where Wood has control or can assert influence over the control of environmental aspects and impacts.

Through our materiality assessment we have identified the environmental matters that are most material to our business and stakeholders. We have then distilled those into the following three key aims, forming the 'planet' pillar of our sustainability approach, to focus our actions in this area:

Our materiality assessment is available on our website:
woodplc.com/sustainability/materiality

Protect and preserve the natural environment and promote biodiversity

Fight climate change by decarbonising our own and our clients' carbon footprint

Reduce resource consumption and promote the benefits of a circular economy

The EMS is supported by Wood's environmental standard which sets out minimum requirements to ensure environmental risks are identified and managed appropriately, and we take steps to proactively reduce the impacts of our operations on the environment. The requirements of the standard include understanding of and compliance with legal and regulatory requirements; assessment of risks and opportunities; organisation and planning of control measures; stakeholder engagement; review and assurance of performance; and reporting and record keeping.

We undertake regular assurance activities including the annual certification of our EMS. During the 2024 annual certification process, two minor non-conformances were recorded, related to compliance obligations and assurance activities. Corrective actions are being implemented in 2025.

In addition to the annual external certification process, we undertook a number of internal environmental audits during the year. These consisted of both routine audits that we carry out at regular intervals and areas selected based on a risk assessment. No material issues were documented but certain areas for improvement were identified relating to matters such as waste management practices and these are being reviewed in 2025 to determine actions required, if any.

Environmental training continues to be an important tool to build competency in our business in order to mitigate our environmental impacts. As part of our simplification programme in 2024, responsibility to develop and roll out environmental training was passed to our business unit HSSE teams. We consider that this approach will enable them to tailor training to the environmental issues that are most relevant to their business and the specific training needs of their teams, and respond to changes in the environmental landscape.

Environmental risk management

Our process for identifying, assessing and responding to environmental risks is incorporated within our enterprise-wide risk management process and framework which feeds into our identification and management of principal risks. Environmental and climate-related impacts are reflected in several of our principal risks, in particular, Major Incident (HSSE), Strategic Delivery and ESG Strategy & Performance. More details on our risk management process and the mitigation, monitoring and assurance of principal risks are set out on pages 90 to 98.



2024 Environmental performance

Environmental incidents

During the year, we recorded 88 environmental incidents. All reported incidents were minor in nature, both in actual and potential impact. Consistent with prior years, the most common reported cause of incidents was defective/failure of equipment or tools, with hydraulic oil being the most common contaminant. Incidents are investigated to ascertain the root cause, enabling mitigation steps to be taken.

Overall, the number and frequency of environmental incidents has increased compared to 2023. In Q1 2024, improvements were made to our environmental incident reporting system to provide a more consistent approach to reporting and gather more in-depth information. This was accompanied by training focused on ensuring that all incidents are reported. As a result, the increase in incidents in 2024 was anticipated due to improved reporting, and this is enhancing our ability to analyse our environmental incidents and implement corrective actions where appropriate.

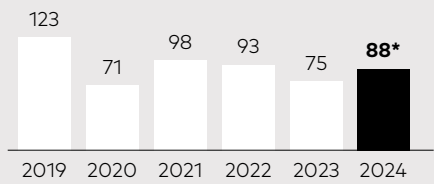
Regulatory compliance

There were no environmental regulatory actions in any jurisdiction during the year and Wood was not subject to any pending proceedings in 2024.

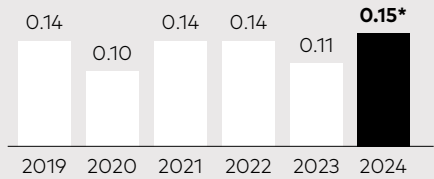
Promoting biodiversity

Our environmental standard addresses certain biodiversity issues by establishing minimum requirements in respect of areas such as habitat protection, protected or sensitive environments and management of invasive species. An environmental impact assessment is required to be carried out in compliance with the standard to ensure all the necessary steps are taken to protect nature and/or sensitive receptors. We recognise the growing importance of biodiversity to our business and stakeholders and, as such, it is an area that we continue to monitor, particularly in regard to the future adoption of the recommendations of the Taskforce on Nature-related Financial Disclosures into sustainability disclosure requirements applicable to Wood.

Number of environmental incidents



Environmental incident frequency rate per 200,000 work hours



* The increase in the number and frequency of environmental incidents in 2024 is due to improvements in our environmental incident reporting system and increased training to ensure all incidents are reported.

Sustainability continued

Carbon performance for the period 1 October 2023 to 30 September 2024

35,786

tonnes of CO₂e

Our carbon footprint and energy consumption in accordance with the UK Streamlined Energy and Carbon Reporting (SECR) regulations is shown in the table below.

Global GHG emissions and energy use data for period 1 October 2023 to 30 September 2024

	2023-24		2022-23		2021-22		2018-19 (Base year)	
Emissions from:	Wood UK Emissions	Wood Global Emissions	Wood UK Emissions	Wood Global Emissions	Wood UK Emissions	Wood Global Emissions	Wood UK Emissions	Wood Global Emissions
Activities which the Company owns or controls including combustion of fuel & operation of facilities (Scope 1)/tCO ₂ e	2,384	21,985	2,291	26,612	2,977	28,268	10,182	70,775
Purchase of electricity, heat, steam and cooling for own use (Scope 2, location-based)/tCO ₂ e	3,740	19,174	3,437	21,061	12,467	33,349	28,109	80,287
Purchase of electricity, heat, steam and cooling for own use (Scope 2, market-based)/tCO ₂ e	954	13,801	206	15,209	387	17,420	22,107	74,308
Total gross Scope 1 and 2 emissions (location-based)/tCO ₂ e	6,124	41,159	5,728	47,673	15,444	61,617	38,291	151,062
Total gross Scope 1 and 2 emissions (market-based)/tCO ₂ e	3,338	35,786	2,497	41,821	3,364	45,688	32,289	145,083
Energy consumption used to calculate above emissions (kWh)	29,422,000	148,379,000	28,210,000	172,078,000	73,237,000	231,130,000	149,619,000	493,319,000
Company's chosen intensity ratio: tCO ₂ e (gross Scope 1 + 2) (location-based) / \$100,000 revenue	0.63	0.75	0.73 ²	0.86 ²	2.11	1.13	3.58	1.75
Company's chosen intensity ratio: tCO ₂ e (gross Scope 1 + 2) (market-based) / \$100,000 revenue	0.34	0.65	0.32 ²	0.75 ²	0.46	0.84	3.02	1.68
Total Scope 3 emissions/tCO ₂ e	n/a	371,267 ¹	n/a	2,725,184	n/a	1,942,128	–	–

GHG Emissions Methodology

Wood has adopted an operational control approach to boundary setting as described in the GHG Protocol, and all data relating to our target is given using the market-based methodology of calculation. We have used accepted methods of calculation based on the WRI Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (revised edition). National conversion factor guidelines (e.g. Environmental Protection Agency, Environment Canada, DEFRA) have been utilised where appropriate. 2024 conversion factors have been utilised throughout the 2024 reporting period.

Wood has elected to report emissions data for the period 1 October to 30 September rather than align to our financial year and has done so consistently since 2017. Reporting on a financial year basis would necessitate the reliance on a significant amount of estimated data, particularly to calculate Q4 emissions, which would impact on the quality of the data that

is used to inform our actions to drive down emissions. As such, we consider that utilising a reporting period of 12 months to 30 September significantly enhances the accuracy of our emissions reporting, which in turn increases the quality of the information used in decision-making on actions to reduce our emissions.

Wood's chosen intensity ratio is calculated based on revenue, as revenue represents a key measure of our economic output and business success and is a metric that has a high degree of accuracy. The alternative measure would be headcount; however, this was not selected due to the potential for issues in boundary setting and variability, particularly around the impact of contractors and sub-contractors.

Scope 3 categories material to Wood – Purchased Goods and Services; Capital Goods; Fuel and Energy-Related Activities; Upstream Transportation and Distribution; Waste Generated in Operations; Business Travel; Employee

Commuting (including emissions relating to our employees working from home); and until 2022, Downstream Leased Assets.

1. The reduction in Scope 3 emissions from the prior year is largely due to the replacement of Quantis factors with EORA for the calculation of purchased goods & services, capital goods and upstream transport & distribution, following the retirement of the GHG Protocol Scope 3 Evaluator Tool in August 2023.
2. Intensity ratios for 2023 have been restated due to the restatement of revenue for 2023.

Addressing climate change

Our aim is to address climate change by decarbonising our own carbon footprint as well as helping our clients to achieve their net-zero ambitions. Our strategic focus is aligned to key market trends driven by climate considerations, including energy transition, sustainable materials, circular economy and decarbonisation, and presents opportunities for Wood to help our clients to address their carbon footprint which are discussed in detail on pages 76 to 77. The following focuses on our approach to addressing the climate impacts of our own operations.

2024 carbon emissions performance

The table on page 84 sets out our Scope 1, 2 and 3 emissions, as well as our methodology and reporting boundaries. Our 2024 carbon emissions data (excluding emissions intensity) was externally verified by an independent third party in line with the requirements of ISO 14064-3, to a limited level of assurance.

In 2024, we achieved a 14% reduction in absolute Scope 1 and 2 emissions (market-based) compared to the prior year, which has been achieved through:

- A continued focus on consolidating our real estate portfolio
- Lower fleet vehicle and heavy equipment fuel usage as certain lump sum contracts completed and were not replaced, in line with our preferred contracting structure

To date we have achieved a 75% reduction from our 2019 base year emissions, compared to our goal of 40% reduction in Scope 1 and 2 emissions by 2030. This reduction has been achieved without the use of carbon offsets. The focus of our carbon reduction strategy is on effecting behavioural change to reduce our emissions – offsets do not currently form part of our strategy though we may need to consider their use in the future for a small but hard to abate portion of our emissions profile.

Activity levels are a key driver of Scope 1 and 2 emissions, and as such there is potential for the reductions to reverse to a certain extent as greater activity at project site level may result in additional onsite fuel usage and associated travel.

We recognise that Scope 3 forms the largest part of our total emissions and that the calculation of these emissions relies on a significant amount of estimated data. We have continued our approach of reporting our Scope 3 emissions in 2024, as this is helping us to build up a profile of the drivers of these emissions and to take steps to increase accuracy in the underlying data, which will ultimately guide our approach addressing our Scope 3 footprint in the future. In previous years Quantis factors, provided through the GHG Protocol Evaluator Tool, were utilised to calculate Scope 3 emissions for purchased goods & services, capital goods and upstream transport & distribution, however this evaluator tool was retired in August 2023. As a result, in 2024 we replaced Quantis with EORA factors to calculate emissions from these categories. The reduction in our Scope 3 emissions compared to the prior year is largely driven by the change in factor set, and is due to EORA factors being more up to date and derived from more granular source data than the Quantis factors previously applied.

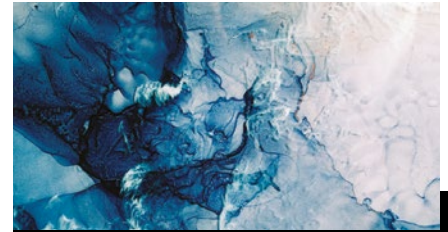
Target

40% reduction in Scope 1 and 2 GHG emissions by 2030, compared to a 2019 base year.

Progress

75%

reduction in Scope 1 and 2 emissions



Reducing resource consumption

We recognise the environmental benefits of responsible resource consumption and have a strong belief that an effective circular economy can help to further the pursuit of net-zero. Our strategic focus in materials markets includes working with our clients to deliver innovative solutions for materials recycling, with a focus on plastics, waste to energy projects and the development of sustainable materials through the use of sustainable feedstocks. We measure our performance in these areas through our progress towards our target to double revenue from sustainable solutions in energy transition and sustainable materials markets by 2030 (see page 26).

Within our own operations, we are reducing resource consumption through the delivery of our target to ensure all Wood offices are single-use plastic-free by 2025. Read more on our 2024 performance on page 27. In 2024, we also took steps to embed our Sustainability Code of Practice (SCoP) through the introduction of a requirement for certain projects to carry out an assessment using the SCoP. The Sustainability Code of Practice is a tool designed to facilitate the assessment of sustainability risks and opportunities at a site or project level and enable our teams to identify practical actions that can be implemented to drive sustainable practices, including waste reduction, water conservation and application of circular economy principles.

Target

To ensure all Wood offices are single-use plastic-free by 2025.

Progress

59%

offices single-use plastic-free

Sustainability continued



Profit

The Profit pillar of our sustainability approach refers to our commitment to generating stakeholder value in a fair, ethical and sustainable manner through our three aims to:

Promote fairness and transparency in business practice and performance disclosure

Partner with our supply chain to deliver sustainable growth and development

Deliver sustainable innovation and solutions through partnership and ingenuity

Target

100% of Wood labour suppliers sign up and comply with the Building Responsibly Principles by 2025.

Progress

87%

labour suppliers signed up

 [Read more on page 89](#)

Target

100% of our total suppliers sign up and comply with the Building Responsibly Principles by 2030.

Progress

37%

total suppliers signed up

 [Read more on page 89](#)

Target

Consistently rank in the Top Quartile ESG investment ratings within our sector group by 2025.

Progress

AA

Awarded AA rating by MSCI

 [Read more on page 54](#)

Target

Double revenue from sustainable solutions in energy transition and sustainable materials markets by 2030, from a 2021 baseline.

Progress

5%

cumulative growth in sustainable solutions revenue

 [Read more on pages 26 and 79](#)

SDG alignment

Ethics and Compliance

Our commitment to a strong, continually improving ethical culture remained throughout 2024, with a reinforced focus out of the findings of the Independent Review.

Our Code of Conduct (the Code) continues to be the foundation of the Wood Ethics and Compliance (E&C) programme, reinforcing the importance of doing the right thing, setting clear expectations for ethical business practices and promulgating guidance to employees on how to respond if faced with ethical decisions. The Code also sets out our ‘Speak Up’ resources and requires employees to report anything they feel does not reflect our values, our policies, or the law. We seek to create an environment where our employees feel empowered to speak up and in fact do speak up. Furthermore, Wood prohibits retaliation against any person who, acting in good faith, reports suspected misconduct or participates in an investigation.

The Code of Conduct is supported by a suite of global E&C policies and procedures, available in ten languages, covering the following topics:

- Anti-Bribery and Anti-Corruption (ABAC)
- Commercial Intermediaries
- Competition Law
- Conflicts of Interest (COI)
- Data Protection, including Breach Response
- Ethics Investigations
- Ethics Reporting and Anti-Retaliation
- Gifts and Hospitality (G&H)
- Sanctions, Export Controls and Anti-Boycotts

As part of its operating procedures in 2024, Wood undertook an annual review of its E&C policies and procedures to ensure they remained effective, considering: (i) changes in laws, regulations and guidance from regulators; (ii) changes in Wood’s risk exposure; and (iii) lessons learnt from investigations or assurance activities.

All directors, officers and employees of Wood as well as contractors, consultants, representatives, intermediaries and agents retained by Wood must comply with the Code and supporting policies and procedures. Any reports of non-compliance are investigated, and, if confirmed, appropriate corrective action is taken, up to and including termination of employment and/or business relationships.

Prior to 1 December, 2024, E&C sat within the Legal and Ethics & Compliance function and the Chief Ethics & Compliance Officer reported to the General Counsel. On 1 December, 2024, an organisational change was implemented under which E&C now reports to the Chair of the Audit, Risk, & Ethics (ARE) Committee of the Board of Directors, with a dotted reporting line to the General Counsel.

E&C continues to take a risk-based approach to strengthening governance and carrying out key priorities. As in prior years, in 2024 we focused on the following key areas:

1. ABAC Programme
2. Sanctions
3. Data privacy
4. Improving training and communications

The outcome of the Independent Review will influence the E&C programme for 2025 and beyond, in particular around ethical culture and Tone from the Top.

The ABAC Programme

Wood continued to operate under its three-year Deferred Prosecution Agreements (DPAs) with the Serious Fraud Office (SFO) in the UK and the Department of Justice (DOJ) in the first half of 2024. We submitted our third and final annual reports to both agencies in June 2024. We subsequently received confirmation that the DPAs have been dismissed by the SFO and DOJ on the grounds that we have successfully met the terms of both.

At the end of 2022, Wood committed under the ‘Inspired Culture’ pillar of its corporate strategy to increase its ABAC maturity from 3 (Defined) to 4 (Advanced) by the end of 2025. In 2024, we exceeded our end-of-year maturity target of 3.6, scoring 3.79. This reflects ongoing work across key areas of the programme including ethical culture, management of third-party risk, training and communications, risk assessment, reporting and investigations, and assurance. The target score by the end of 2025 is 4.0.

Assurance

In 2024, we delivered the first full year of an E&C assurance programme. The programme is based on three pillars: a pragmatic, risk-based approach; working in partnership with key functions and BUs; and integrating into business assurance where possible. Programme activities cover three areas: E&C, the business and internal audit.

Taking each in turn:

E&C programme assurance: We conducted ABAC-focused assurance, including on commercial intermediaries, supply chain, and E&C’s conflicts of interest system.

BU assurance: We participated in a business audit of two projects within one BU and led an audit on sanctions approval compliance within another.

Internal audit: We developed guidance on E&C requirements for internal audit and ensured that these were met in high E&C-risk Group-level audits.

Third parties

Consistent with efforts over the past several years, we maintained our focus on management of third parties. Regarding commercial intermediaries, Wood continues to prohibit, as a matter of policy, the engagement of sales agents and we only engage national sponsors where required by law. Recognising the significant improvement activity completed in recent years, during 2024 our focus was on maintaining, simplifying and assuring our commercial intermediary process.

Our Joint Venture Governance Programme remains a key focus of the ABAC Programme and further progress has been made in this area in 2024. Building on our review of our existing incorporated JV partners, in 2024 we completed a review of the E&C operational risks of our active incorporated JVs by identifying and assessing each JV’s E&C controls. This has resulted in a post-mitigation risk rating for each JV, which will be used to determine risk-based E&C monitoring and engagement requirements from 2025 onwards.

Our ABAC risk assessment and due diligence process for onboarding new suppliers is now well established and embedded in our supply chain processes and we continue to support Supply Chain with regular engagement and training. As a result, as noted above, the E&C assurance programme included elements of Supply Chain in 2024.

In relation to bribery and corruption (B&C) risks associated with clients & projects, during the first half of 2024, we successfully launched an automated process embedded in our CRM system which assigns an early-stage B&C risk score to every opportunity. For those opportunities deemed higher risk, these are flagged, and B&C guidance is issued automatically to the opportunity lead. E&C monitors these scores and uses them to target risk-based engagement and monitoring activities.

Sustainability continued

During the second half of 2024, E&C, in collaboration with other functions, started to scope the next phase on tender governance (including due diligence) and project execution risk. A process is being developed in collaboration with our Projects BU, and the intention is to pilot this in 2025.

Ethical culture & the Independent Review

Leaders across Wood play a key role in delivering Wood's Ethics & Compliance (E&C) programme, by emphasising ethical behaviour to our workforce and supporting those Speaking Up.

In large part, throughout the year, Wood leadership, working with E&C and in line with the Tone from the Top KPIs, reinforced E&C messaging by engaging with employees on various ethics and compliance topics including but not limited to anti-bribery/corruption, non-retaliation, conflicts of interest and commercial intermediaries. However, the issues identified as a result of the Independent Review, in particular those relating to failures in culture and inappropriate management pressure and override, demonstrate that there is significant work to do in order to re-establish employee trust in Wood's commitment to supporting those Speaking Up and setting the highest standards for business conduct while also demonstrating management's own compliance with the Code and our values through their words and actions. E&C was a key contributor to the formulation of the remediation plan and is a key stakeholder in its implementation.

The Chief Ethics & Compliance Officer meets regularly with the CEO and ARE Committee to provide updates on the status of the E&C programme. In addition, as part of the E&C programme, Wood has designated key leaders as Ethics Responsible Officers (ROs) to promote the Code and related ethics and compliance policies and procedures, as well as to support E&C initiatives. E&C recently updated its RO community to better align the ROs to their respective business operations and make it easier for employees to find their respective ROs as needed. In addition to attending the quarterly Business Ethics Forum meetings, in 2024, ROs continued to support E&C generally and in relation to specific initiatives, such as the Joint Venture Governance Programme.

Additionally, Wood strives to gauge ethical culture by partnering with a third-party to conduct an annual anonymous survey of employees in specific geographic regions. In 2024, the survey was distributed to over 3,200 employees in Latin America. E&C shares high-level output with leadership to help improve the culture and direct future training, engagement and communication efforts within those regions.

Ethics and Compliance training and communications

Training continues to be a key element in promoting Wood's culture and ensuring employees understand how to Do the Right Thing. Wood drives Company values through a multi-layered risk-based ethics and compliance training and communications plan that promotes accountability, leadership, honesty and integrity.

To maximise effectiveness, Wood develops its ethics and compliance training and communications plan on an annual basis. The plan incorporates a variety of approaches, including live training events, yearly computer-based training, as well as other communication channels, including but not limited to email newsletters, internal social media and a dedicated intranet page regularly refreshed with updated E&C resources. E&C reviews the plan every month for accountability and readjusts it as needed depending on internal and external circumstances.

In 2024, mandatory computer-based training entitled Leading with Integrity was assigned to more than 4,500 individuals who are in leadership roles or manage people. Wood provided this targeted, risk-based training to ensure our employees make ethical business decisions and do the right thing. One hundred percent completion was attained.

Managing cases

Wood values a culture of openness and accountability where anyone can Speak Up to seek guidance on ethical or compliance issues and/or report any known or suspected unethical, illegal or suspicious activity or concerns that the Code of Conduct is not being followed.

We encourage employees to use their line manager as a first point of contact to report ethics and compliance concerns with additional 'Speak Up' resources available as needed, including other managers, business leaders, HR, or Legal. Accordingly, many concerns are addressed without E&C intervention. However, employees may also contact E&C directly or use the Helpline, which is operated by an independent third party and allows anyone to raise a concern or report a suspected violation of our policies, procedures or the law.

Using the Helpline, reporters can raise concerns by telephone or online and may elect to remain anonymous. On a quarterly basis, ARE Committee is provided a summary of the use of all E&C Speak Up resources, as well as an update on initiatives to further promote the 'Speak Up' culture and Wood's Business Ethics Reporting and Anti-Retaliation Policy.

In 2024, E&C received a total of 135 concerns through the Ethics Helpline and various internal channels. All concerns

are reviewed, investigated as needed, and necessary disciplinary action and/or remedial action is taken as appropriate. Of the 17 allegations that were substantiated after review or investigation, there was one termination of employment for violations of Company policy.

Trade compliance

Our new risk-based sanctions due diligence and approval process has been trialled by Digital Consulting and is now ready to be adopted by the rest of the business. The new process has been shown to be more efficient and to focus attention on the prospects that need it most, as well as allowing for continuous monitoring of all current clients and owner/operators that present a sanctions risk.

New laws targeting the circumvention of the sanctions against Russia, have meant that we have had to be especially vigilant when bidding for work in countries that are sympathetic to Russia. We have put in place controls to prevent the re-export of Wood-supplied goods and services to Russia and also to safeguard against Wood's use of certain Russian origin goods. We have also seen an increase of Russian participation in projects outside of Russia and the Trade Compliance team continues to play an important role helping the business identify and mitigate that risk.

Data privacy and protection

Following on from a year of recruitment and transition in 2023, In 2024, the Privacy team focused on delivering leadership and support to some of Wood's major corporate projects.

Data Lifecycle Management

Privacy took the lead in reviewing and simplifying Wood's Global Data Retention Policy and Standard, which covers both personal data and business data, implementation of which will support privacy compliance as well as a reduction in data costs and increase efficiencies associated with data governance. Working with stakeholders across Wood, one single refreshed Standard was published and is now being implemented in Wood's business units-led Group IT. Privacy plans to support implementation in Human Resources and Health & Safety through 2026, to ensure compliance with global data minimisation and security privacy principles.

Diversity Reporting

Supporting Wood's Inspired Culture, Privacy provided advice and guidance in the re-scoping and delivery of improved Inclusion and Diversity reporting at Wood. We anticipate work on broader Inclusion & Diversity reporting to continue throughout 2026 and beyond, as global legal and regulatory reporting requirements and industry practice continue to develop.

Supply Chain

Our aim is to manage appropriately the risk presented to Wood when engaging with third parties who handle our people's or our clients' personal data, ensuring they comply with global data privacy principles and protect Wood from data incidents. We implemented regular engagement sessions with Supply Chain, improvements to the supplier onboarding process, the delivery of refreshed training and scoping of a managed improvement plan for 2025, including high-risk vendor review and general vendor risk classification.

Individual rights requests

Whilst we continue to receive a low volume of individual rights requests both in the UK and globally, we updated our process and provided guidance and training to our HR Compliance team in the UK. We expect to deliver phased training to our HR colleagues outside of the UK during 2025 and 2026 to support a consistent, single, globally applicable process for management of individual rights requests across our global footprint.

Growth in privacy laws

We continue to see the growth and development of new and updated privacy laws across the world in the countries where we operate. Through monitoring and gap analysis, Privacy ensures implementation of relevant processes to ensure Wood's global compliance. For example, in 2024 the Privacy team assisted the local team in Saudi Arabia in ensuring understanding and implementation of Saudi Arabia's new Personal Data Protection Law.

Incidents

Data privacy incidents within Wood and within third parties holding Wood personal data continue to be largely low risk, with the common theme being human error. However, we also received notification of cyber security incidents impacting two of our US Rewards suppliers. Whether Wood worker data was exposed cannot be determined, however the suppliers took precautionary measures to self-report the incidents directly to those affected and the relevant authorities. The incidents continue to reflect the ongoing rise in global cyber security events, the risks in sharing personal data with third parties and the importance of conducting due diligence on such third parties to protect our people's and our clients' personal data. Wood Privacy works in close collaboration with Wood Information Security to manage incidents with third parties and monitor trends both internal and external to Wood.



Partnering with our supply chain

We recognise that our supply chain is fundamental to achieving our business objectives. As such, it is important to partner with our third party suppliers to ensure that we deliver growth in a sustainable and responsible manner.

As a people business, Wood is committed to working to and promoting the highest standards of human rights and partnering with our supply chain to do the same. As part of this, and in recognition of our role as a founding member of Building Responsibly, we are focused on embedding Building Responsibly's worker welfare principles in our own business and our supply chain.

Wood has set two targets for compliance with the Building Responsibly principles by our supply chain. Based on a risk-based approach, we are requiring all of our labour suppliers to sign up and comply with the principles by 2025 and our wider supplier base to do the same by 2030. In 2024, we made good progress towards these targets with 87% of labour suppliers and 37% of total suppliers now signed up.

Our Supply Chain Code of Conduct is available at: [woodplc.com/scm](https://www.woodplc.com/scm)

We believe that the most effective way to drive positive change is through collaboration and education. We provide training modules to support our labour suppliers to understand the importance of worker welfare to Wood and to consider practical steps they can take to embed the principles within their own operations. We also provide a Supplier Support Hub on our website, to enable all of our suppliers to learn more about Wood's approach to sustainability more generally, our key policies and our expectations of suppliers in support of our sustainability objectives.

Target

100% of Wood labour suppliers sign up and comply with the Building Responsibly Principles by 2025.

Progress

87%

labour suppliers signed up

Target

100% of our total suppliers sign up and comply with the Building Responsibly Principles by 2030.

Progress

37%

total suppliers signed up

Principal risks and uncertainties

Managing our risks

The principal risks identified that face the Group are set out in this section. During the year, the Board has carried out a robust assessment of these principal risks as well as emerging risks and has monitored the Group’s risk management and internal control systems, in conjunction with the findings of the Independent Review (see page 122).

Risk management

Risk management is an integral part of sound management practice and an essential element of good corporate governance. It improves decision-making, enhances strategic outcomes and accountability, whilst promoting a risk-aware culture within Wood.

The Board is responsible for:

- Establishing procedures to manage risk, overseeing the internal control framework, and determining the nature and extent of the principal risks the Group is willing to take to achieve its long-term objectives
- Carrying out a robust assessment of the Group’s emerging and principal risks
- Monitoring the Group’s risk management and internal control systems and carrying out a review of their effectiveness

The Board is assisted in this assessment by the Audit, Risk & Ethics (ARE) Committee and the Safety and Sustainability (S&S) Committee, who are delegated responsibility for various aspects of risk, internal control, and assurance.

Group risk management framework

The Wood risk management framework is designed to comply with the 2024 UK Corporate Governance Code and align with ISO 31000 principles.

The Group risk management standard is the formal overarching risk management process within Wood that complements current policies and processes across the Group. The purpose of the standard is to:

- Ensure there is a formal, structured and consistent risk management process across Wood
- Identify, mitigate and manage risks that occur
- Provide visibility over business risks to inform leadership

A bottom up and top down approach is followed to facilitate the risk management process within the organisation, as laid out in the Group risk management framework. Risk registers are developed at an individual contract or project level and captured in our project risk management system. These risks are then escalated into the business grouping and captured into the corporate risk management system and rolled up into business unit risk registers, which are reviewed respectively by the business grouping and business unit Leadership teams every quarter.

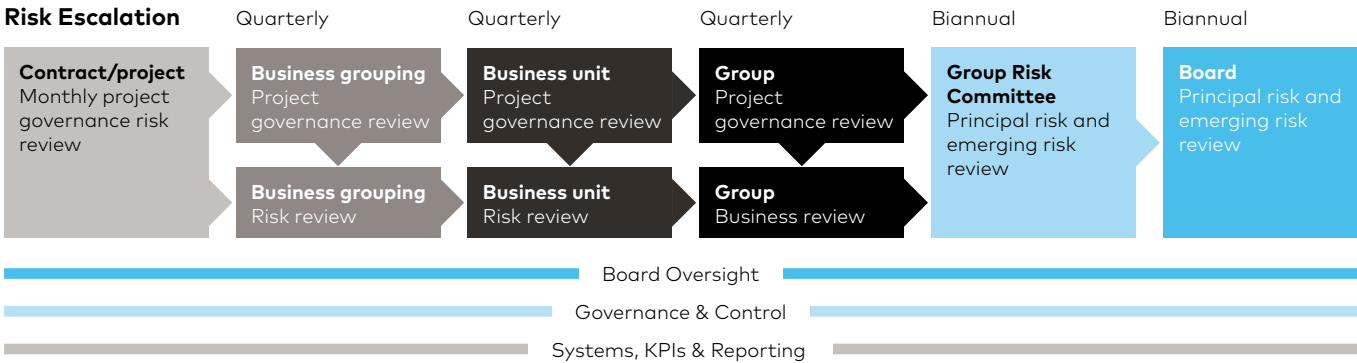
The business unit risk registers are subsequently reviewed as part of the Quarterly Business Reviews which are chaired by the CEO with attendance by the CFO, the other functional members of the ELT and the respective business unit leadership team members.

Group-level functional risk registers are also maintained, with the functional leadership teams reviewing these risk registers twice a year, and an ELT review at least annually as part of the Quarterly Functional Review.

The aggregation of the individual risk registers into a Group risk register was reviewed twice during the year by the Group Risk Committee (GRC), which is attended by the CEO, CFO, and all other members of the ELT to ensure that the material risks for the Group are appropriately measured and managed. The GRC is facilitated by the President Group Audit & Risk and the Group Risk VP. The overall focus of the GRC meetings is to ensure that the principal risks for Wood are identified, agreed, measured, and effectively controlled while monitoring emerging risks.

After the GRC meetings, the summary of principal risks is formally reviewed and challenged by the ARE Committee (who were delegated this responsibility from the Board in 2024) twice a year.

Group risk framework



During 2024, a number of system-related initiatives and improvements were conducted to enhance the way risk is captured, monitored, assessed and managed. These included:

- Continued embedding and maturing of risk management systems through training and awareness
- Further development and refinement of risk management tools to assist in reporting
- Rollout of systems to audit and assurance teams to enhance proactive governance of the risk and control environment
- Active integration with ESG risk management

Robust assessment of principal and emerging risks

The Board has carried out a robust assessment of the principal risks facing the business on a biannual basis. To support this, the Board and its Committees received regular reports from key functions such as safety, sustainability, Legal, Ethics and Compliance, commercial, finance, tax & treasury, IT, Group audit and risk, and HR, along with operational reports from the business units, which include key risks, information on compliance, with controls and reports on assurance activities where applicable.

ESG and sustainability

ESG and sustainability are transversal risks that can be found across our business, and over the last year, Wood's response to climate change obligations and ESG matters has developed and matured by aligning to the Company's strategy and the management of ESG risk.

All ESG risks are maintained within our corporate risk management system and map back to our principal risk of ESG strategy and performance, to ensure adequate oversight and governance in identifying, managing, and reporting such risks, mitigations, and control effectiveness.

Emerging risks

Wood's risk management framework includes a focus on identifying and assessing potential emerging risks. Emerging risks are identified throughout the year via the business grouping, business unit and functional risk processes, escalated and discussed during the GRC and further escalated to the ARE Committee as required.

This process follows the Group risk management framework, which applies to all risks.

A cross-check is also undertaken against the principal and emerging risks identified by Wood's peer group which helps to inform the mid-year Board discussion on risk. During the year, a series of interviews were carried out by the President – Group Audit & Risk and the Group Risk VP with each of the non-executive directors to understand their perception of the principal and emerging risks. The outputs of these interviews were then fed into the GRC and the ARE Committee risk sessions.

Emerging Risk	Description	Principal Risk Mapping
Global changes in the geopolitical environment	Global volatility could impact the safe, on-time and on-budget delivery of projects in the wider Wood portfolio, due to potential supply chain disruption, tariffs and regulatory changes. The business continues to monitor the impact of the rapidly changing geopolitical landscape to address potential impacts on project delivery.	Project execution Contracting Major incident Cyber security Sustainable cash generation Strategic delivery
Disruptive Technologies	The business recognises and continues to monitor disruptive technologies such as generative AI and their potential impact on our business model. Competitors' faster adoption and adaptation of these technologies could significantly reduce their costs, potentially eroding our hours-based market share.	Project execution Contracting Cyber security Strategic delivery
Climate change and extreme weather	Climate change and extreme weather risk scenarios are an integral part of individual project risk management. From analysis, climate change risk was not considered to be a standalone principal risk, but to be a significant contributing factor to other principal risks. The impact of climate change is reflected in the strategy to address energy transition.	ESG strategy and performance Project execution Contracting Major HSSE incident Strategic delivery

Principal risks and uncertainties continued

Risk appetite

The Group's risk appetite is defined by six broad risk appetite statements to ensure the current list of principal risks is adequately covered by the risk appetite statements. The Group's risk appetite is considered when setting the nature, extent and effectiveness of the key control mechanisms in place and the level of assurance activity required for each risk. A framework around the application of the Group's risk appetite to contracting models sets out the risk appetite for certain fixed price or lump sum (and other high-risk) contracts. Clear criteria exist for approval of these types of contracts by the Tender Review Committee and the process has been modified to reflect the Group's exit from lump sum turnkey and large-scale EPC projects. The process for ongoing monitoring of fixed price and high-risk contracts continues to include quarterly project governance meetings attended by the CEO, CFO and the business unit Executive Presidents as shown in the Group Risk framework.

Monitoring the risk management and internal control systems and processes

The ARE Committee receives bi-annual updates on the key controls in place in relation to each of the principal risks, the level of independent assurance activity carried out, and management's assessment of the effectiveness of the controls. As part of this monitoring, the ARE Committee ensures that corrective action is taken where necessary.

To ensure that responsibilities for risk and assurance are clear with the Committee structure, each principal risk and area of risk is assigned to either the Board or one of the Board Committees.

Accountability for managing risk is embedded into our business as described under the Group risk management framework section. Each business unit, business grouping, and function has responsibility for undertaking regular risk assessments, monitoring risk, and requires senior management to attest the control effectiveness of their risks as part of their ongoing accountabilities.

The Board's assessment of the internal control environment, as informed by Group Audit combined with the findings of the Independent Review is that improvement is required.

The Independent Review identified instances of management pressure and override to maintain previously reported financial positions. This resulted in the addition of the leadership culture principal risk and the associated remediation plan.

To improve the Group's internal control environment, continued focus is required to address Group Audit key themes and insights at a holistic level, increased levels of risk-based business unit assurance being carried out and actioned, and more rigorous monitoring and application of project controls / project governance at the project, business grouping and business unit level.

These changes need to be accompanied by sponsorship and ownership from the business unit Executive Presidents to embed change. Finally, the continued refinement and roll-out of the finance and HR operating models will ensure that roles and responsibilities are clearly understood in the Oracle / shared service environment.

 Details of the status of internal controls are included in the Audit, Risk & Ethics Committee report on page 120

Changes to the principal risks in 2024

#	Risk title	Trend				
		2020	2021	2022	2023	2024
1	ESG strategy and performance	—	—	—	—	—
2	Project execution	—	—	—	—	—
3	Contracting risk	—	—	—	—	▲
4	Major HSSE incident	—	—	—	—	—
5	Major investigation	—	▼	—	—	▲
6	Cyber security	—	—	—	—	▲
7	Financial viability	n/a	n/a	n/a	n/a	*
8	Leadership culture	n/a	n/a	n/a	n/a	*
9	Sustainable cash generation	n/a	n/a	*	—	▲
10	Major litigation	—	—	—	—	—
11	Failure to retain and attract critical staff	—	—	▲	▼	▲
12	Strategic delivery	n/a	n/a	*	▼	▲

Changes to the principal risks: ▲ Increase ▼ Decrease — No change * New

Going concern assessment

The Directors have assessed the Group's ability to continue as a going concern for 14 months from the anticipated approval date of the FY24 financial statements (currently 30 October 2025). This assessment considers liquidity, covenant compliance, and refinancing plans.

On 29 August 2025, Wood announced a recommended cash offer by Sidara Limited to acquire the entire issued share capital of the Company. This transaction underpins a comprehensive refinancing and recapitalisation plan, including:

- A \$450m capital injection from Sidara (\$250m post shareholder approval and \$200m on completion)
- Extension of existing committed debt facilities to October 2028
- A \$200m New Money Facility and approximately \$400m in guarantee facilities

Management's forecasts, including a severe but plausible downside scenario, indicate positive liquidity headroom throughout the going concern period, with the narrowest headroom of \$85m in October 2025. Financial covenants are expected to be met, and minimum liquidity requirements maintained.

Material uncertainties

Certain conditions to the transaction and initial funding remain outside the Group's control at the time of signing the FY24 accounts. While the Directors believe that the necessary steps will be achieved and that a realistic alternative to liquidation exists, their outcome cannot be guaranteed. Additionally, whilst Sidara has stated its intention for Wood Group to continue in its current form, there can be no certainty as to what Sidara will decide. The likelihood of any significant change during the going concern period is limited.

Accordingly, the Directors have identified a material uncertainty concerning the completion of the Acquisition, Sidara's plans for future operations and, in the absence of the successful completion of the Acquisition, the continued availability of sufficient, appropriate funding that may cast significant doubt about the Group's and the Company's ability to continue as a going concern and, therefore, the Group and the Company may be unable to realise their assets and discharge their liabilities in the normal course of business.

Based on current facts, agreed lender support, and anticipated completion of the Sidara transaction, the Directors consider the going concern basis of preparation appropriate.

Further details are included in the basis of preparation on page 159.

Principal risks and uncertainties continued

Viability statement

In accordance with provision 31 of the Governance Code the directors have assessed the Group's viability over the period to 31 December 2028.

The process of establishing the period over which the Group's viability has been assessed is subjective and considers a range of factors, all of which are indicative of slightly different time frames. In making their assessment the directors have considered these factors both individually and in aggregate and have decided that, on balance, the viability needed to be assessed covering the period to 31 December 2028.

As of 31 December 2024, the Group's principal debt facilities comprise a \$1,200.0m revolving credit facility (the RCF); a \$200.0m term loan (the Term Loan); and \$262.8m of US private placement debt (the USPPs and together with the RCF and the TL, the Existing Committed Debt Facilities). Subsequent to the balance sheet date, the Group obtained waivers from its creditors under the Existing Committed Debt Facilities in respect of non-compliance with financial covenants as at the balance sheet date and its historical non-compliance (including in respect of the financial year ended 31 December 2024 and earlier) and certain related undertakings. Each of the Existing Committed Debt Facilities are treated as current liabilities as at 31 December 2024. These facilities remain available to the Group at the date of authorisation of these financial statements.

As announced on 29 August 2025, the Company has now agreed the terms and conditions of a recommended cash acquisition by Sidara for the entire issued, and to be issued, ordinary share capital of the Company (the Acquisition) for 30 pence in cash for each share in the Company as part of a holistic solution designed to provide financial stability to the Company that includes (among other things): (i) Sidara providing a \$450 million capital injection to the Company; (ii) the Company having agreed an extension to 20 October 2028 of, and certain other amendments to, the Existing Committed Debt Facilities with the consent of its lenders (the Amendment and Extension); and (iii) additional and enhanced liquidity facilities for the Company (the New Money Facility and the Existing Guarantee Facility).

Based on the Amendment and Extension (covering a period to 20 October 2028), together with factors such as the Group's strategic and planning cycle and the visibility of operational backlog led the directors to select the period to 31 December 2028 to assess the Group's viability.

In order to make this assessment, the Board considered the current trading position and reviewed a number of future scenarios which stress-tested the viability of the business in severe but plausible scenarios. These scenarios considered the potential financial and operational impacts of the Group's principal risks and uncertainties arising and the degree of effectiveness of mitigating actions.

As indicated in the table on pages 95 to 98, these included, individually and in combination, multi-year reductions in demand, project execution and contracting risks, revenue growth risk, the impact of a catastrophic safety or cyber security incident, the fines and damage sustained by an ethical, regulatory or data breach or a substantial litigation. Based on the modelling performed, the Board's assessment was that expected financial stability following the Amendment and Extension and completion of the Acquisition, the flexibility of our business model and the mitigating actions available meant that in all plausible scenarios they considered the business would continue to be viable until 31 December 2028. Mitigating actions would include reduction of discretionary spend including bonuses, capex reduction or further disposals.

If the Acquisition is withdrawn, terminates or lapses for any reason, the Company has agreed with its lenders an alternative package of amendments to the Existing Committed Debt Facilities to implement an alternative refinancing (the Stable Platform). In this scenario, the maturity date of the Existing Committed Debt Facilities would be subject to a shorter extension to 20 October 2027 (unless the Company and 75% of each the RCF creditors, the Term Loan creditors and the USPP creditors agreed to extend the maturity date to 20 October 2028) and the Group would be subject to tighter undertakings and covenants. The New Money Facility and the Existing Guarantee Facility would each be draw-stopped in this scenario (unless consent was provided by the required super majorities under each facility). In addition, the Group would not have unfettered access to disposal proceeds – any net proceeds in excess of \$250 million would be mandatorily applied in prepayment of secured debt.

Additionally, if the Acquisition is withdrawn, terminates or lapses for any reason, the Company would be obliged to agree a recapitalisation plan with its creditors within 30 days and would therefore be reliant on receipt of creditor approval of any such plan in order to avoid a default under its facilities. The Board has considered a number of alternate recapitalisation plans which could be applied in this circumstance including the disposal of further assets and the raising of additional equity and/or debt. However, the Board recognises that the exact nature of the recapitalisation plan will depend on the factors giving rise to the Stable Platform being triggered and may include restructuring of the Group and business disposals that would be reliant on receipt of creditor approval in order to avoid a default under its facilities. There can be no certainty that such a plan would be approved. Accordingly, there can be no certainty that the Group will continue in its current form and / or that sufficient, appropriate funding will be available.

The assessment is based on the assumption that shareholders approve the Acquisition and that the Acquisition completes by the end of 2026. The Acquisition is subject to a number of conditions, including approval by the requisite number of shareholders at the Meetings and certain regulatory and antitrust approvals. There is no certainty at this point that the conditions will be satisfied as many of these are outside the control of the Group. As such, the Board has identified a material uncertainty concerning the completion of the Acquisition, Sidara's plans for future operations and, in the absence of the successful completion of the Acquisition, the continued availability of sufficient, appropriate funding that may cast significant doubt about the Group's and the Company's ability to continue as a going concern and, therefore, the Group and the Company may be unable to realise their assets and discharge their liabilities in the normal course of business as discussed further on page 159 and, consequently to the viability assessment.

Notwithstanding the material uncertainty explained above, taking account of the Group's expectation that the Acquisition will be completed as expected along with a rigorous assessment of going concern and liquidity, the directors have a reasonable expectation that the Group will be able to continue in operation and meet all its liabilities as they fall due up to 31 December 2028.

Analysis of principal risks

Board assessment of change in risk from 2023: ▲ Increase — No change ▼ Decrease V Considered as part of viability assessment ★ New	Responsibility: B Board A Audit, Risk & Ethics N Nomination R Remuneration S Safety & Sustainability
---	---

Strategic

Strategic delivery

V

B

▲

Risk profile

Failure to adapt and deliver strategic plans leading to diminished stakeholder confidence and impacts on growth and profitability.

The increased risk is due to the strategy not delivering the expected financial outcomes.

Mitigation, monitoring and assurance

- Strategic review of our portfolio identified priority markets with external consultants and internal experts to refine our focus
- Strategic risks associated with the strategy are analysed and have appropriate mitigation actions in place
- Company-level metrics/targets are cascaded and embedded into the BUs with execution plans to achieve the strategy

- Quarterly Business Review and Functional Review process in place across the ELT to measure progress both from a business and functional perspective against the targets within the strategy

Sustainable cash generation

V

A

▲

Risk profile

Challenges in generating positive sustainable free cash flow negatively impact shareholders confidence, leading to inability to support future investment in the business.

The increased risk is due to the strategy not delivering the expected financial outcomes.

Mitigation, monitoring and assurance

- Simplification programme to enhance Group profitability
- Group-level working capital improvement programme with professional advisory support
- Lower contract risk appetite to improve consistency of returns
- Minimum payment term standards for smaller contract values across the business
- Monthly business unit and ELT reviews of debt and cash performance and Board reviews against budget/forecast
- Short-term cash flow forecasting tool embedded within the business with weekly reviews
- Weekly monitoring of Group net debt
- Designated process for governance of capital expenditure

- Established processes for monitoring of working capital on a weekly basis in the business through to monthly management accounts, and Group Quarterly Business Reviews where accounts receivable and days sales outstanding are monitored
- Targeted improvement in days sales outstanding set within the Budget and Annual Bonus Plan metrics
- Credit policy in place with monthly reporting process
- Monthly monitoring and reporting of aged debt including any unbilled amounts
- Management of cash outflows from non-trading financial liabilities including phasing across the year to ensure payment plans are rateable against receipts

ESG strategy and performance

S

—

Risk profile

Our ESG strategy and performance does not effectively address our environmental, social and governance responsibilities, including in relation to climate change and regulatory obligations, leading to our business becoming an unattractive investment proposition for our employees, investors, lenders, communities, and other stakeholders.

Mitigation, monitoring and assurance

- Existing policies, procedures, management structures and Board oversight covering compliance with the key components of ESG
- Monitoring of compliance and reporting in line with the UK Corporate Governance Code, covering governance responsibilities, with oversight provided by the Audit, Risk & Ethics Committee and the Board
- Integrated ESG risk management within Company risk management framework
- Active monitoring of developments in the ESG regulatory landscape
- Safety & Sustainability Committee includes oversight of sustainability aspects with additional review by the full Board on an annual basis

- Sustainability targets agreed with the Board; plans in place for target achievement and monitoring through Functional Reviews chaired by the CEO and attended by the ELT
- Safety & Sustainability Committee includes oversight of sustainability aspects with additional review by the full Board on an annual basis
- Sustainability targets agreed with the Board; plans in place for target achievement
- ESG metrics included within Management incentive schemes
- External verification of certain key ESG performance data (e.g. carbon emissions)
- Active monitoring and engagement of stakeholders

Principal risks and uncertainties continued

Analysis of principal risks

Strategic (continued)

Financial viability



Risk profile

A combination of increased leverage, reduced operating cash flow, major litigation and a lack of access to bonding, impacting client, lender and investor relationships and challenging the Group's ability to be independently financially viable.

Mitigation, monitoring and assurance

- Group refinancing and recapitalisation in progress, to fund the business over the longer term
- 13-week rolling cash flow forecasts being prepared, reviewed and subsequently communicated to lenders; weekly review of cash forecast and active management of outflows
- Company-wide cash programme being led by President Group Treasury and Interim Group Financial Controller, including training, communications on cash, revised cash-related metrics to help improve time to bill and reduce overdue debt, and weekly cash calls attended by senior management
- Frequent, pro-active and open engagement with:
 - Lender group, including lenders' advisers led by Interim CFO and President Group Treasury
 - Investors, led by the Chair and President Investor Relations
 - Clients, led by senior operational leaders
- Frequent leadership meetings to share feedback from lenders, investors and clients to ensure that messaging is consistent and appropriate, supplemented by frequent Board meetings
- Modelling of plausible downside liquidity scenarios to support the going concern assumptions, the viability statement and as part of the wider Group business planning process, which includes identification of extraordinary cash preservation measures, should they be needed, such as additional disposals, asset disposals and additional management of outflows
- Three-month look-ahead for bonding requirements implemented
- External review of the covenant calculation/net debt model, including recalculation of prior year covenants and analysis of forward curves

Leadership culture



Risk profile

Independent Review findings showing instances of misalignment between tone from management and corporate governance requirements, leading to management pressure and override to maintain previously reported positions, over-optimism, poor tolerance of bad news and ineffective recognition of risks by leadership. One further finding of the Independent Review was that the cultural failings appear to have led to instances of information being withheld from, and unreliable information being provided to, the Group's auditors.

Mitigation, monitoring and assurance

- Oversight of the Independent Review by Independent Oversight Committee of the Board, under the leadership of the ARE Committee Chair
- Board, in response to dialogue with external auditors, commissioned an Independent Review which was performed by Deloitte LLP, with primary focus on: contract accounting within Projects BU; culture, governance and controls; financial reporting; and determining whether the identified issues raised concerns of wider contagion across the Group (further described on page 122 in the Audit, Risk and Ethics Committee section)
- Remediation Plan developed, to respond to address the findings of the Independent Review, sponsored by ARE Committee Chair and Interim CFO and to be delivered internally; created a new role, President Transformation & Risk to lead on remediation with external consultants being appointed to support the delivery of the Remediation Plan
- Tone from the Top communications led by the CEO, Interim CFO and ELT to address failure of leadership to Listen Up to concerns raised
- Finance culture change led by Interim CFO, and changes in key finance roles and responsibilities including Interim Group CFO, Interim Group Financial Controller, new Interim President FP&A
- Corporate governance programme for leadership, including training on directors' duties and UK corporate governance requirements
- Monitoring of the Remediation Plan delivery by the finance project management office, with monthly reporting to Remediation plan steerco and ELT, quarterly feedback to the Board, with oversight of the Remediation Plan from other key stakeholders

Health, Safety, Security & Environment (HSSE)

Major HSSE incident



Risk profile

Significant HSSE event (including a pandemic) leading to a major incident resulting in multiple loss of life, significant harm (including financial) damage to the environment, and damage to our reputation.

Mitigation, monitoring and assurance

- HSSE Framework setting out clear standards for HSSE management across Wood aligned to ISO standards
- Quarterly Business and Functional Reviews chaired by the CEO and attended by the ELT
- Business Continuity and Emergency Response Plans deployed
- Active reporting and investigation of incidents to track and trend within the operating environment

- Comprehensive assurance plans deployed across the Company
- Safety & Sustainability Committee provides Board oversight of HSSE performance and preparedness for major incidents
- Documented accountability at all levels in the Company
- Effective deployment of HSSE resources

Compliance and Litigation

Major investigation



Risk profile

Regulatory investigation or proceedings resulting from non-compliance with applicable legislation, which could lead to consequences, including financial exposure, penalties and reputational damage.

The increased risk is directly related to the FCA investigation announced in June 2025.

Mitigation, monitoring and assurance

- Suite of Wood policies that mandate compliance with applicable laws and policies
- Dedicated Ethics Responsible Officers across the business with increased engagement and training provided from the Ethics and Compliance team
- Anti-Bribery and Anti-Corruption (ABAC) programme with dedicated project manager, executive sponsor, and regular reporting to the Audit, Risk & Ethics Committee

- Robust compliance programme including our Code of Conduct and specific requirements around the appointment and management of commercial intermediaries
- Targeted programme of ethics and compliance training
- Ethics and Compliance provides support and guidance to the business

Major litigation



Risk profile

Legal action can result from a major incident, a major regulatory investigation, contracting issues, project execution or employee-related claims. Failure to manage litigation can lead to increased claims, damages, fines and penalties.

Mitigation, monitoring and assurance

- Controls over major incident, major regulatory investigation, contracting, and project execution risks
- Policies for management of litigation
- Group Legal, Contracts, Ethics and Compliance teams supported by external specialist lawyers, where necessary
- Group Litigation Report provided to senior executive and business unit leadership on a monthly basis, and to the Board on a quarterly basis

- Enhanced governance on major cases with senior executive and business unit leadership
- Identification of lessons learned arising from litigation and training in key areas

Technology

Cyber security



Risk profile

Impact on the confidentiality, integrity and/or availability of Wood or client data, and/or disruption to Wood business operations through malicious activity, unauthorised access, cyber-attack and/or physical or environmental event.

A continued escalating cyber threat combined with the increased publicity for Wood has led to an increased risk.

Mitigation, monitoring and assurance

- Dedicated security, governance, risk and compliance team led by Chief Information Security Officer
- Mature Information Security Management Framework that combines technical and process controls with a Group-wide programme of colleague awareness
- Comprehensive IT security policy/standards and procedures
- Extensive threat hunt and intelligence-gathering capability
- Utilisation of next-generation perimeter security and best-in-class end point detection and protection capability

- Mature cyber security incident and event management
- Security Operations Centre enabling 24/7 detect and respond capability
- Mandatory cyber awareness training and Group-wide continuous cyber education programme
- Monthly reporting to the ELT; quarterly reporting to the Audit, Risk & Ethics Committee and the Board, with an annual review by the Audit, Risk & Ethics Committee

Principal risks and uncertainties continued

Commercial and Operations

Contracting risk



Risk profile

Weaknesses in the contract bidding and award process, inappropriate pricing, misalignment of contract terms, challenging client behaviour, or failure to comply with contractual conditions could lead to reputational damage, and/or poor financial performance.

The increased risk is due to the size and scale of new contract wins in 2025.

Mitigation, monitoring and assurance

- Contracting policy and associated approvals process
- Tender governance process including Group Tender Review Committee
- Quarterly Business Reviews of the business units and Top 10 Projects (including key opportunities), chaired by the CEO and attended by the CFO and business unit Executive Presidents, including focus on lump sum contracts
- Pre-Contract Commercial Assessment providing additional controls over the pursuit of high-risk contracts, irrespective of contract value

- Commercial Handover policy provides a mechanism that ensures all risks (execution, commercial and contractual) and mitigations identified during the tendering process are understood and managed appropriately during project execution

Project execution



Risk profile

Failure to successfully execute projects safely and to expected quality, on time and within budget.

Mitigation, monitoring and assurance

- Start-up, project management, technical and resourcing execution plans for key projects supported by monitoring and reporting
- Discrete projects team assists in start-up phase of key projects and embeds learnings from previous projects
- Tender governance processes including Tender Review Committee at Group level and business unit level, in line with established Delegation of Authority

- Financial Management Framework in place to ensure disciplined contract compliance, including variation orders and contractual requirements, at all phases of the project
- Quarterly Business Reviews of business units and Quarterly Project Governance Review of Top 10 Projects, chaired by the CEO and attended by the CFO and business unit Executive Presidents
- Technical functions in each of the BUs supporting consistent project delivery through focus on common operating model, standardised delivery applications and project management academy

Failure to retain and attract critical staff



Risk profile

Problems in attracting and retaining critical staff could lead to insufficient capability and leadership to meet our strategic objectives, and not being seen as an employer of choice.

The increased risk is related to the uncertainty caused by the Independent Review, Wood's shares being suspended, the refinancing and the Acquisition.

Mitigation, monitoring and assurance

- End-to-end recruitment platform across Wood, to optimise internal and external recruitment activities, and ensure the right person, right place, right time
- Critical Position Resourcing reviews used at business unit level to highlight key vacancies and establish pipelines for future demand
- Succession planning in place for management and leadership positions with development plans in place for identified successors

- Employee engagement survey 2024 eNPS score in top quartile benchmark for energy and utilities industry, resulting from continued follow-up to employee feedback
- Continued focus from leadership on specific areas of retention concern
- Introduction of high-performance leadership framework to recognise and reward top performers

Approval of the Strategic report

This Strategic report set out on pages 01 to 98 was approved by the Board on 30 October 2025 and has been signed by the Interim CFO on behalf of the Board.

Iain Torrens

Interim CFO and CEO designate

Governance at a glance

The UK Corporate Governance Code 2018: How we comply

The long-term success of our Group is anchored in our commitment to high standards of corporate governance. In a year marked by challenges, we have fallen short of this commitment; the Board has however remained focused on strengthening governance as a foundation for recovery. The Board continues to shape its approach through the application of the UK Corporate Governance Code 2018 (the 2018 Governance Code).

The Board reviews its governance procedures to maintain proper control and accountability. Proper control, accountability and compliance with the 2018 Governance Code flow through the Group as a whole and the directors consider that the Group has fully complied with the provisions of the 2018 Governance Code throughout 2024.

We note the publication of the UK Corporate Governance Code 2024 (the 2024 Governance Code) which will begin to apply to Wood from 1 January 2025. The Group is undertaking robust action to implement the changes in the 2024 Governance Code, in order to ensure our continued commitment to meaningful governance.

Our Board is committed to maintaining transparency in its reporting. The table below details where in this report information can be found on how we have applied the principles of the 2018 Governance Code throughout the year.

The complete text of the 2018 Governance Code can be found on the Financial Reporting Council's website (www.frc.org.uk).

The Board has applied the 2018 Governance Code Principles (A to R) as follows:

1. Board Leadership and Company Purpose

A. An effective Board	109
B. Purpose, values and culture	108
C. Governance framework and Board resources	105 to 107
D. Stakeholder engagement	45 to 53
E. Workforce policies and practices	109

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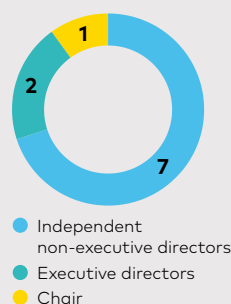
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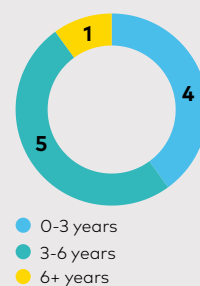
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Board composition as at 31 December 2024*

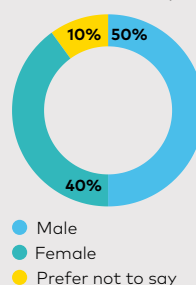
Board balance



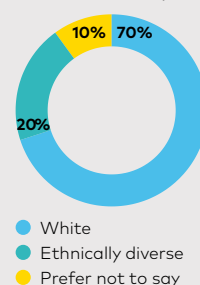
Length of tenure



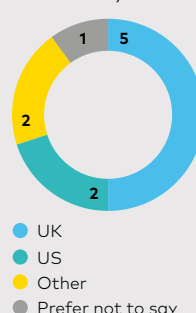
Gender diversity



Ethnic diversity



Nationality



Scheduled Board meetings held in 2024

7

Overall attendance

99%

Additional Board meetings held in 2024

15

Overall attendance

87%

*Changes to the Board composition since 31 December 2024 are disclosed on pages 102-103

Letter from the Chair of the Board



Roy A Franklin
Chair

Dear Shareholder

Welcome to the Governance section of our 2024 Annual Report and Financial Statements.

As highlighted in my Chair's Statement on pages 6 to 7, this has been an incredibly challenging period for Wood, and a painful one for our shareholders. Further information on the issues faced during the year, along with an explanation for the delay in publication of the 2024 Annual Report and Financial Statements and the subsequent share suspension can be found within my Chair's Statement.

The Board's focus during 2024 and so far in 2025 has primarily been the Independent Review, the remediation plan, the consideration of refinancing options and the potential acquisition of the entire issued share capital of Wood by Sidara. Considerable time and effort has been spent by the Board to address the issues faced and put steps in place to provide stability for the business and deliver the best possible value for our shareholders.

Independent Review

As highlighted in my Chair's Statement on page 6, we commissioned Deloitte LLP to conduct the Independent Review, with additional work by our external counsel. The Independent Review focused on reported positions in Projects, accounting, governance and controls. We published the headline findings of the Independent Review in March 2025, including the expectation that there would not be any material impact directly from the Independent Review on the Group's ability to generate cash in the future.

However, as a result of the Independent Review, we identified material weaknesses and failures in the Group's financial culture within Projects and engagement between Group Finance and Projects. This included inappropriate management pressure and override to maintain previously reported positions, including through unsupported dispensations, and over-optimism and/or lack of evidence in respect of accounting judgements. The cultural failings appear to have led to instances of information being inappropriately withheld from, and unreliable information being provided to, our auditors.

It has also led to new judgements on the most appropriate accounting standard to be used, in some cases based on the facts and circumstances identified by the Independent Review. Together, these have led to a number of prior year adjustments to the Group's income statement and balance sheet. Further details of the Independent Review can be found in the Audit, Risk and Ethics Committee section.

The Independent Review identified important and difficult findings that the Board has taken very seriously, including a failure of governance and oversight at many levels. Since the Independent Review, the Board has committed significant time and effort to ensure that we take actions to substantially improve our financial culture, governance and controls and has implemented a detailed remediation plan. Further details of the remediation actions we have taken are covered in detail in the Financial review.

Sidara acquisition

In April 2024, we received an approach from Sidara in relation to a possible offer for Wood. After significant engagement with both Sidara and our shareholders, we provided access to due diligence to see if a firm offer could be made at 230 pence per share. In August 2024, Sidara announced that it did not intend to make a firm offer for Wood, citing rising geopolitical risks and financial market uncertainty.

In February 2025, we received a new approach from Sidara that was followed in April 2025 by a holistic non-binding conditional proposal, comprising a possible offer of 35 pence per share, together with a possible capital injection of \$450 million. This offer was reduced to 30 pence per share in August 2025 when Sidara had completed its due diligence and made a formal offer for Wood. The transaction is conditional upon, among other things, the audit opinion on these financial statements not being the subject of any modified opinion in relation to the FY24 balance sheet.

In parallel, the Board, together with our financial advisers, explored a range of alternative refinancing and recapitalisation options with a view to providing Wood with an appropriate and sustainable long-term capital structure.

Having carefully considered the viability of these options, the Board believes that the Sidara offer represents the best option available to our shareholders, lenders and wider stakeholders. The Acquisition provides certain cash value for Wood shareholders at 30 pence per share compared to alternative options that the Board believes would likely generate materially less, and potentially zero, value for shareholders.

Importantly, the Acquisition also provides a capital injection of \$450 million, of which \$250 million will be available to Wood from the point at which (among other things) Wood shareholders approve the acquisition until October 2028, irrespective of receipt of regulatory approvals. The Acquisition also enables the amendment and extension of our existing committed debt facilities as discussed above. This incremental capital is essential to fund the business over the longer term.

Board Changes

We continue to assess the size and composition of the Board to ensure we have the right balance of skills to meet our requirements.

During 2024, in addition to the appointment of David Lockwood as a non-executive director in March 2024, which was detailed in the 2023 Annual Report and Financial Statements, Catherine Michel was appointed to the Board as a non-executive director. Catherine was appointed to the Board in May 2024. Further details on Catherine's appointment and induction can be found on page 113.

In April 2024, Arvind Balan joined as Chief Financial Officer (CFO) following the retirement of David Kemp. Arvind resigned in February 2025 and was replaced later that month by Iain Torrens as Interim Chief Financial Officer. Iain has been instrumental in driving the necessary change in our finance team and has brought significant relevant experience to the financial challenges we face.

It was also announced in May 2025 that Sue Steele, David Lockwood and Catherine Michel had decided not to stand for re-election as directors, and they resigned from the Board with effect from the conclusion of the 2025 AGM held on 18 June 2025. In the case of David and Catherine, the decision was reached mutually with the Company on the basis of each party's legal advice in light of the exceptional time commitment demanded by the Company's current position and, in the case of Sue, her decision was due to retirement. On behalf of the Board, I would like to share my appreciation to Sue, David and Catherine for their immense contribution to Wood. Following an assessment of the size, composition and balance of skills of the Board, Paul O'Donnell was appointed as a non-executive director in July 2025.

In June 2025, we announced that I would step down from the Board as soon as there was greater clarity regarding Wood's future direction. The publication and approval of the 2024 Annual Report and Financial Statements and the upcoming shareholder vote on the Sidara transaction brings this clarity and, as such, I will step down following the shareholder meeting at which these accounts are laid before our shareholders.

In October 2025, we announced that Ken will step down as CEO after the upcoming shareholder vote on the Sidara transaction and, on behalf of the Board, I would like to wish Ken all the best for the future. I am pleased that Iain Torrens will take over as our new CEO. Iain has demonstrated experience, leadership and decisiveness to guide the business through a very challenging period since he joined earlier in the year and is well-placed to lead Wood into its next chapter.

Safety

The safety and wellbeing of our people is Wood's priority and a primary measure of successful delivery. I am therefore pleased to report a significant improvement in Wood's safety performance during 2024 with a decrease across all safety metrics. Whilst we are encouraged by the performance and the safety culture within Wood, we are wary of complacency and the Board, the Safety & Sustainability Committee and the ELT continue to make it an ongoing focus for 2025.

We have continued to mature our Fatality and Permanent Impairment (FPI) approach and that, combined with our 'Make it Home' cultural strategy aimed at employee 'hearts and minds' engagement and our increased focus on leadership engagement, has delivered our 2024 Safety performance. The Board will continue to monitor, challenge, and analyse Wood's safety performance.

Sustainability

The Board has accountability for sustainability matters. Although certain responsibilities are delegated to the Safety & Sustainability Committee, I, along with the CEO and the majority of the non-executive directors, attended all the Safety & Sustainability Committee meetings during 2024. This approach reflects the importance of sustainability matters and the Board's commitment to overseeing them.

Through attendance at the Committee meetings, the Board oversaw key developments related to Wood's sustainability approach.

The Board continued its ongoing monitoring and reviewing of progress towards Wood's sustainability targets, including performance against carbon emission targets, and also gave consideration to the existing climate-related targets in the Long-term Incentive Plan.

To ensure Wood's approach evolves and matures in line with the evolving regulatory landscape and the developing expectations of its diverse stakeholders, the Board was consulted throughout the year on regulatory developments and advised on Wood's preparation in response. Feedback from stakeholder engagements was also received and considered.

Stakeholder Engagement

We continued to prioritise our engagement with stakeholders, recognising the unique relationship each group has with the Company. The Board played a crucial role in ensuring effective communication and engagement with these groups.

Further information on how we, as a Board, have fulfilled our duties to our stakeholders under s172 of the Companies Act 2006 can be found within the strategic report on page 44. Details of how the Board engaged with our various stakeholder groups throughout 2024, and how their views and input have informed the Board's decision-making, can be found on pages 45 to 53.

We remain committed to maintaining strong relationships with all of our stakeholders, and the Board will continue to play an active role in facilitating this engagement.

Looking ahead

We are now focused on improving the execution of the Company's strategy for our clients and employees, while delivering an outcome that delivers the best possible value for our shareholders.

I would like to end by thanking Wood's employees and clients for the continued support they have given us during this very difficult time and, on behalf of the Board and the Company, I thank all of our shareholders for your patience.

Roy A Franklin
Chair

Board of Directors



Roy A Franklin OBE

Chair and
Non-Executive
Director



Appointed: 2017
Chair since September 2019

Key skills and contribution to the Company

Roy brings to the Board more than 50 years' experience in the Oil and Gas industry, including strong strategic and operational expertise and extensive experience in chairing boards of listed companies. Such combined knowledge enables him to steer the Board's focus, promoting open and productive debate, and contributes to the Board's practical understanding of good governance. He has an outstanding track record and has demonstrated consistent and valuable leadership.

Experience

Roy initially spent 18 years at BP, latterly as head of M&A, BP Exploration, after which he was group MD of Clyde Petroleum and then CEO of Paladin Resources until its acquisition by Talisman Energy. Roy has served on a number of international energy boards including Equinor ASA (as Deputy Chair), Santos Ltd, OMV, Engean plc and Premier Oil (as Chair) as well as Amec Foster Wheeler until its acquisition by the Company in October 2017.

External appointments

Director of Kosmos Energy Ltd.



Ken Gilmartin

Chief Executive
Officer (CEO)

Appointed: 2022

Key skills and contribution to the Company

Ken was appointed as CEO in July 2022, having joined the Company in September 2021 in the role of Chief Operating Officer. It was announced in October 2025 that Ken would step down as CEO and as a Director of the Board after the shareholder vote on the Sidara transaction. Ken brings a wealth of industry experience and strategic leadership to Wood and is focused on delivering the Company's strategic priorities of driving profitable and sustainable growth, ensuring performance excellence and creating an inspired culture.

Experience

Ken began his professional career over 25 years ago in civil engineering with Deutsche Bahn. Prior to joining Wood, Ken spent 15 years at Jacobs where he held a variety of operational and project leadership roles including Executive Vice President of the People & Places solutions business where he held operational responsibility for more than half of Jacobs' overall business portfolio. Throughout his career Ken has worked internationally including leading the delivery of major programmes across multiple sectors in Europe, Asia, North America, and the Middle East region.



Iain Torrens

Interim CFO and
CEO designate

Appointed: 2025

Key skills and contribution to the Company

Iain Torrens joined Wood as Interim Chief Financial Officer in February 2025.

It was announced in October 2025 that Iain would replace Ken Gilmartin as CEO after the shareholder vote on the Sidara transaction.

Experience

Iain is a highly-experienced executive having served as Executive Director and Group CFO at several publicly-listed companies including TalkTalk Group plc and ICAP plc. Most recently, he was Chairman and non-executive director of Praxis Group Ltd. Over his 30-year career, he has accumulated significant leadership experience in refinancing, financial reporting, risk management, audit and compliance.

Iain is a Fellow of Chartered Accountants Ireland and holds a BSc in Economics (Banking & Finance) from Cardiff Business School and a Postgraduate diploma in Administration and Legal Studies from the University of Ulster.



Nigel Mills

Senior Independent
Director



Appointed: 2020

Key skills and contribution to the Company

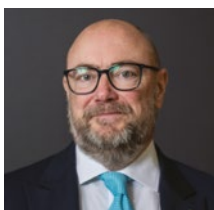
Nigel has extensive financial, commercial and investor relations skills, having advised some of the UK's largest companies across a broad range of end markets. His strong strategic financial experience ensures he is well-equipped to provide sound advice together with independent challenge to the Board. His contribution strengthens the Board's discussions and is invaluable as Wood strives for improved performance.

Experience

Nigel's executive career was in investment banking, as Chair of Corporate Broking at Citi and CEO at Hoare Govett. He retired as Senior Independent Director of Persimmon plc in May 2025.

External appointments

Senior Independent Director of Greggs plc.



Adrian Marsh

Independent
Non-Executive
Director



Appointed: 2019

Key skills and contribution to the Company

Adrian has a wealth of financial expertise in large multinational companies. He has a proven track record in financial, strategic and commercial roles and brings substantial audit, risk and audit committee expertise to the Board.

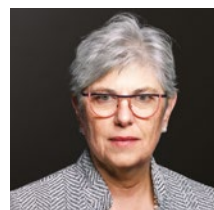
Experience

Adrian retired as Group Finance Director of DS Smith plc in June 2023. He was previously Head of Tax, Treasury and Corporate Finance at Tesco plc and has also held divisional CFO positions at both AstraZeneca PLC and Pilkington plc.

Adrian is a Fellow of the Association of Corporate Treasurers.

External appointments

Independent non-executive director and Chair of Risk and Audit Committee of Co-operative Group Ltd.



Brenda Reichelderfer

Independent
Non-Executive
Director



Appointed: 2021

Key skills and contribution to the Company

Brenda is an engineer with broad business leadership experience. She brings considerable global engineering and operational capability from multiple industries to the Board, together with valuable independent advice.

Experience

Brenda was previously a non-executive director of Meggitt Aerospace plc and a member of the Board of Hermetic Solutions Group.

Brenda has a Bachelor of Science in electrical engineering from Ohio Northern University.

External appointments

Chair of Federal Signal Corporation and Director of Moog, Inc.



Birgitte Brinch Madsen

Independent
Non-Executive
Director



Appointed: 2020

Key skills and contribution to the Company

Birgitte brings extensive global leadership in engineering and consulting within the energy sector. She enhances the Board's expertise in ESG and climate change and adds value with her knowledge of energy economics, regulation, and green technologies as Wood drives growth in energy transition markets.

Experience

Birgitte previously held the positions of Head of Projects and Engineering with Maersk FPSO's and Business Unit Head of Industry and Energy at COWI. Her role at Danske Invest, highlights her experience in sustainability in connection with the Sustainable Finance Disclosure Regulation. Birgitte has a Master of Economics and Finance from the University of Copenhagen.

External appointments

Chair of Milton Huse A/S, RUM A/S and DELPRO A/S and DELPRO WIND A/S; Deputy Chair of DEIF A/S and the Danske Invest Funds (a single board appointment with oversight of three funds, two of which are publicly listed). Birgitte is a board member of Hovedstadens Letbane I/S and Head of Audit of Metroselskabet I/S.

Key to Committee membership

- A** Audit, Risk & Ethics
- N** Nomination
- R** Remuneration
- S** Safety & Sustainability
- Chair



Paul O'Donnell

Independent
Non-Executive
Director



Appointed: 2025

Key skills and contribution to the Company

Paul brings over 25 years of experience in M&A and business transformation. A Fellow of Chartered Accountants Ireland, his extensive corporate finance and board-level experience broadens the range of expertise and perspectives on Wood's Board.

Experience

Paul has a Bachelor of Commerce degree from the National University of Ireland, Galway, and a Master of Accounting degree from University College Dublin. He was previously a managing director at Blackstone Advisory Partners and qualified as a Chartered Accountant at PwC.

External appointments

Non-Executive Director of EnerMech, Kemble Water Holdings, The Very Group, TalkTalk and PXGEO. Member of the Supervisory Board of Vron.

Former directors who served during the financial year

David Kemp

Chief Financial Officer

Appointed: 2015

Resigned: April 2024

Jacqueline Ferguson

Non-Executive Director

Appointed: 2016

Resigned: May 2024

Arvind Balan

Chief Financial Officer

Appointed: 2024

Resigned: February 2025

Susan Steele

Non-Executive Director

Appointed: 2021

Resigned: June 2025

David Lockwood OBE

Non-Executive Director

Appointed: 2024

Resigned: June 2025

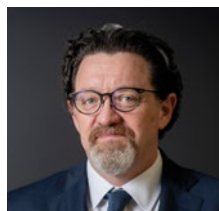
Catherine Michel

Non-Executive Director

Appointed: 2024

Resigned: June 2025

Executive Leadership Team



Ken Gilmartin

Chief Executive Officer (CEO)



Nick Shorten

Executive President, Consulting & Projects



Catherine Liebnitz

Chief Human Resources Officer



Iain Torrens

Interim CFO and CEO designate



Steve Nicol

Executive President, Operations



John Habgood

Group General Counsel and Company Secretary

Executive Leadership Team

The ELT operates under the authority of, and reports directly to, the CEO and comprises the CEO, CFO, the Executive Presidents of our business units (Consulting, Projects and Operations), and the executive leaders of our two Group functions, Human Resources (HR) and Legal, Contracts, Ethics and Compliance (LCEC).

The ELT supports the CEO with the development and implementation of Group strategy and with the management of the business operations of the Group.

Find out more about the ELT at:
woodplc.com/leaders

ELT changes during 2024

There were a number of changes to our ELT during 2024. As disclosed in the 2023 Annual Report and Financial Statements, Arvind Balan was appointed Chief Financial Officer in April 2024 following the announcement of David Kemp's retirement.

In January 2024, Lesley Birse retired from her role as Executive President, Human Resources and was replaced by Marla Storm as Chief Human Resources Officer. In addition, Martin McIntyre retired as Group General Counsel and was replaced by Michael Rasmuson.

Martin McIntyre remained in his role as Company Secretary until June 2024 and Michael Rasmuson was appointed as Company Secretary with effect from July 2024. In December 2024, Michael Rasmuson resigned as Company Secretary and John Habgood, Wood's Chief Ethics and Compliance Officer, was appointed as Company Secretary.

In March 2024, Mike Collins, Executive President of Business Sustainability & Assurance stepped down and Jennifer Richmond assumed responsibility for the function in addition to her existing responsibilities and was appointed Chief Strategy Officer in April 2024.

ELT changes during 2025

In February 2025, it was announced that Arvind Balan had resigned as Chief Financial Officer and Iain Torrens was appointed as Interim Chief Financial Officer with effect from February 2025.

In April 2025, Craig Shanaghey resigned from his role as Executive President of the Projects business unit and was replaced by Nick Shorten with effect from June 2025.

In August 2025, we announced that Marla Storm, Chief Human Resources Officer had resigned and was replaced by Catherine Liebnitz with effect from August 2025. In addition, Michael Rasmuson, Group General Counsel had resigned, and John Habgood assumed leadership of the LCEC function as Group General Counsel with effect from August 2025. It was also announced that Jennifer Richmond had decided to step down from her role as Chief Strategy Officer. The functions within the Strategy group have been assigned to new reporting lines across the ELT.

In October 2025, we announced that after 14 years at Wood, Azad Hessamodini, Executive President of Consulting, decided to leave to pursue other opportunities. Dan Carter will now lead Consulting, and will report to Nick Shorten, Executive President of Consulting & Projects.

In October 2025, Ken Gilmartin announced an intention to step down following the shareholder meeting to approve the Sidara transaction in November. Iain Torrens, currently Interim CFO, has been appointed to succeed Ken. A process is underway to identify a new CFO for the Group.

Governance Framework

Our governance framework comprises the Company's articles of association, delegated authorities, Committee charters, and matters reserved for the Board. Together, these elements establish robust controls that promote the success of the Company for the benefit of its stakeholders as a whole. The Board recognises that effective corporate governance is crucial for operating the business ethically and creating value for our stakeholders, and that the findings of the Independent Review highlight the need for further improvement in that respect. The Board is committed to such improvement in corporate governance as part of the Remediation Plan. More information on the division of responsibilities is set out on page 109.

The Board of Directors

The Board is collectively responsible for the governance of the Company on behalf of shareholders and is accountable to them for the long-term success of the Group. The Board focuses its time and energy on strategy, succession planning, significant acquisitions and divestments, the annual budget and performance against it, monitoring and assessment of culture, monitoring the performance of the management team, and risk management, specifically focusing on principal risks and the overall system of internal control (in particular in light of the Independent Review). The Company Secretary provides advice and support to the Board.

Board Committees

The Board has delegated some of its responsibilities to its four main Board Committees. The structure of the Board Committees is subject to ongoing review to ensure the highest standards of governance. The work of these Committees is supported by members of the ELT and other senior management.

Safety & Sustainability Committee Appointed by the Board to oversee the Group's management of Health, Safety, Security, Environment (HSSE) & Sustainability, consistent with the Group's values, purpose and strategy.  Read more on pages 124 and 125	Nomination Committee Leads the process for Board appointments, ensuring formal, rigorous and transparent procedures and making recommendations to the Board to ensure plans are in place for an orderly succession to both the Board and senior management positions, and oversees the development of a diverse pipeline for succession.  Read more on pages 112 to 115	Audit, Risk & Ethics Committee Responsible for various aspects of the Group's financial controls, financial reporting and external audit; the Group's Audit & Risk function including operational audit; the Group's risk management controls and processes; and the Group's management of its Ethics and Compliance programme.  Read more on pages 116 to 121	Remuneration Committee Oversees and is responsible for various aspects of remuneration and benefits of the Chair, executive directors, members of the ELT and the Company Secretary.  Read more on pages 126 to 146
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Additional Board Committees

Disclosure Committee The Disclosure Committee ensures timely and accurate disclosure of all information required to meet the legal and regulatory obligations and requirements arising from the Company's listing on the London Stock Exchange. During 2024, the Disclosure Committee met to consider, amongst other matters, potential disclosure requirements relating to disposals by the Group and the response to the unsolicited and conditional proposals received from Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (Sidara) to acquire the entire issued and to be issued ordinary share capital of Wood. The Committee comprises the CEO, CFO and the Company Secretary.	Standing Business Committee The Standing Business Committee approves new or ongoing transactions that the Company requires to enter into on a day-to-day basis. The Committee has and may exercise all the powers of the Board, except as may be prohibited by law, with respect to all matters referred to in the Committee's Charter. The Committee comprises the Chair, CEO and CFO, plus such other persons as the Committee may co-opt from time to time for the purpose of assisting with all or part only of any business within the Committee's remit.
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The Chief Executive Officer and the Executive Leadership Team

The CEO is responsible for running the business of the Group in close collaboration with the ELT.

Activities of the Board

Our Board is composed of highly skilled individuals who bring a range of skills and corporate experience to the boardroom (see pages 102 to 103).

The role of the Board is to lead and direct the Group, to promote its long-term sustainable success, generate value for shareholders and contribute to wider society.

The Board has a structured calendar for the year ensuring all relevant matters are considered and utilises its four principal Committees to ensure sufficient time is allowed for discussion. At each Board meeting, sufficient time is set aside for the Committee chairs to report on the contents of their discussions, put forward any recommendations to the Board which require approval and the actions taken. Board members are encouraged to attend all Committee meetings. Further information on the activities of the principal Committees can be found on page 105.

The Board typically schedules four in-person meetings and three calls throughout the year. During 2024, seven scheduled Board meetings took place: five 'in-person' Board meetings (four held in the UK and one held in the US (Houston)) and two Board calls (all held via video conference).

A significant number of additional meetings, as detailed in the table below, were held during the year to deal with

certain matters outside of the normal schedule of meetings, such as the approach from Sidara and the Independent Review conducted by Deloitte LLP.

In December 2024, the Board initiated a project which focused on Wood's refinancing options. Following the announcement of the Independent Review and the subsequent share price decline, the Board commenced ongoing weekly ad-hoc project meetings to address the evolving circumstances and to ensure timely discussion.

The Chair, CEO and Company Secretary meet in advance of each Board meeting to discuss and agree on the agenda for the next meeting, as well as discuss progress made on actions arising from the previous meeting. Board meeting agendas are aligned with the Board's annual programme. Following the Chair, CEO and Company Secretary's discussion, any additional topics are added to the relevant Board meeting agendas.

The following are covered as standing agenda items:

- Review of Governance and reports from each of the four principal Committees, and the CEO report
- Operations updates and functional updates from HR, Strategy, Legal, Contracts, Ethics & Compliance and Finance & Administration

The Board also receives presentations from management and discusses other matters.

Additional Board Committees

The Board established an Investigation Oversight Committee, consisting of the Chair of the Board, Nigel Mills, Adrian Marsh and Birgitte Brinch Madsen, following the decision to commission Deloitte LLP to conduct an Independent Review. All other non-executive directors were invited to attend the meetings.

Additional ad hoc Committees of the Board met during 2024, including the Defence Committee, to assist the Board in its responsibilities by reviewing, monitoring and supporting the Company's response to a potential acquisition by Sidara, and in respect of the Independent Review and the Board's consideration of potential refinancing options.

In 2025, the Board established the Transaction Committee, chaired by Paul O'Donnell. The Transaction Committee's responsibilities include: to oversee the negotiation and implementation of the proposed amendment and extension of the Company's committed debt facilities; if applicable, to oversee the development, negotiation and implementation of an alternative recapitalisation plan; to oversee the Company's disposal programme; to monitor the progress of the possible acquisition by Sidara and to support the transition, following the acquisition of Wood by Sidara, if successful.

Board and Committee attendance 2024

Attendance by directors at the meetings of the Board and its Committees is summarised in the table below. The dates of future Board meetings have been agreed until the end of 2026. Data is based on meetings from 1 January to 31 December 2024 and shows 93% attendance by all members.

Read the Charters of the Board's Committees at: [woodplc.com/charters](https://www.woodplc.com/charters)

Board and Committee attendance 2024*	Board (scheduled)	Board (additional)	Safety & Sustainability Committee	Nomination Committee	Audit, Risk & Ethics Committee	Remuneration Committee
Roy A Franklin	7/7	15/15	-	6/6	-	-
Ken Gilmartin	7/7	11/15	-	-	-	-
Arvind Balan ¹	5/5	5/5	-	-	-	-
David Kemp ²	2/2	3/3	-	-	-	-
Nigel Mills	7/7	13/15	2/2	6/6	9/9	10/10
Birgitte Brinch Madsen	7/7	15/15	2/2	6/6	3/5	4/5
Susan Steele ³	7/7	13/15	4/4	6/6	3/4	-
Adrian Marsh	7/7	12/15	2/2	6/6	9/9	-
Brenda Reichelderfer	7/7	14/15	-	6/6	-	10/10
David Lockwood ³	5/6	9/14	2/2	2/2	-	-
Catherine Michel ³	4/4	10/11	2/2	1/1	-	4/5
Jacqui Ferguson ⁴	3/3	3/4	-	5/5	4/4	5/5

1. Arvind Balan resigned from the Board with effect from 19 February 2025.

2. David Kemp resigned from the Board with effect from 14 April 2024.

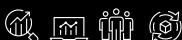
3. Susan Steele, David Lockwood and Catherine Michel resigned from the Board with effect from the conclusion of the 2025 AGM held on 18 June 2025.

4. Jacqui Ferguson resigned from the Board with effect from 9 May 2024.

* Attendance at Board and Committee meetings is noted as the number of meetings attended out of the maximum number of meetings possible for that director to attend, so accounting for appointments and resignations part way through the year. As noted above, a number of additional meetings were arranged during the year at short notice, and accordingly, in some cases directors were unable to attend; the relevant directors discussed their view with the Chair ahead of the relevant meetings.

Key Board activities

The principal areas of Board focus during 2024 and stakeholder groups considered, are outlined below:

Strategy  - Progress with implementation of the strategy throughout the year - Regular review of the Company's strategic KPIs - Review of business portfolio optimisation and divestment activity, including the sale of EthosEnergy and CEC Controls - Monitored the progression of the Simplification programme against key milestones - Regular updates with advisers on the proposals from Sidara and potential refinancing options for the Company	Safety & Sustainability  - Review of safety-related metrics and received updates on the maturity of Wood's FPI prevention programme to support our pursuit of safety in performance excellence - Approval of the Modern Slavery and Human Trafficking 2024 Statement - Updates were received at each meeting on the activities of the Safety & Sustainability Committee - Received updates on the progress against the Company's sustainability targets	People & Succession Planning  - Review of the Company's various initiatives on Diversity & Inclusion - Updates were received from the Nomination Committee and approval of non-executive director appointments - Review of succession plans in place for the Board, ELT and other senior management positions in the Group - The Board received regular updates from the Chief Human Resources Officer on employee engagement
Governance  - Director independence – each non-executive director is considered independent - Defence Planning Update with the Company's advisers - Commissioned Deloitte LLP to undertake an Independent Review and received updates on the progress. Further information on pages 122 - 123 - Review of the Matters Reserved to the Board policy, Committee charters, and roles and responsibilities of the directors - Review of the directors' external appointments and conflicts of interest register - Regular review of the Company's principal and emerging risks	Finance  - Updates were received at each meeting from the CFO, including reports of progress against forecasts - Review of preliminary results statement, Annual Report and Financial Statements, half-year results and trading updates - Review of debt and cash performance, including progress against target leverage policy - Updates were received at each meeting on the activities of the Audit, Risk & Ethics Committee - Regular review of financial position and potential refinancing options for the Company	Board engagement with shareholders and other stakeholders  - Extensive engagement with shareholders in respect of the proposals from Sidara - Bi-annual presentation to lenders by the CEO and the CFO - Regular reports received from the CFO on Investor Relations (IR) activities, including investor feedback and analysis provided by our brokers - The Chair, Senior Independent Director and the Chair of the Remuneration Committee make themselves available to meet with key shareholders - Extensive engagement with shareholders and lenders in respect of the Independent Review and potential refinancing options

Key to Stakeholder groups

						
Employees	Investors & Lenders	Clients	Community	Environmental stakeholders	Suppliers	Retirement plans: current and deferred workforce and pensioners

Purpose, values and culture

The Board oversees, experiences, assesses and monitors the Company's culture, values and purpose, seeking to ensure benefit for all stakeholders.

Defining our culture

Building and protecting the right culture is intrinsic to the overall success of the Company. As referenced in the strategic report, Wood's inspired culture is defined as:

- Ensuring the safety and wellbeing of our people
- Promoting empowerment and accountability for successful outcomes
- Setting a best-in-class standard for ethics and sustainability
- Embracing diversity and creating an inclusive workplace

Wood's culture is underpinned by our values which epitomise an unwavering commitment to what we believe in and how we behave. The outcome of the Independent Review has tested that culture and the Board is committed to rebuilding the culture of the Company such that it fully reflects our values. See page 04 for further details relating to our values.

Experiencing our culture

The Board is committed to engaging directly with the Company's leaders and employees to satisfy itself that the culture of the organisation meets expectations and is aligned with our purpose, values and strategy.

Throughout the year, the Board actively engages with, and listens to, employee groups through a variety of meaningful in-person and virtual engagements, including:

- Site visits: Board members undertake visits to multiple locations, taking the opportunity to learn more about our responsibilities and culture which permeates our teams
- In-person roundtables: when visiting key hubs, including in the UK and the US, the Board meets with different employee groups – such as regional leaders and graduate/early career cohorts – to discuss Company strategy, performance, vision and purpose, creating an open space for questions and feedback
- Townhalls: periodically the Board will attend townhall meetings to observe employee engagement in action, gaining an insight into front-line sentiment, feedback and priorities
- Leadership Listening sessions: the Board hosts regular virtual Listening sessions on a range of themes aligned to our culture and strategy with a cross-section of employees. The sessions provide the opportunity for the Board to listen and engage in a two-way dialogue format and are open to all employees to attend. See page 45 for the themes and outcomes of the 2024 Leadership Listening sessions.

These engagements are designed to provide the Board with valuable insights into the Company's culture and the engagement of our employees who are delivering complex solutions that are vital to energy security, energy transition and the supply of materials.

Assessing and monitoring our culture

The Board continuously assesses the culture of the Company through regular updates at Board and Committee meetings. This includes several key metrics reported on a quarterly basis which measure effectiveness of the Company culture, in alignment with the strategy:

- Safety: reducing recordable safety incidents
- Engagement: improving employee net promoter score and mitigating voluntary turnover
- Ethics: maturing anti-bribery and corruption programme
- Diversity: growing percentage of females in leadership positions

In addition, through the annual global employee engagement survey, the Board has the opportunity to gain insights into the strengths and areas of opportunity regarding the employee experience at Wood.

The Board is satisfied that building an inspired culture is core to the Company's transformation strategy, reinforced through its decisions and conduct.

Independent Review

As a result of the Independent Review conducted by Deloitte LLP, Wood identified material weaknesses and failures in the Group's financial culture within the Projects business unit and engagement between Group Finance and Projects. Further information on the Independent Review, the Board's commitment to improving our culture and the Company's focus on culture in the remediation plan can be found on pages 122 to 123.

Bridging the experience gap

Wood's ELT and Board spent time with Houston-based members of the Developing Professionals Network (DPN), Launch. During the event, the senior leaders took time to listen to the group and discuss important topics including the Wood graduate and early careers experience, strategic growth and personal development – with the senior cohort driving home the importance of speaking up and asking questions, to shape a culture of continuous improvement in the delivery of the early careers programme.

"I appreciated how interested the ELT/ Board were in Launch and that they were keen to hear our opinions."

Aisling Gilmore,
Piping Tech Prof I

Division of responsibilities

An effective Board requires the right mix of skills and experience. An overview of the skills and experience of each of the directors is set out on pages 102 to 103.

Board roles

As agreed by the Board and in compliance with the 2018 Governance Code, there is a clear separation of the roles of the Chair and the CEO.

The Chair is a non-executive director and is responsible for:

- The leadership of the Board, creating the conditions for overall Board and individual director effectiveness
- Providing coherent leadership consistent with the Group's vision and values, running the Board and setting its agenda, taking full account of all concerns of Board members, and ensuring there is a clear structure for, and the effective running of, Board Committees with appropriate terms of reference
- Ensuring effective communication with shareholders and other stakeholders, and that the members of the Board are made aware of the views of major investors

The CEO is an executive director and is responsible for:

- Running the business of the Group in close collaboration with the ELT
- Providing coherent leadership of the Group with the Chair, consistent with the Group's vision and values, developing Group objectives and strategy for approval by the Board, effectively leading the executive directors in the day-to-day running of the Group's business and setting out the Group's culture, values and behaviours

The Senior Independent Director is responsible for:

- Acting as a sounding board for the Chair and providing support in the delivery of the Chair's objectives
- Assisting shareholders who have concerns that have not been resolved through discussion with the Chair or CEO
- Leading the evaluation of the Chair on behalf of the other directors

Non-executive directors have responsibility for:

- Bringing constructive, independent challenge and judgement to Board discussion. The Chair and the non-executive directors meet periodically without the executive directors present
- Ensuring they are free from any relationships or circumstances which are likely to affect the independence of their judgement. The Board regularly reviews the independence of non-executive directors

The Company Secretary is responsible for:

- Advising the Board on all governance matters
- Ensuring information flows within the Board and its Committees, and between senior management and the non-executive directors
- Facilitating the induction of new directors and assisting with the ongoing training and development needs of Board members as required
- Facilitating an annual review of the effectiveness of the Board, Committees and individual directors

More information on the roles and responsibilities of the Chair, CEO and Senior Independent Director is available at: woodplc.com/investors/roles-and-responsibilities

For brief biographies of the directors see pages 102 to 103

Workforce policies and practices

The Board and/or ELT review and approve all key policies and practices which could impact our workforce and drive their behaviours. All policies support the Group's purpose and reflect our values, and are published on the Group intranet.

As a business, we seek to conduct ourselves with honesty and integrity, and believe that it is our duty to take appropriate measures to identify and remedy any malpractice within or affecting the Company. Our employees embrace our high standards of conduct and are encouraged to speak up if they witness any behaviour which falls short of those standards.

Mandatory training programmes are used to reinforce key ethics and compliance messages in areas such as anti-bribery and corruption, and conflicts of interest. All Board members and employees are required to notify the Company as soon as they become aware of a situation that could give rise to a conflict or potential conflict of interest.

Further details are provided on page 87 to 88

Composition, succession and evaluation

Appointments to the Board

We ensure that appointments to our Board are made solely on merit, with the overriding objective of ensuring the Board maintains the correct balance of skills, length of service and knowledge to successfully determine the Group's strategy.

Appointments are made based on the recommendation of the Nomination Committee with due consideration given to the benefits of diversity, including gender and ethnic diversity.

The Nomination Committee report on pages 112 to 115 provides further information on Board appointments, succession planning and diversity.

Board composition

The Board comprised ten directors during 2024.

The Board considers any recommendations made by the Nomination Committee with regard to Board composition and proposed appointments.

Non-executive directors comprised a majority of the Board (excluding the Chair) as recommended by the 2018 Governance Code.

Board independence

The Board considers that all of its non-executive directors were independent in character and judgement, and that there were no relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

External commitments and conflicts of interest

The Board takes into account other commitments when considering anyone for appointment to the Board, to satisfy itself that the individual can devote sufficient time to the Company and also to assess any potential conflicts of interest.

Conflicts of interest

The Board requires directors to declare any appointments or other situations which would amount to a possible conflict of interest, including those resulting from significant shareholdings, and to ensure that the influence of third parties does not compromise or override independent judgement. The Board has procedures in place to deal with and, if necessary, approve any such conflicts.

At the start of any Board or Committee meeting, directors are required to declare any conflicts arising from agenda items scheduled for that particular meeting and not to take part in any discussion of that particular item.

Board re-election

All Board directors are required to offer themselves for re-election at the AGM of the Company. Any director appointed after the AGM must stand for election by shareholders at the next AGM. As required by the 2018 Governance Code, the papers accompanying the resolutions proposing their election or re-election set out specific reasons why their contribution is, and continues to be, important to the Company's long-term sustainable success.

Access to independent advice

If any director has concerns about the running of the Group or any proposed course of action, they are encouraged to express those concerns which will then be minuted. No such concerns were raised during 2024. All directors are entitled to take independent professional advice at the Group's expense and have access to the advice and services of the Company Secretary, who is responsible for ensuring that Board procedures are complied with.

Board development

The training and continuing professional development needs of directors are periodically discussed at Board meetings. During the year, the Board focused on strategic initiatives to the Group's functions and spent considerable time addressing matters such as the proposals received from Sidara and the Independent Review conducted by Deloitte LLP. The Board received training from the Company's advisors on market conditions, share price performance, valuation analysis, UK regulations, the UK Takeover Code, and their fiduciary duties.

Arrangements are in place for newly appointed directors to undertake an induction process designed to develop their knowledge and understanding of the Group's business. This includes meetings with senior management, visits to operating sites and discussion of relevant business issues.

Following their appointment, directors are advised of their legal and other duties and their obligations as directors of a listed company under the Companies Act 2006.

Engagement with shareholders

Our IR activities are led by the CEO and CFO, supported by the IR team and other members of senior management as appropriate. We provide the opportunity for significant shareholders to meet with the CEO and CFO at least twice a year around the half-year and full-year results announcements, and with the Chair around the AGM. In addition, the Chair of the Remuneration Committee was made available to shareholders as required.

The Chair also has regular calls with the Company's brokers and IR to understand the views of shareholders and equity markets more broadly.

During 2024, engagement between significant shareholders and the Chair proceeded as normal, as well as increased engagement throughout April to August in relation to the Sidara proposal (see page 46). The engagement throughout the year focused on Wood's medium-term strategic objectives, operational and financial performance, balance sheet, and capital allocation.

2024 Board Evaluation

The 2018 Governance Code requires regular Board performance reviews to ensure effective leadership, direction, and control of the Company. These evaluations form the basis for continuous improvement and increased effectiveness of the Board.

The Board undertakes formal and rigorous annual effectiveness reviews of its performance and that of its committees, the Chair and the individual directors, using a combination of externally and internally facilitated evaluations. During 2024, an internal evaluation of the Board and its Committees was undertaken with the support of Clare Chalmers Limited.

The evaluation was conducted utilising survey questionnaires with each Board member and senior management. The results of the evaluation were shared with the Board and Committees with areas for continuous improvement identified.

2024 Board evaluation key findings and recommendations for 2025

The findings affirmed satisfaction in the mix of diversity and skills of the Board. Opportunities for improvement in the composition, performance and strategic focus of the Board were nevertheless, highlighted.

- Board composition and Culture – size of the Board considered to be larger than is needed. A reduction in the size of the Board to align with the size and function of the business would be considered beneficial to the business. This is also likely to enhance the Board's focus. This was achieved through the Board changes over 2024 and into 2025.
- Board oversight – clearer expectations around materials provided to the Board, especially for deep dives and Business Unit Head presentations, with an increased opportunity for the management team to come before the Board as this will help to ensure solid strategy for business growth.
- Stakeholders – scope for enhancing the Board's understanding of client needs and supplier treatment.
- UK governance and regulatory knowledge – more focused resource and understanding of UK public listed company requirements in the Secretariat function. This was achieved by the appointment of John Habgood, a solicitor qualified in England and Wales based in London, as Company Secretary.
- Actions relating to progress against these recommendations will be disclosed in the 2025 Annual Report and Financial Statements.

Progress against the 2023 Board Evaluation actions

Following the 2023 Board effectiveness review, areas recommended for improvement were reported in the 2023 Annual Report and Financial Statements.

In particular, one recommendation related to decision-making and greater clarity on why matters were coming to the Board. Clearer expectations set by the Board during 2024 ensured a better level of information reached them. There was better clarity surrounding what was required of the Board, leading to improvements in the Board's decision-making process. In each case, although there were improvements, the Board is mindful of the findings of the Independent Review in this regard – please see the remediation plan for further details.

Chair's performance

The evaluation of the Chair's performance was led by the Senior Independent Director, based on individual feedback from the non-executive and executive directors. There was positive feedback on the Chair's role in relation to the 2024 Sidara takeover bid, and an overall consensus that the Chair engaged well with the non-executive directors and ELT and displayed good leadership. The evaluation concluded that the Chair continued to be well-qualified to lead the Board.

Committee evaluation

The reports on each of the Board Committees prepared as part of the internally facilitated Board effectiveness review were circulated to the members of each of the respective Committees and subsequently discussed by those Committees.

Further details of each of the Committee evaluations are set out on pages 114, 125 and 145.

Sustainability of the Group's business model

Details on the sustainability of the Group's business model can be found within the going concern statement on pages 93 and 119.

Information on the impact of climate-related matters, including the impacts on the resilience of Wood's business model and strategy, can be found in our climate-related financial disclosures on pages 73 to 81.

How Governance supports strategy

The Board continually assesses the flexibility and sustainability of our business model, monitoring and reviewing our strategy (including our purpose and strategic objectives), assessing opportunities and identifying changing or emerging risks that could impact on the Group in the short, medium and long term.

Further information on how the Board has considered existing and emerging risks can be found in our principal risks section on pages 90 to 98.

Further information on the business model can be found on page 22.

Nomination Committee



Roy A Franklin Chair, Nomination Committee

Committee membership and meeting attendance in 2024*

Member	Attendance
Roy A Franklin	6/6
Nigel Mills	6/6
Birgitte Brinch Madsen	6/6
Susan Steele ¹	6/6
Adrian Marsh	6/6
Brenda Reichelderfer	6/6
David Lockwood ²	2/2
Catherine Michel ²	1/1
Jacqui Ferguson ³	5/5

Notes

* Includes scheduled and ad hoc meetings

1. Stepped down with effect from 18 June 2025
2. Appointed 10 May 2024 and stepped down with effect from 18 June 2025
3. Stepped down with effect from 9 May 2024

Committee meetings held

6

Overall attendance

100%

Main responsibilities:

- Reviewing Board structure, size and composition and making recommendations to the Board with regard to necessary adjustments
- Nominating candidates for the approval of the Board
- Ensuring succession plans are in place for the Board and senior executive positions, and overseeing the development of a diverse pipeline for succession
- Monitoring non-executive director independence and external appointments

Work of the Nomination Committee

The purpose of the Nomination Committee (the "Committee") is to lead the process for Board appointments, ensuring formal, rigorous and transparent procedures, and making recommendations to the Board to ensure plans are in place for an orderly succession to both the Board and senior management positions.

The Committee oversees the development of a robust executive leadership succession plan with a lens on creating a diverse pipeline of leadership talent.

The Committee also regularly reviews the composition of the Board Committees and the independence of the non-executive directors.

The Committee held three scheduled meetings during 2024 and focused on Board appointments, succession planning and diversity and inclusion. In addition, three ad hoc meetings were convened as needed, including to receive updates on the search for non-executive director candidates and to provide recommendations to the Board following the selection process.

Membership

The Chair, Roy A Franklin, chairs the Committee, with its membership composed solely of independent non-executive directors.

Paul O'Donnell was appointed to the Committee in August 2025.

Read the Nomination Committee Charter at:
woodplc.com/nomcommittee

Board appointments

In 2024, the Committee recommended the appointment of David Lockwood and Catherine Michel as non-executive directors.

As disclosed in the 2023 Annual Report and Financial Statements, David was appointed to the Board on 12 March 2024 following a process utilising Spencer Stuart, a global executive search and leadership consulting firm. Spencer Stuart provides no other services to Wood and is considered independent of the Company and the Board.

The Committee considered the existing skills, experience and diversity of the Board and Spencer Stuart helped to refine its specification for the additional non-executive director role and to identify suitable candidates. Selection criteria was agreed, with a preference for technology experience, given the importance of IT and digitalisation to the Group. In addition, following the resignation of Jacqui Ferguson as non-executive director in May 2024, efforts were made by the Committee to maintain gender diversity on the Board. The search process was completed, and the Nomination Committee reviewed a long list of potential candidates and agreed a short list of candidates for interview. The Committee valued Catherine Michel's extensive experience in technology, consulting, and transformation, recognising the appropriate blend of skills and knowledge she brings. Following this rigorous process, the Committee unanimously recommended to the Board her appointment as non-executive director which was approved with effect from 10 May 2024.

Arvind Balan was appointed as Chief Financial Officer (CFO) in April 2024; however, it was announced in February 2025 that Arvind Balan had resigned as CFO. The Board acted quickly to find a suitable interim CFO and Iain Torrens was appointed with effect from 27 February 2025. Iain is a seasoned CFO with the necessary capital markets experience and proven leadership in refinancing and financial reporting, as well as risk management, audit and compliance to support Wood during this critical period.

It was also announced in May 2025 that Susan Steele, David Lockwood and Catherine Michel had decided not to stand for re-election, and they resigned from the Board with effect from the conclusion of the 2025 AGM held on 18 June 2025.

In July 2025, we announced the appointment of Paul O'Donnell to the Board as a non-executive director. The Board, with support from the Committee, continuously assesses the Board's size, composition, and balance of skills, to ensure alignment with Wood's requirements.

Further details on Iain and Paul's appointment and induction will be disclosed in the 2025 Annual Report and Financial Statements.

Board and Committee composition and succession planning

The Board has a duty to ensure the long-term success of the Company, which includes ensuring that we have a steady supply of talent for executive positions and established succession plans for Board changes. The Committee considers the Group's succession planning on a regular basis, including consideration of the length of service of the Board as a whole, to ensure that changes to the Board are proactively planned and co-ordinated.

As part of the Board succession plans, and during the recruitment process for new directors, the Committee ensures that the Board is regularly refreshed and appointments are objective whilst also promoting diversity of gender, social and ethnic backgrounds and is cognitive of personal strengths.

The Committee also reviewed reports throughout 2024 on the ELT and senior management succession planning, including the Company's progress against its Diversity & Inclusion goals.

Following changes to the members of the Board during the year, the Committee reviewed the composition of the Board Committees. After evaluating the skills and experience of the Board members, the Committee proposed adjustments to the Board Committees' composition. These changes were approved by the Board and took effect on 10 May 2024.

During 2025, a key area of the Committee's focus has been on succession planning for the Board. Following recent events with the Sidara offer, the Committee is mindful of the need to address succession for my position as Chair of the Board, taking into consideration my decision to step down as Chair following the shareholder meeting at which these accounts will be laid before shareholders.

In addition, we announced that Ken Gilmartin would step down from his position as Group CEO and as a Director of the Board following the upcoming shareholder vote on the Sidara transaction. Iain Torrens will take on the role of Group CEO with effect from Ken's departure. The Committee will continue to focus on the search to identify a CFO for the Group.

Directors' Induction

Upon appointment, both Catherine Michel and David Lockwood received a comprehensive induction, including information about the Board, directors' duties, and the key activities of the Company and its business units.

Independence

The Committee also regularly reviews non-executive director independence. After careful consideration, the Committee confirmed that it regarded each non-executive director as independent for the purposes of the 2018 Governance Code. All non-executive directors are considered to be independent in character and judgement; with no relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

External appointments

The Board requires all directors to declare any external appointments and has procedures in place to monitor and approve such appointments to ensure the director continues to devote sufficient time and commitment to the Company.

Further information on the Board's external appointments can be found on pages 102 to 103.

The following changes to external appointments occurred during 2024*:

- Nigel Mills resigned as a director of QC Holdings Limited, The Queen's Club Limited and QC Ground Limited
- Birgitte Brinch Madsen resigned as a director of Arkil Holding A/S
- Brenda Reichelderfer resigned as a director from Tribus Aerospace

* Any changes to the Board's external appointments since 31 December 2024 will be disclosed in the 2025 Annual Report and Financial Statements.

Nomination Committee continued

Committee evaluation

The review of the Committee's effectiveness was facilitated internally with support from Clare Chalmers Limited as part of the Board's evaluation process set out on pages 111.

The findings of the Committee's evaluation conducted in 2023 recommended that further improvements to effectiveness could be achieved through more structure, including a clear schedule of matters to discuss throughout the year. Additionally, it was suggested to further consider succession planning and to further enhance the Board's skills matrix. During 2024, the Committee took appropriate steps to implement the recommendations from the evaluation.

The 2024 review considered the overall effectiveness of the Committee. The outcome of the Independent Review identified areas of focus for the Committee for continued improvement of its performance but noted that the Committee was operating effectively overall, with good leadership.

Diversity & Inclusion

The Committee remains committed to the FTSE Women Leaders, Parker Review recommendations and FCA Listing Rules requirements for gender and ethnic diversity on Boards. As of 31 December 2024, the Committee reported it had continued to meet its 40% female representation on the Board and had also met the aim of at least one Director from an ethnic minority background with two new members of the Board.

In 2024, we did not meet the target of one senior Board position (Chair, CEO, Senior Independent Director, and CFO) being held by a female. Each position appointed followed a robust and inclusive selection process with consideration of appropriate skills and experience for the roles. Two of the Committees – Remuneration and Safety & Sustainability – were chaired by women.

We ensured compliance with ethnic diversity targets set by the FCA Listing Rules and Parker Review recommendations. The Board and the Committee also approved management's goals with respect to improvements in gender diversity throughout the wider leadership, and received updates on progress throughout the year including in the context of ELT succession planning.

In light of changes to the Board in 2025, outlined on page 102 to 103, Wood no longer meets the FCA Listing Rules requirements for gender and ethnicity. However, the Committee remains committed to improving Diversity & Inclusion and will continue to take diversity into account when considering Board succession plans and future appointments. This is also considered in relation to the composition of Board Committees.

Further information concerning the Company's approach to the Parker Review, Diversity & Inclusion priorities, and data on the gender diversity of the ELT and their direct reports can be found on page 67.

In 2024, we updated our Diversity & Inclusion policy to reflect our commitment to encourage an inclusive environment where employees are involved, respected, connected, encouraged, cared for and welcomed. Differences underpin and create our diverse workforce, creating an inclusive organisation.

The Committee proactively seeks regular updates on and continues to monitor the implementation of our Diversity & Inclusion priorities, including:

- Improved gender and diversity representation in senior leadership roles and across the organisation
- Development of employee-initiated and led Diversity & Inclusion networks, to provide platforms for our employees to connect, learn, challenge and to share views. The networks provide a channel for employees to share and also to provide feedback on what Wood is doing well, and to recommend improvements. Our employee networks are open to everyone in the Company's global community. Further information can be found on page 68

Our people are our most valuable resource, and creating an inclusive working environment where they enjoy coming to work is fundamental to achieving our strategy.

Wood is committed to remaining an equal opportunities employer. As an inclusive and equal opportunities employer, Wood gives full consideration to applications for employment from all levels of ability where the requirements of the job can be adequately fulfilled by a person with impairment. Where existing employees become disabled, it is the Company's policy, wherever practicable, to provide continuing employment under normal terms and conditions and to provide training, career development and promotion to disabled employees wherever appropriate, as we would for any other employee.

 Read our Diversity & Inclusion policy at: [woodplc.com/diversitypolicy](https://www.woodplc.com/diversitypolicy)

Board and ELT Diversity as at 31 December 2024*

Each of the members of the Board and the ELT responded on a voluntary basis to a diversity questionnaire.

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
Gender diversity					
Men	5	50	3	6	75
Women	4	40	-	2	25
Other categories	-	-	-	-	-
Not disclosed/ prefer not to say	1	10	1	-	-
Ethnic diversity					
White British or other White	7	70	2	6	75
Mixed/multiple Ethnic Groups	-	-	-	-	-
Asian/Asian British	1	10	1	1	12.5
Black/African/ Caribbean/ Black British	-	-	-	-	-
Other ethnic group	1	10	-	1	12.5
Not specified/ prefer not to say	1	10	1	-	-

*Refer to changes to the Board and ELT since 31 December 2024 on pages 102 to 104

Audit, Risk & Ethics Committee



Adrian Marsh Chair, Audit, Risk & Ethics Committee

Committee membership and meeting attendance in 2024*

Member	Attendance
Adrian Marsh	9/9
Nigel Mills	9/9
Birgitte Brinch Madsen ¹	3/5
Susan Steele ²	3/4
Jacqui Ferguson ³	4/4

Notes

*Includes scheduled and ad hoc meetings

1. Appointed 10 May 2024
2. Stepped down with effect from 10 May 2024
3. Stepped down with effect from 9 May 2024

Committee meetings held

9

Overall attendance

90%

Membership

Adrian Marsh chaired the Audit, Risk & Ethics (ARE) Committee throughout 2024. Adrian has recent and relevant financial expertise having been, until 30 June 2023, the Group Finance Director of DS Smith plc. Adrian is currently Chair of the Audit and Risk Committee of Co-operative Group Ltd. Adrian is also a Fellow of the Association of Corporate Treasurers.

All the Committee members are independent non-executive directors. The Committee members' expertise and experience is set out in each of their biographies on pages 102 to 103. Paul O'Donnell was appointed to the ARE Committee in August 2025.

As Group Chair, Roy A Franklin is not a member of the ARE Committee but attended all meetings in 2024 by invitation, and all other non-executive directors are welcome to attend any meeting. The Chair of the Committee reports to each Board meeting on the activity of the Committee. The ARE Committee has a written charter, which is reviewed annually, setting out its roles and responsibilities.

Main responsibilities:

- Compliance with financial reporting standards and relevant financial reporting requirements
- Consideration of the financial and IT internal control environment
- Consideration of the Group's internal audit programme and results
- Review of the external audit relationship and provision of non-audit services
- Oversight of the Group's Ethics and Compliance programme
- Review of procedures for whistle-blowing and ensuring such arrangements support proportionate and independent investigation of such matters
- Oversight of the Group Audit & Risk function

The Committee held six scheduled meetings and three ad hoc meetings in 2024. The scheduled meetings were held in February, March, May, August (two meetings) and November, while the ad hoc meetings took place in March, August and December (with further meetings in 2025 as noted below). Four of the scheduled meetings were held in person. All other meetings were held by videoconference. Due to the importance of certain decisions taken during the year, select matters were escalated to the Board. These are laid out in the breakdown of Committee discussions on page 118.

In addition to the members of the Committee, the CEO, CFO, Group Financial Controller, and President - Group Audit & Risk attended all Committee meetings. The external auditors, KPMG, attended all meetings with the exception of the first meeting in August, which was a Committee-only session specifically to discuss the half-year risk review. The Group General Counsel attended all Committee meetings, with the exception of the first and second meetings held in August. The Chief Ethics and Compliance Officer attended to present his items with the exception of the meetings in November and December which he attended in full. During the year, other relevant people from the business presented to the Committee on the topics as set out below.

The Chair of the Committee also held regular update calls with the CFO and President - Group Audit & Risk. The President - Group Audit & Risk, the Chief Ethics and Compliance Officer, and the external auditors have the right of direct access to the Chair of the Committee at all times, and to meet the Committee without management present.

Read the Audit, Risk & Ethics Committee charter at:
woodplc.com/auditcommittee

Independent Review

From a Committee perspective, the second half of the year was dominated by the backdrop to the Independent Review, the Independent Review itself and the effect on both the preparation of FY24 financial statements and the external audit.

The Independent Review stemmed from concerns around the potential for management over-ride and the processes surrounding financial reporting in the Company. These arose from the circumstances in relation to the HY24 write-down of \$140 million in respect of our exit from LSTK and large-scale EPC work (covered in the August (third meeting) of the Committee), the descope from KPMG's engagement of its review of the 2024 interim statements by the Board, and other concerns arising out of or following the HY24 interim review process, through the period up to the commissioning of the Independent Review. Following dialogue with KPMG on their continuance as external auditors, the Board commissioned the Independent Review. Accordingly, the November and December Committees were focused on auditor continuance, the Independent Review and the ramifications on KPMG's FY24 audit plan and execution. Following the November Committee, oversight of the Independent Review was delegated by the Board to a dedicated Investigation Oversight Committee, which was led by the Committee Chair. Prior year adjustments were covered in Committee meetings in 2025.

Further detail on the Independent Review is provided at page 122 and a full breakdown of the areas discussed at the Committee meetings is below:

February

- Review of the material issues and key areas of accounting and tax judgement impacting the 2023 Group financial statements, including the classification of exceptional items, goodwill impairment reviews, dispensations from Group accounting policies, material provisions, uncertain tax positions and the accounting for significant contracts
- Review of Group Audit & Risk reports and status
- Update on KPMG's external audit status, independence and preliminary conclusions
- Approval of KPMG's non-audit fees

March (first meeting)

- Review of the draft 2023 Group financial statements and related disclosures
- Review and approval of the 2023 Audit, Risk & Ethics Committee Report
- Status update on KPMG's 2023 external audit work and draft audit opinion, including discussion of their key findings and judgemental areas
- Review of the Group Audit & Risk annual summary for 2023 and the overall Internal Financial and IT Controls assessment
- Review of the Group Ethics and Compliance Programme
- IT security update
- Review of KPMG audit effectiveness
- Presentation from Bates White on the asbestos liability

March (second meeting)

- Final review and recommendation to the Board for approval of the 2023 Group financial statements and related disclosures, including the going concern and viability statements
- Final review of KPMG's 2023 external audit work and final audit opinion

May

- Review of significant accounting, tax and treasury matters
- Debrief of KPMG 2023 audit, review of their draft plan for 2024 and approval of the 2024 engagement letter
- Review of Group Audit & Risk reports and status
- Review of the Group Ethics and Compliance programme
- Review and approval of Committee Charter
- Review with Executive President - Operations of an unsatisfactory Group Audit & Risk report and the changes made to address
- IT security update with the Group Chief Information Officer (CIO)

August (first meeting)

- Risk session focusing on risk amplification, principal risks, emerging risks and half-year risk disclosures (previously covered by the Board)

August (second meeting)

- Review of significant accounting, tax and treasury matters
- Update on KPMG's 2024 interim financial statements external review, their review, their draft review opinion and discussion of their key findings
- Review of KPMG's half-year management representation letter
- Review of KPMG's draft full-year 2024 audit scoping
- Review and recommendation to the Board of the draft 30 June 2024 Group interim financial statements, including key accounting and tax judgements, going concern, goodwill impairment reviews, and classification of exceptional items
- Review of Group Audit & Risk reports issued, status update against the 2024 plan and approval of changes to the 2024 plan
- Effectiveness review of internal and external audit
- Approval of changes to the Group Audit & Risk Charter
- Review of the Group Ethics and Compliance programme
- Update of the status of UK Corporate Governance reforms and the preparatory work being carried out
- Cyber security update

August (third meeting)

- Update following a review conducted of exceptional items and other provisions
- Update on impairment charge recognition as at 30 June 2024
- Update from KPMG in relation to exceptional items and other provisions

Following the third meeting in August, in light of the implications for the refinancing timetable, the decision regarding the issuance of the half year results was passed from the Committee to the Board.

Audit, Risk & Ethics Committee continued**ARE Committee and PLC Board and other meetings related to the half year results and subsequent events****August (PLC Board)**

- Consideration of interim review timeline in context of wider refinancing, market expectations following Sidara's withdrawal and the consequences of issuing half year results on an unreviewed basis including advice from independent specialists
- Vote to proceed with issuing half year results on an unreviewed basis
- Instruction to descope the review of the 2024 interim financial statements; accordingly, no review report was issued by KPMG

October (PLC Board sub-committee)

- Confirmation of approach to request that KPMG recommence their review of the interim financial statements in light of refinancing requirements. Note that KPMG did not agree to recommence review given concerns

ARE Committee meeting November Independent Review related

- External audit continuance and consideration of several concerns raised by our auditor, including a review into the facts and circumstances of the half-year adjustments, concerns about the competence, integrity, ethical values, and diligence being demonstrated by those in management responsible for financial reporting within Wood and the decision to commission the Independent Review
- Discussions with KPMG in relation to concerns relevant to continuation
- Approval of KPMG's 2024 external audit plan and audit fees, subject to the Independent Review

Non-Independent Review related

- Review of significant accounting, tax and treasury matters
- Group Audit & Risk status update
- Review and approval of the draft 2025 Group Audit & Risk Plan
- Review of control observations on Projects business unit by the new President Finance
- Corporate Governance update
- Review of the Group Ethics and Compliance programme
- Cyber security update

November (PLC Board)

- Consideration of the results of the internal review into the facts and circumstances of the half-year adjustments
- Discussion on external audit continuance on behalf of the ARE Committee following further concerns raised by KPMG and commissioning the Independent Review
- Institution of the Investigation Oversight Committee

ARE Committee meeting December

- Update to the Audit plan and strategy for the year ending 31 December 2024 in response to the heightened audit risk arising from the matters that led to the Independent Review

2025

- Given the impact of the Independent Review on audit planning and execution, the audit continued into 2025 and the Committee continued to meet regularly as the financial statements and FY24 audit progressed through 2025
- The focus on the Independent Review also continued into 2025, with governance via the Investigation Oversight Committee (from November 2024) and the wider Board rather than the Committee.

In addition to the discussions on audit continuance and the Independent Review, during the year, the Committee has focused on the following areas over the last 21 months:

Financial reporting and significant accounting issues

The Committee focused on the application of our accounting policies and on the areas of judgement and estimation in relation to significant accounting and tax matters.

The primary areas of judgement and estimation considered by the Committee in relation to the 2024 financial statements and how they were addressed are outlined below.

Review of significant contracts

The Group executes certain contracts on a fixed price or lump sum basis. Such contracts frequently span multiple accounting periods and inherently involve a greater degree of estimation and judgement than is typically the case in reimbursable contracts. Consistent with prior years, the external auditors assessed this as a key audit matter.

A review of the balance sheet in respect of lump sum turnkey EPC contracts was undertaken during Summer 2024 with the results presented to the August (third) meeting of the Committee and reported through the HY24 financial statements.

The accounting treatment of fixed price and lump sum contracts within the Projects business unit represented a core component of the work undertaken by the Independent Review, with instances of inappropriate management pressure and override, issues with the application of accounting standards and a lack of evidence in respect of accounting judgements identified in the findings.

As part of the year end procedures, the Committee reviewed the prior year errors and accounting adjustments in respect of contracts identified as part of the Independent Review as well as the accounting for significant lump sum projects in progress at the year-end and the material judgements and estimates taken by management (supported where appropriate by independent specialists) in recognising profit or the quantification of known losses.

The Committee also considered in this context whether the proposed adjustments should be treated as prior year adjusting items or included within the current year and to reflect the underlying business performance, the presentation of Adjusted EBITDA within the financial statements both before and after the impact of Independent Review non-exceptional charges.

Goodwill impairment reviews

At both the half year and the year end, the Committee considered whether indicators of impairment of goodwill existed and the results of any related impairment reviews.

The Committee's role is primarily to challenge the significant assumptions and estimates made by management, to ensure that they are reasonable and appropriate, and to consider the work done in these areas by KPMG, who identified this as a key audit matter.

At 30 June 2024, in accordance with IAS36, goodwill and other intangible assets were reviewed highlighting indicators of impairment in the Projects CGU and the Group of \$0.8billion at the August (third) meeting.

A further impairment review was undertaken as at 31 December 2024, with key areas of focus being indicators of impairment; discount rate; risk adjustments to revenue, EBIT and cash flows; and market value assessment. The review concluded that the goodwill and brand intangible balances should be further impaired as at 31 December 2024. A recommendation to recognise a further impairment loss of a further \$1.4billion was considered and approved at the Committee in October 2025.

The Committee also reviewed the Company's investment in subsidiaries and approved the recommendation put forward by management for an impairment of \$3.0billion and reflecting the source of the investment, namely AFW, the reduction of \$1.1billion of the merger reserve and transfer to retained earnings to offset in part the charge.

The Committee challenged and was satisfied with the assumptions and forecasts used, the results of the reviews, and with the sensitivities disclosed. Further details of these can be found in note 10 of the Group financial statements.

Going concern

At both the half year and the year end, the Committee considered the appropriateness of the going concern basis of preparation and reviewed forecasts prepared by management covering a period of more than 12 months from the date of signing of the Group financial statements.

The Committee also reviewed the level of committed facilities available to the Group, conditionality linked to the Sidara transaction, liquidity constraints faced by the Group and on-going compliance with the Group's borrowing covenants.

As a result of the uncertainty surrounding the Group's liquidity position from late 2024 the Board has received a weekly update on the status of the Group's negotiations with its financial creditors, and, as uncertainty around liquidity increased through 2025, the Board considered (and has kept under consideration) contingency plans in the event that agreement could not be met on acceptable terms and instituted a review of the liquidity position with management with the aid of a 13 week rolling cash flow and advice from external consultants.

The Committee has used its knowledge of the short-term liquidity position gained through the membership of the Board, together with the medium and longer-term forecasts and stress tests prepared by management as a basis to challenge the assumption that the financial statements should be prepared on a going concern basis and to inform the discussion on the basis of preparation.

The Committee also considered the implications of actual and potential breaches under the terms of the Group's core debt facilities and concluded that the breach of the 2023 and 2024 information covenants and net interest covenant at 31 December 2024, notwithstanding the amendment and extension of these facilities in August 2025, would result in the Group's credit facilities being treated as current liabilities.

For the year-end audit, the external auditors assessed going concern as a key audit matter. The Committee concluded that whilst the Group remained a going concern, there exists a material uncertainty concerning the completion of the Acquisition, Sidara's plans for future operations and, in the absence of the successful completion of the Acquisition, the continued availability of sufficient, appropriate funding that may cast significant doubt about the Group's and the Company's ability to continue as a going concern and, therefore, the Group and the Company may be unable to realise their assets and discharge their liabilities in the normal course of business.

Review of provisions

The Committee considered the appropriateness, adequacy and consistency of approach to provisioning at the 30 June and 31 December balance sheet dates.

All material provisions and contingent liabilities, including those made against uninsured legal claims, asbestos litigation and expected credit losses, were discussed and challenged, with the support of independent specialists.

Further work was undertaken by an independent specialist to ensure that appropriate judgements, in light of the findings of the Independent Review, were made around the year-end balance sheet.

The Committee, taking into account the support provided by independent specialists, concluded that the positions taken by management were appropriate.

Reporting measures

The Committee reviewed the interim and year-end annual reporting, including the use of alternative performance measures (APMs), such as adjusted EBIT, on behalf of the Board. The Committee was comfortable that APMs add to stakeholders' understanding of our financial performance and do not detract from the fair, balanced and understandable presentation of our results. The Committee reviewed and challenged the inclusion of items as exceptional at both the year end and half year, with reference to the Group's policy in this area, and considering KPMG's identified audit differences in this area.

The Committee was satisfied that the items noted were sufficiently material by nature or by size or a combination of both to require separate disclosure, and that all such items had been identified.

Review of pensions

The Committee reviewed the accounting for the Group's defined benefit obligations under IAS 19 Pensions at the half year and year end. The Committee reviewed the results of the actuarial review performed on behalf of management by a leading actuarial firm, with a focus on the key underlying assumptions as set out in note 34 to the financial statements. The Committee also considered the appropriateness of recognition of the pension asset under IAS 19. The Committee was satisfied with all the assumptions, the disclosures made and the results of the reviews.

Current and deferred tax balances

The Group operates in a number of different tax regimes and a range of judgements underpin the calculations for both current and deferred tax, including uncertain tax positions. In the Income Statement, these can have an impact on both the tax charge and the operating profit. The Committee received a detailed written report on taxation matters at each scheduled meeting. Where necessary, the Committee considers advice received from professional advisory firms and concluded that the positions taken were appropriate. The Committee also received updates on work undertaken by KPMG in this area.

Audit, Risk & Ethics Committee continued

Internal financial control

The Board is ultimately responsible for the Group's system of internal control and for reviewing its effectiveness. The Committee has been given the responsibility to review the effectiveness of the internal control systems implemented by management. The Committee has had numerous inputs over 2024 and into 2025. In particular, alongside the usual regular updates from the President - Group Audit & Risk, and the results of a detailed self-assessment process on financial and IT general controls undertaken across the Group, the Committee had the benefit of the findings of the Independent Review, work undertaken by independent specialists in safeguarding the 2024 financial statements, and an external audit with more components, lower materiality thresholds and increased scope compared to previous audits. From this combination of inputs it is clear that the Group's internal control over financial reporting (ICFR) is deficient in a number of areas with a number of those deficiencies being pervasive and systemic in nature.

The deficiencies span multiple areas of the control environment and financial reporting processes, including:

- **Culture:** Material weakness was identified in the financial control culture within the Projects business unit and Group Finance, including the escalation of pre-litigation matters and inappropriate releases of contingency held within contract positions. The tone from the top undermined compliance with internal controls and accounting policies.
- **Ethics and compliance:** Weaknesses were identified in the nature of the response to individuals Speaking Up and raising concerns.
- **Project management reporting:** Incomplete data supporting monthly contract reporting and inconsistent application of change management processes increasing the risk of inaccurate revenue recognition.
- **Contract accounting and revenue recognition:** Deficiencies were identified in contract setup, completion calculations, variation order approvals and forecast cost reviews, contributing to errors in revenue recognition and inconsistent application of accounting policies and standards.
- **Journal entry controls:** Across several systems, deficiencies were noted in the segregation of duties, authorisation and audit trails for journal entries, increasing the risk of override and manipulation.

- **Impairment and goodwill testing:** A complex situation, insufficient management review and validation of assumptions and methodologies combined led to material adjustments to 2024 preliminary assessments of goodwill and intangibles.
- **Intercompany and consolidation processes:** Intercompany balances were not appropriately eliminated at Group level due to system limitations and inconsistent treatment across components, impacting consolidated financial reporting.

These deficiencies collectively represent a material weakness in the Group's ICFR. The Board and Committee both acknowledge the seriousness of these findings. The Board has initiated remediation actions including strengthening oversight, enhancing documentation and improving control design and execution. More generally, the Board sees rebuilding confidence in the foundations of our control environment as key to the Group's long-term success and will continue to monitor progress and ensure that appropriate corrective measures are implemented to restore the integrity of the Group's ICFR.

Under my sponsorship, the leadership team has embarked on implementing a detailed remediation programme. The remediation plan is further covered on page 123.

IT security review

The responsibility for reviewing IT security is delegated to the Committee. At the May and November Committee meetings, the Committee received a presentation from the CIO, who provided a cyber security update on the cyber readiness posture, alongside a status update on the change of outsource IT service provider.

Following the change of outsource IT service provider during 2024, an audit on cyber risk management and ransomware readiness was independently carried out by Deloitte LLP under the supervision of Group Audit & Risk. The audit identified areas for improvement that are being actioned by the IT team.

Group audit

Monitoring the activity of the Group Audit & Risk function is an agenda item at each Committee meeting. The President - Group Audit & Risk attended all meetings. Each year, the Committee agrees the plan to be carried out and receives regular updates on progress against this plan, including a summary of key findings from each of the internal audits, and an update on the status of actions agreed with management.

A separate annual exercise on key themes and insights from the internal audit work was also considered by the Committee, including comparing the key themes to the prior year.

The Group Audit & Risk team continues to be the one provider of independent internal audits across all the Group's principal risks, and as part of the annual audit planning process, audits are aligned to the principal risks as set out in the Principal risks and uncertainties section on pages 95 - 98. In 2024, the internal audit plan continued to include audits aligned to all the Group's principal risks.

Process audits included commercial controls, HSSE and ESG metrics, and an audit of the finance shared services centre. Several of the Group's largest projects/locations were included in the audit plan, covering multiple scope areas including financial, commercial and contracting, project execution, HSSE and quality controls.

During 2024, Deloitte LLP were selected as the provider of strategic IT audits, under the supervision of the President - Group Audit & Risk. Any other internal audits that require specialist knowledge or language skills outside of the Group Audit & Risk team's abilities are wholly or partly outsourced as appropriate.

The Chair of the Committee and other Committee members hold private discussions with the President - Group Audit & Risk as necessary during the year outside the formal Committee process.

In April 2025, the President - Group Audit & Risk was appointed to a new role leading the Remediation project. As a result, the Committee appointed an internal candidate with significant commercial and internal audit experience, who was previously the VP Group Audit, to the position of Head of Group Audit.

Ethics & Compliance

Ethics & Compliance is a standing item across the year for the Committee, with Ethics & Compliance discussed at one of the March and August meetings and each of the May and November meetings.

The Chief Ethics and Compliance Officer and Group General Counsel attended each of those meetings and gave an update on the E&C programme, an overview of ongoing major cases and a Speak Up report of issues raised to Ethics and Compliance. The Committee takes comfort from the internal processes that allow employees to raise concerns but recognises that the reaction to those Speaking Up is critical and that the Independent Review identified failures within the organization as a whole in this respect. Accordingly, the Committee considers improved Listening Up to be a critical part of remediation.

The Committee is also mindful of the other issues identified as a result of the Independent Review and, in particular, that management pressure and override to maintain previously reported positions undermines a strong tone from the top and a Speak Up culture. Both of these aspects are also critical to remediation – see further details in the Remediation section (page 123).

External audit

KPMG are the Group's auditor and were appointed in 2018 after a tender process. During spring 2024 the Committee assessed the effectiveness of audit process through consideration of the reporting received from KPMG, the robustness of the external auditors' handling of key judgemental areas and the quality of the external auditors' interaction with, and reporting to, the Committee. As a result of the assessment, the Committee concluded that the audit process was operating effectively. The Committee also reviewed the standing, experience and tenure of the external audit lead partner, the arrangements for ensuring the independence and objectivity of the external auditors, and the nature and level of non-audit services provided. Paul Glendenning remained the KPMG lead partner for 2024 which was his fourth year as partner. An annual exercise to seek feedback from around the Group on the effectiveness of the external audit process for 2023 was performed during the year, and debrief meetings were held to ensure opportunities to improve the process were captured and incorporated into the 2024 external audit plan.

As a result of the Independent Review, a number of shortfalls within the skills and experience across the finance team were identified. In addition, the cultural failings highlighted by the Independent Review appear to have led to instances of information being inappropriately withheld from, and unreliable information provided to, the Group's auditors, undermining the trust on which the audit relationship is based.

Against this backdrop, the Board made changes to the finance function and engaged with independent specialists, as appropriate, to safeguard the preparation of the full year financial statements in what has been a challenging environment, requiring a wider audit scope and lower levels of audit materiality than previous years.

Limitation on audit timetable

The announcement of the Sidara transaction at the end of August 2025, and the focus on liquidity, resulted in a decision taken by the Board in September 2025 to limit the time available to complete the audit. As a Committee, our role has been to support management and to make sure that in limiting the time available, KPMG's independence was not compromised and the Board was kept apprised of the implications of limiting time on the audit opinion.

Appointment and independence

The Committee has overall responsibility for ensuring that the external auditors' independence and objectivity is not compromised. The Committee considers the appointment of the external auditors each year and assesses their independence on an ongoing basis.

During the year, the Committee received confirmation from the external auditors regarding their independence.

In accordance with UK regulations and to help ensure independence, the auditors adhere to a rotation policy based on Auditing Practices Board standards that require the Group audit partner to rotate every five years. As noted, this is the current lead partner's fourth year. The Board approved the Committee's recommendation that, subject to KPMG's assessment on continuing as Wood's auditor, KPMG be reappointed for the 2025 audit. Accordingly, a resolution proposing the appointment of KPMG as the Group's external auditor will be put to shareholders at the general meeting at which these accounts will be laid before shareholders. There are no contractual obligations that restrict the Group's choice of external auditors. The Company confirms that it complied with the provisions of the Competition and Markets Authority (CMA) Order for the financial year under review.

Non-audit services

One of the key risks to external auditor independence is the provision of non-audit services by the external auditor. The Group's policy in this area, which is set out in the Audit Committee's terms of reference, is clear. The Committee Chair considers and approves fees in respect of non-audit services provided by the external auditors in accordance with policy and the cost of non-audit services provided in 2024 is reported in note 4 to the financial statements. In the opinion of the Committee, the provision of these non-audit services did not impair KPMG's independence.

Audit services

The Committee recognises the significant time and resources employed by KPMG in delivering the 2024 audit and the complexities presented by the Independent Review findings. In this context the Committee has approved a number of increases in the initial fee quoted by KPMG resulting in a final fee of \$41m. The Committee has in discussion with management assessed \$22m of the fee as exceptional given the circumstances faced by the group in 2024.

Reflection by Committee Chair

I echo the comments of the Chair of the Board as regards the findings of the Independent Review, especially as the Committee is responsible for oversight of a number of areas relevant to the findings.

It is critical to me that all employees, in particular those across finance, are fully transparent in the way that they interact with all stakeholders and the external auditor, demonstrate the highest levels of integrity and professional judgement and that a safe environment exists for the escalation of any concerns. The Independent Review demonstrated that this was not the case with the instances of management pressure and override to maintain previously reported positions being of particular concern. Likewise, the impact this had on the confidence of both the Committee and our external auditors, KPMG, cannot be underestimated.

The Independent Review, the work undertaken by independent specialists to support management in safeguarding the preparation of the 2024 financial statements, and the 2024 year-end audit have all highlighted significant deficiencies in the way that we work as a business, requiring a fundamental reset in the way we operate. We can never again have a situation where management override exists within Wood and when the approach to speaking up and listening up fails. It is right that the Board and ELT together are committed to rectifying this situation, rebuilding trust across our stakeholders and beyond the steps taken to date as part of the remediation plan, putting the Wood business onto a stronger footing for the future.

Further details on Remediation are below at page 123.



Adrian Marsh Chair,
Audit, Risk & Ethics Committee

Independent Review



The Independent Review identified material weaknesses and failings that the Board is committed to remediating.

As announced on 7 November 2024 in the Company's Q3 trading update, in response to discussions with its external auditor, KPMG, Wood commissioned an independent review, conducted by Deloitte LLP (the Independent Review), with assistance from external counsel, to assess the reported positions of contracts within Projects, and to evaluate broader accounting practices, and governance and control across the Group.

The Investigation Oversight Committee (IOC), consisting of Adrian Marsh (Chair), Roy Franklin, Nigel Mills and Birgitte Brinch Madsen, was set up to oversee the Independent Review.

The forensics team from KPMG reviewed the scope, and shadowed and were able to provide input at all stages of the Independent Review. In addition, KPMG attended IOC meetings throughout the Independent Review.

As announced subsequently on 31 March 2025, the Independent Review identified: issues in the application of relevant accounting standards; gaps and deficiencies in the application of controls which relate to the monitoring and reporting of project positions within Projects; and the need for a number of adjustments to Wood's prior-year financial statements, namely the consolidated financial accounts for the years ended 31 December 2022 and 31 December 2023. These restatements include revenue adjustments, expected credit loss changes, revised contingency releases and write-offs of balance sheet assets held centrally now regarded as irrecoverable and are outlined in the financial review.

As also announced on 31 March 2025, as a result of the Independent Review Wood identified material weaknesses and failures in the Group's financial culture within the Projects business unit and engagement between Group Finance and Projects, which included inappropriate management pressure and override to maintain previously reported positions, including through unsupported dispensations, and over-optimism and/or lack of evidence in respect of accounting judgements. The cultural failings appear to have led to instances of information being inappropriately withheld from, and unreliable information being provided to our auditors.

The issues were identified in a limited number of contracts in Wood's Projects business unit, particularly in relation to lump sum turnkey contracts, and no material issues were identified outside of Projects.

Following the Independent Review, the Company has been notified by the Financial Conduct Authority (FCA) of its commencement of an investigation into Wood covering the period from 1 January 2023 to 7 November 2024. Wood is cooperating fully with the FCA in relation to this investigation.

Remediation

The Board recognises the gravity of the findings of the Independent Review and that appropriate remediation is essential to ensure the preparation of accurate and reliable financial information and to prevent similar issues arising in the future. Consequently, the Board has: (a) put in place a number of immediate short-term measures; and (b) prepared a detailed long-term remediation plan to address the findings of the Independent Review.

In order to support the effectiveness of the remediation package, the Board also conducted a root cause analysis into the findings of the Independent Review, including consideration of the wider environment in which the conduct identified by the findings occurred.

The Board concluded that pressure to maintain previously reported positions was one of the key issues at the heart of those identified, alongside the close-out of the EPC LSTK business carrying more risk than had been anticipated by management.

Further, the Board recognises that the findings of the Independent Review as to the application of accounting standards were not always the result of pressure to meet guidance and/or maintain previously reported positions, but were in some cases the result of a lack of detailed understanding of accounting standards.

In considering the appropriate remediation measures to be taken, the Board has taken into account the following considerations:

Pressure is a necessary and often positive constant in a corporate environment, but negative pressure of the type identified in the Independent Review tends to gravitate towards the weakest point in any culture or controls environment

The importance of creating and sustaining an open, transparent, and ethical culture (externally with our auditor as much as internally) as much as ensuring the wrong culture is prevented from re-establishing itself

The steps taken to safeguard the preparation of the full-year financial statements

A number of the issues sat at senior management levels of the Group

Internal ownership of the delivery of the remediation plan is a critical success factor alongside clear sponsorship from the Board through the executive directors and ELT to the wider remediation team and employee population

On that basis, even though the Independent Review did not find similar failures in relation to Wood's Business Units outside Projects, given the nature of the failings identified, the remediation plan is not limited to the EPC LSTK business or the Projects business unit, but is being conducted across the Group with the aim of improving the overall control environment regardless of business unit and building a more resilient and efficient business for the future.

In addition to the actions being taken as part of the remediation plan, a number of steps had already been taken proactively by the Board prior to the finalisation of the Independent Review. These included changes in key personnel, steps to support the preparation of the FY24 financial statements, and the engagement of external experts to assist with the revision / preparation of financial information for the Independent Review and the FY24 financial statements.

The findings on management pressure and override to maintain previously reported positions from the Independent Review resulted in a very complex external audit process including requirements to safeguard the integrity of the FY24 financial statements.

In addition, in terms of remediation governance:

The Board has delegated oversight of the remediation plan to the Audit, Risk & Ethics Committee Chair and the Plan Sponsor is the CEO designate

A new permanent full-time role of President Transformation & Risk has been created, with responsibility for oversight of delivery of the remediation plan

An external firm has been appointed as an adviser to support the remediation plan, including the remediation plan project management office

Under the guidance of the Interim Group CFO and President Transformation & Risk, a detailed remediation plan has been developed with key focus areas including Leadership (in particular, tone from the top), Finance (in particular, culture, transformation and training), Corporate governance, Internal controls, Whistleblowing, and Project governance over higher risk projects as distinct areas of focus.

Safety & Sustainability Committee



Birgitte Brinch Madsen Chair, Safety & Sustainability Committee

Committee membership and meeting attendance in 2024

Member	Attendance
Birgitte Brinch Madsen ¹	2/2
Susan Steele ²	4/4
Nigel Mills ³	2/2
Adrian Marsh ⁴	2/2
David Lockwood ⁵	2/2
Catherine Michel ⁵	2/2

Notes

1. Stepped down with effect from 10 May 2024 and reappointed 19 August 2025
2. Stepped down with effect from 18 June 2025
3. Appointed 10 May 2024
4. Stepped down with effect from 10 May 2024
5. Appointed 10 May 2024 and stepped down with effect from 18 June 2025

Committee meetings held

4

Overall attendance

100%

Membership

Susan Steele chaired the Safety & Sustainability Committee (the "Committee") throughout 2024, up until she stepped down from the Board in June 2025. Birgitte Brinch Madsen was appointed Chair of the Committee with effect from 19 August 2025. Birgitte has expertise in Environmental, Social and Governance (ESG) and climate change through her extensive experience in these areas. Her role at Danske Invest, highlights her experience in sustainability as this forms a significant part of their reporting on the Sustainable Finance Disclosure Regulation (SFDR).

The Group's Chair, Roy A Franklin, and Chief Executive Officer (CEO), Ken Gilmartin, attended all meetings in 2024 by invitation. In addition, all Wood's directors are invited to attend the Committee meetings. The Chair of the Committee reports to each Board meeting on the activity of the Committee. The Committee has a written charter, which is reviewed annually, setting out its roles and responsibilities.

Main responsibilities:

The Committee's main responsibilities include reviewing and making recommendations on:

- Health, Safety, Security & Environment (HSSE) and sustainability strategy and performance
- Effectiveness of the organisation's policies and systems, and evidence of a prevalent safety culture and compliance with regulatory requirements
- Effectiveness of the Group's sustainability management approach, including risks and the setting and achievement of targets
- HSSE and leadership development throughout the Group, particularly in frontline operations
- Quality and integrity of reporting of HSSE and sustainability performance
- Preparedness for response to a major HSSE incident
- Process for and outcomes of investigations into major HSSE and sustainability incidents, and the effectiveness with which recommendations are assimilated throughout the Group
- Expertise and appropriateness of the structure of the HSSE and sustainability function throughout the organisation
- Adequacy and effectiveness of the Assurance programmes for HSSE and sustainability
- Effectiveness of Board and senior management competency to meet its HSSE and sustainability obligations

The Committee held four meetings in 2024, which were all held in person. In 2024, the Committee members received quarterly performance reports including status against key metrics, goals and indicators, and specialist papers on focus areas materially important to Wood's safety and sustainability agenda. The Committee also engaged in discussions with subject matter experts.

Read the Safety & Sustainability Committee Charter at:
woodplc.com/sandscommittee

Health, Safety and Environmental Programme

At each Committee meeting the members of the Board received a written performance report from the Chief Strategy Officer, and the Committee members scrutinised the performance trends. Additionally, in the March meeting, the Chief Strategy Officer presented annual objectives and targets for the Committee's endorsement. The Committee considered and agreed that the annual objectives were appropriate to both risk and ambition of the business, ensuring these were linked to incentive programmes.

Executive Presidents from all business units were invited to brief the Committee on progress against Wood's strategic safety and sustainability objectives. Any major incidents were also covered in the sessions.

The Committee received updates on the continued work to mature the Fatality and Permanent Impairment (FPI) prevention programme. It was noted that there had been an improvement to Wood's Safety performance during 2024 across all Safety Metrics. The Committee, along with the Board and Executive Leadership team, will continue to make Wood's Safety performance an ongoing focus for 2025.

At each Committee meeting, updates were received on topics of focus such as mental health, safety of employees and initiatives launched by the Company, including the 'Make it Home' campaign, aimed at employee 'hearts and minds' engagement. It was noted that the campaign was considered a success, with high levels of engagement throughout the Company.

Sustainability and ESG

The Committee received quarterly progress reports on Wood's sustainability targets with analysis against target trajectories. The Committee was briefed on progress against Wood's sustainability goals and the plans in place to ensure that Wood meets its goals and objectives across the sustainability agenda.

The Committee was provided with a reminder of Wood's sustainability framework together with an overview of its current sustainability disclosure commitments, both mandatory and voluntary. The Committee reviewed ESG ratings by MSCI and Sustainalytics that are influenced by the Company's sustainability framework and disclosures, and noted that Wood's ratings were comparatively strong against its peers, remaining top quartile.

In addition, the Committee was updated on developments in the regulatory landscape related to sustainability disclosure and how Wood is preparing for them, as well as feedback from interactions throughout the year between the Company and its stakeholders on sustainability matters. These updates help the Committee to ensure that Wood's sustainability approach continues to be appropriate for the Company and its wide range of stakeholders.

Climate change

The Committee oversaw the efforts Wood has made to decarbonise its operations and exceed its target trajectory for Scope 1 and 2 emissions reduction.

Considering the ongoing outperformance against the Company's carbon emissions target, time in the Committee was given to reviewing the existing climate-related target in the Long-term Incentive Plan. The Committee reviewed a range of alternative climate-related measures to be put forward to the Remuneration Committee for further consideration in target setting for future performance cycles.

Human rights

The Committee reviewed and renewed, with Board approval, Wood's modern slavery and human trafficking statement, and it was issued in line with the requirement to publish a statement annually.

The Committee also undertook a detailed review of the Company's target to ensure that worker welfare principles are respected within its total supply chain. They noted that Wood has a multi-layered approach to managing human rights risk in its supply chain that considers a wide range of factors. As a result, the Board approved the reframing of the target to focus on ensuring Wood's total suppliers sign up and comply with the worker welfare principles set out by Building Responsibly. The Committee considered this provided a more measurable and verifiable metric than the previous target that suppliers have embedded the principles into their own supply chain.

Committee evaluation

The Committee's activities were reviewed as part of the annual evaluation of Board and Committee effectiveness during the year which was internally facilitated by Clare Chalmers Limited.

There was an overall improvement in the format and performance of the Committee. The continued focus of the Committee will be to ensure clarity in its strategic purpose.

 Read the Modern Slavery & Human Trafficking Statement:
[woodplc.com/modernslavery](https://www.woodplc.com/modernslavery)

Letter from the Chair of the Remuneration Committee



Brenda Reichelderfer Chair, Remuneration Committee

Committee membership and meeting attendance in 2024*

Member	Attendance
Brenda Reichelderfer	10/10
Birgitte Brinch Madsen ¹	4/5
Catherine Michel ²	4/5
Nigel Mills	10/10
Jacqui Ferguson ³	5/5

Notes

- *Includes scheduled and ad hoc meetings
1. Appointed 10 May 2024
 2. Appointed 10 May 2024 and stepped down with effect from 18 June 2025
 3. Stepped down with effect from 9 May 2024

Committee meetings held

10

Overall attendance

94%

Membership

Brenda Reichelderfer chaired the Remuneration Committee throughout 2024. All the Committee members are independent non-executive directors.

As Group Chair, Roy A Franklin is not a member of the Remuneration Committee but attended the majority of meetings in 2024 by invitation. The Chief Executive Officer, Ken Gilmartin, also attended all meetings by invitation.

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*Audited

The sections of Annual Remuneration Report marked with an asterisk have been audited, the remaining sections not marked with an asterisk are not subject to audit.

Read the Remuneration Committee Charter at:
woodplc.com/remcommittee

Dear Shareholder

I am pleased to present to you, on behalf of the Board, the annual report on remuneration for the year ending 31 December 2024, which has been approved by both the Remuneration Committee (the "Committee") and the Board. The purpose of this report is to set out the remuneration of the executive directors, demonstrating how their pay aligns with the remuneration arrangements for the wider workforce, enables the Company culture, and supports delivery of shareholder value.

Business context

2024 was a challenging year for the Group and a painful one for our shareholders. Following the new approach from Sidara in February 2025, the Committee has spent significant time considering the implications of a potential Sidara deal from a remuneration and reward perspective for both our executive directors and the wider workforce. The Committee has also been very mindful of the shareholder experience throughout 2024 and into 2025 in our year-end decision-making process with regards to remuneration and believe the decisions reflect the best options available in the given circumstances.

Remuneration and performance outcomes for 2024

The application of the Remuneration Policy in 2024 continued to focus management on achieving long-term value for the business, with a particular emphasis on simplification and profitability. Assurance of these achievements against targets set out below have been carried out by internal audit, validated independently by the Safety & Sustainability and Audit Committees, with a further external audit carried out by KPMG, following the end of the financial year. The Committee did not make any adjustments to performance targets for ABP or LTIP plans during the year.

Annual Bonus Plan Outcome

The annual bonus for 2024 was focused on incentivising the delivery of profitable growth with a 90% weighting on financial measures and the remaining 10% linked to our ESG framework. Progress was made against the stretching targets set at the start of the year, resulting in a formulaic outcome for the executive directors of 12% of maximum.

However, the Committee was supportive of management's proposal to not pay a bonus in respect of 2024. We believe this outcome appropriately reflects the wider stakeholder experience over the year and is in line with the approach for the Executive Leadership Team (ELT) and the wider workforce.

Long-Term Incentive Plan (LTIP) Outcome

The performance measures for LTIP 2022-2024 were relative Total Shareholder Return (TSR) against a select group of peer companies (50% weighting); adjusted EBITDA margin growth (30% weighting); revenue growth (10% weighting); and ESG measures (10% weighting) equally split between carbon emission reductions and improvement of representation of women in leadership roles. Targets were disclosed to shareholders at the time of grant and no changes have been made to performance measures or targets.

As a result of the suppressed share price, the TSR measure lapses in full. Both revenue growth and adjusted EBITDA margin failed to meet their respective thresholds and therefore lapse in full. However, both ESG measures were achieved in full, reflecting our continued progress in these areas. This results in an overall vesting level of 10% of maximum, with vesting in March 2027 for the executive directors.

In its consideration of the outcome, the Committee was mindful that awards were granted in 2022 and therefore their value has been impacted by the recent drop in share price, such that the awards are now worth less than 10% of their original value at grant. The 23,427 shares granted to the CEO, Ken Gilmartin, and due to vest in 2025 are now valued at c.£4,230 based on the share price at point of suspension. Therefore, the Committee was comfortable that executives had been appropriately aligned with the experience of shareholders and did not consider it necessary to apply any discretion.

Proposed policy application for 2025

The Committee considers that the Directors' Remuneration Policy operated as intended in respect of 2024 and therefore is not proposing significant changes to its implementation for 2025. Full details of our proposed implementation of the Directors' Remuneration Policy for 2025 can be found on page 139.

Salary and benefits

Taking into account the business context and current cost pressures, there was no salary increase for the executive directors and ELT members for 2025. There was no change to benefits or pension arrangements.

Annual Bonus Plan

For 2025, the maximum bonus opportunity for the CEO, Ken Gilmartin remains at 175% of base salary, which continues to be below the Policy maximum of 200% of base salary. The Interim CFO is not eligible to participate in the group annual bonus.

We continued to apply broadly the same bonus structure as in 2024, with an increased weighting of 95% on financial measures to directly incentivise the delivery of profitable growth over the year ahead. Adjusted EBIT is weighted at 47.5%; operating cash at 47.5%; and safety at 5%, maintaining the enhanced emphasis on financial performance whilst remaining focused on safety.

Ken Gilmartin departure

On 15 October 2025 we announced that Ken Gilmartin had informed the Board of his intention to step down from his position as CEO after the upcoming shareholder vote on the Sidara transaction. Details of his leaving arrangements will be published on the Company's website in due course.

Long-Term Incentive Plan

As a result of the announcement of Ken Gilmartin stepping down as CEO, no Executive Director will be eligible for an LTIP for 2025-27.

David Kemp departure

As disclosed in our 2023 annual report, David Kemp stepped down from the position of Chief Financial Officer and the Board on 14 April 2024 when his successor Arvind Balan joined the Company. David remained with the business until 15 November 2024 to ensure a smooth transition and provide support on portfolio rationalisation.

David's treatment on departure was in line with the Remuneration Policy. He continued to receive his base salary, normal pension contributions and benefits in accordance with his service agreement for the duration of his employment. He was treated as a good leaver for the purposes of his incentives. He remained eligible for a pro-rated 2024 annual bonus, however, as set out above, there was no payout in respect of the 2024 bonus.

David's outstanding deferred share awards will vest no earlier than the normal vesting dates. His outstanding unvested LTIP awards will also vest no earlier than their normal vesting dates, subject to the satisfaction of applicable performance conditions at the relevant vesting date and to time pro rating as appropriate. David did not receive an award under the LTIP for 2024-2026.

Arvind Balan departure

Arvind Balan resigned from his roles as Chief Financial Officer and as an executive director on 19 February 2025. Arvind continued to be an employee until 18 April 2025 to ensure a smooth transition, during which time he

continued to receive his contractual salary and benefits. Arvind was paid in lieu of his salary and the cost of pension and benefits for the unexpired portion of his notice period, with payments made in instalments and subject to mitigation.

Arvind did not receive a bonus in respect of 2024. His 2024-26 LTIP award and outstanding performance-based buyout awards will continue to be eligible to vest on the normal vesting dates, subject to the satisfaction of the applicable performance conditions and time pro-rating, with a two-year post-vesting holding period to be applied as normal. His outstanding buyout awards granted upon recruitment in the form of Conditional Shares will continue to vest on their normal vesting dates. See page 133 for further details.

Iain Torrens appointment

Iain Torrens was appointed as interim CFO on 27 February 2025. Due to the fixed term nature of his role, Iain will receive only a base salary of £15,000 per week (equivalent to £780,000 per year) and certain benefits during his tenure. As Interim CFO he is not eligible for the group annual bonus or LTIP. As announced on 15 October, Iain will be appointed CEO, following Ken Gilmartin stepping down from the role after the upcoming shareholder vote on the Sidara transaction. Details of his compensation will be published in due course.

Independent Review

The Committee is in the process of reviewing the impact of the Independent Review and the ongoing FCA investigation and any associated actions and will consider further in due course if any malus or clawback should be applied to remuneration paid or awards granted. Given the Committee's review is ongoing, the Committee has delayed the vesting of deferred bonus and LTIP awards that would otherwise have vested in March 2025 until the conclusion of their review.

Looking ahead

Our Directors' Remuneration Policy is due for renewal at the 2026 AGM in accordance with the normal three-year cycle. I trust that in the report for 2024 we have clearly explained our application of the existing Directors' Remuneration Policy and I look forward to your support on the relevant resolution at the AGM.

Brenda Reichelderfer

Chair, Remuneration Committee

Remuneration Policy

The Remuneration Policy was reviewed and approved by shareholders at the 2023 AGM and took effect from that date. The Committee undertook shareholder consultation to ensure views were understood and listened to. The objective of the Remuneration Policy is to set the criteria for all components of executive remuneration, including award levels and performance measures. The aim is to provide a compensation package incentivising the long-term success of Wood. We achieve this through a mix of fixed and variable pay, with the intent of providing a competitive total reward package that attracts and retains executives, aligned to our strategy of incentivising executive leaders and the interests of our shareholders. A revised policy will be put to shareholders at the AGM in 2026.

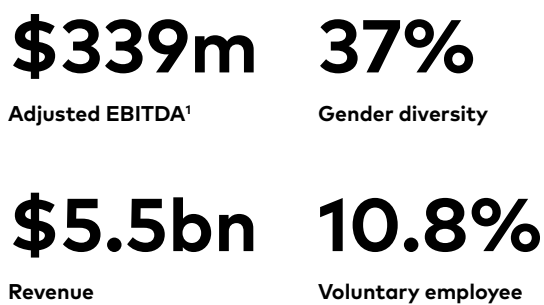
In reviewing our Policy and its application, the Committee was mindful to consider the following areas as required under the UK Corporate Governance Code and believe that we have fully considered each as described below:

Clarity	We fully disclose our decisions regarding remuneration targets and outcomes in our annual report on directors' remuneration. We carry out regular stakeholder engagement throughout the year as necessary. Our wider workforce remuneration arrangements focus on ensuring we are internally fair, whilst remaining externally competitive. We are improving transparency of our remuneration and seek to gain feedback from our global workforce via our employee engagement surveys and Board engagement sessions.
Simplicity	Our performance measures for short- and long-term incentives are simple and aligned to our stakeholders, with the operation, targets and outcomes fully disclosed in the annual report each year. Where possible we communicate future performance measures and targets, such as in our long-term incentives, but in certain areas, such as short-term incentives, are unable to, due to commercial sensitivity. Participants are provided with engaging supporting documentation to ensure understanding, with regular updates provided during each performance period, to drive positive behaviours and business performance in line with our business goals.
Proportionality	As defined in our Policy, total remuneration is more heavily weighted towards variable pay linked to Company-wide performance and stakeholder experience. Individual performance is aligned with delivering the long-term strategy. The Committee reserves the right to apply discretion to ensure that poor performance is not rewarded; outcomes may be adjusted to reflect stakeholders' experience.
Predictability	The Committee discloses and explains all relevant limits and discretions allowed under the terms of the Policy. This is further demonstrated in our remuneration report each year.
Alignment to culture	Incentive plans are linked to business strategy, overall performance, and growth through a mix of financial and non-financial targets. They reward those who exemplify behaviours which align to our purpose, culture and values, aiding delivery of our strategy.
Risk	Governance of our remuneration arrangements ensure that rewards are not excessive compared to Company results and stakeholder experience. We review our performance measures and targets of our incentive plans to ensure they do not lead to excessive risks or poor behaviours. The Committee monitors the overall performance of executive directors and assesses the overall outcome of performance in the relevant financial year. Our enhanced malus and clawback provisions safeguard the Company against future risk in relation to our short- and long-term incentive plans.

 The Directors' Remuneration Policy can be found at: [woodplc.com/rempolicy](https://www.woodplc.com/rempolicy)

Our executive remuneration at a glance

Performance snapshot



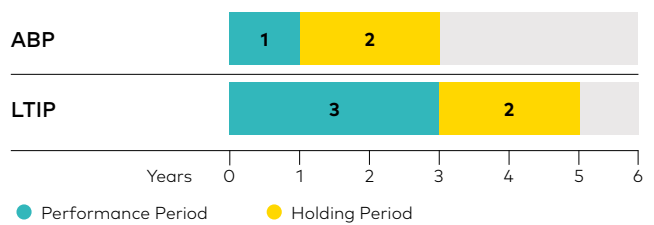
Performance measure	Incentive plan	Outturn	Achievement (% of max) ²
EBITDA ¹	ABP	339m	0%
Free cash flow	ABP	(28)m	0%
Revenue Backlog	ABP	5,471m	23%
Voluntary employee turnover	ABP	10.8%	100%
FPI	ABP	0	100%
Safety leadership engagements	ABP	5,439	100%
TSR against peer group	LTIP	Below median	0%
EBITDA Margin	LTIP	6.2%	0%
Revenue Growth	LTIP	5.5bn	0%
Carbon emissions reduction	LTIP	75%	100%
Improvement in leadership gender diversity	LTIP	37%	100%

- Adjusted EBITDA before non-exceptional Independent Review charges
- The Committee was supportive of management's proposal to not pay a bonus in respect of 2024.

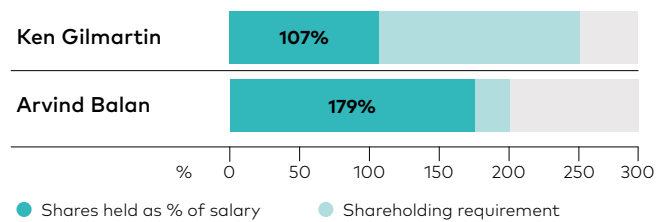
Alignment to strategic pillars		 Profitable Growth	 Inspired Culture	 Performance Excellence
Annual bonus plan	EBITDA (40%)	●		
	Revenue backlog (10%)	●		●
	Cash generation (40%)	●		
	Safety (5%)		●	●
	Voluntary employee turnover (5%)		●	●
Long-term incentive plan	TSR (30%)	●		●
	EBITDA (60%)	●		●
	Carbon emission reductions (5%)		●	●
	Improvement in leadership gender diversity (5%)		●	●
Underpins	Discretionary matrix	●	●	●
Other	Holding periods	●	●	
	Shareholding	●		

As a result of the performance shown

Incentive award timelines



Shareholding requirements



Executive director remuneration arrangements for 2025

Ken Gilmartin – Outgoing CEO

- Salary - £803,400 (no increase)
- Pension - 9% of salary
- Benefits - in line with the UK workforce
- Annual bonus - 175% of salary
- LTIP - following the announcement on 15 October that he will be stepping down as CEO, Ken Gilmartin will not be granted an LTIP award in respect of 2025.
- Shareholding requirements - unchanged
- Malus & clawback - unchanged

Iain Torrens – Interim CFO

- Iain Torrens was appointed interim CFO on 27 February 2025. Due to the fixed-term nature of this role, Iain is not eligible for the group annual bonus and LTIP.

Arvind Balan – Former CFO

- Details of Arvind Balan's 2025 remuneration are provided on page 133

Executive directors' remuneration

Single figure of remuneration*

The following table sets out the single figure of remuneration received or receivable (£000's) in the year for each individual for their time spent as executive directors. No remuneration for executive directors was waived during the year.

	Year	Salary (a)	Benefits (b)	Bonus	Long-term incentives (c)	Other (d)	Pension- related benefits (e)	Total	Total fixed remuneration	Total variable remuneration
Executive directors										
Ken Gilmartin	2024	£803	£64	£0	£26	£0	£59	£952	£926	£26
Ken Gilmartin	2023	£773	£170	£562	£27	£675	£60	£2,267	£1,003	£1,264
Arvind Balan	2024	£392	£10	£0	£0	£3,984	£29	£4,415	£431	£3,984
David Kemp	2024	£157	£4	£0	£32	£0	£14	£207	£175	£32
David Kemp	2023	£526	£35	£328	£41	£0	£47	£977	£608	£369

Notes to the single figure of remuneration

- Salary received during the year.
- Taxable benefits received during the year. These include transport allowance and private medical cover. Ken also received medical coverage for his dependants whilst they remain in the US; this has been included using a conversion rate of 1 GBP = 1.25 USD and £40,041 in relation to 32,795 matching shares granted under the Employee Share Plan. Arvind received reimbursement for travel costs between his home in Nottingham and London. The 2023 values have been restated to include previously omitted amounts of £29,156 for Ken in relation to 19,103 matching shares granted under the Employee Share Plan, and £21,189 for David in relation to 13,683 matching shares granted under the Employee Share Plan and Share Incentive Plan.
- The share price used to calculate the LTIP value is £0.88, the three-month average share price to the end of the performance period. The share price at grant was £1.88. The LTIP value calculated at the share price at the time of suspension of trading, £0.18, is £5,271 for Ken and £6,460 for David. The value at the agreed offer price of £0.30 is £8,785 for Ken and £10,767 for David, materially lower than the price and value required under the disclosure regulations. There is no value attributable to share price growth. The LTIP value for Ken reported for 2023 has been restated to reflect the share price at date of vesting.
- This amount relates to the non-performance-based element of Arvind Balan's buyout arrangements. The value provided above is based on the fair market value used to determine the number of shares (the average share price for the two weeks prior to the commencement date on 15 April 2024). The fair market value of the awards was £723,826 at the date of his departure.
- Pension figure reflects cash value of defined contribution pension contribution or cash alternative, as detailed in the next section. The aggregate amount of executive directors' remuneration (salary, benefits including cash pension allowances; and bonus and long-term incentives) is £5,574,659. The aggregate amount of Company contributions to executive directors' pension schemes was £102,535.
- The Committee is in the process of reviewing the impact of the Independent Review and the ongoing FCA investigation and any associated actions and will consider further in due course if any malus or clawback should be applied to remuneration paid or awards granted. Given the Committee's review is ongoing, the Committee has delayed the vesting of deferred bonus and LTIP awards that would otherwise have vested in March 2025 until the conclusion of their review. To the extent that provisions are applied, any adjustments will be published in the 2025 annual report.

Pension benefits

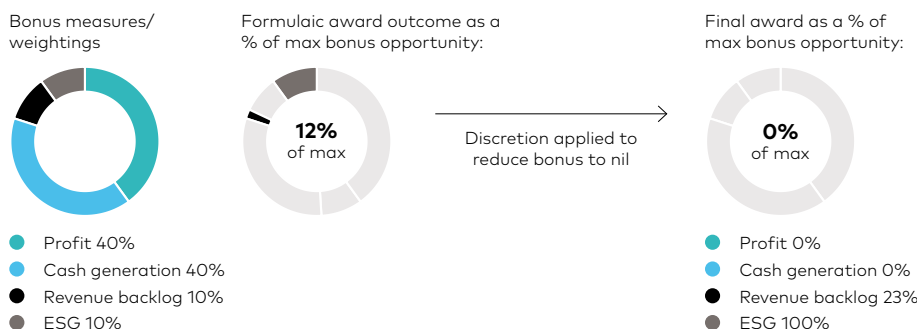
In line with the Policy, executive directors can choose to participate in the relevant local defined contribution pension arrangement or receive a cash allowance in lieu of pension, or a combination thereof. In line with our current policy and aligned with the wider workforce, payment may be up to 9% of base salary in the UK. Ken Gilmartin, David Kemp and Arvind Balan receive a fixed employer contribution of £10,000 per annum and the remaining balance to the 9% is paid as a cash allowance. Normal retirement age specified in the pension plan rules is 65 years. There are no additional benefits that become receivable in the event of early retirement.

Bonus

For 2024, the maximum bonus opportunity was 175% of base salary for Ken, 170% for Arvind and 150% for David, with David's opportunity being pro-rated to reflect the duration of his tenure during 2024. The bonus measures were focused on incentivising the delivery of profitable growth with a 90% weighting on financial measures and the remaining 10% weighting on an ESG framework. Financial measures were further split into three measures – a 40% measure of profit, a 40% measure for cash generation and a 10% measure of revenue backlog as illustrated in the chart below. To assure achievement of outcomes against targets within variable incentives, performance is considered and approved by the Safety & Sustainability Committee, with a further external independent audit carried out following the end of the financial year as appropriate.

Bonus award achievement summary

As set out in the letter from the Chair of the Remuneration Committee, despite making some progress against the targets set, in light of the underlying performance of the business and the shareholder experience during the year, management proposed to the Committee that there would be no annual bonus paid in respect of 2024. This proposal was agreed by the Remuneration Committee and discretion was applied to reduce the bonus to nil. The chart below provides a summary of the overall bonus achievement prior to the application of discretion to reduce the outcome to nil:



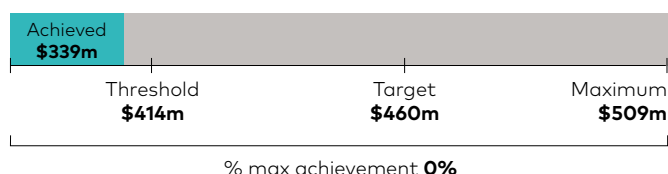
Financial measures and outcomes

Financial measures for the bonus year which ended 31 December 2024 consisted of:

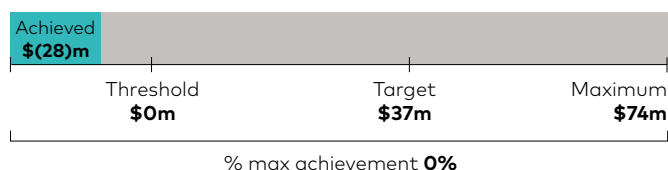
- Profit target – we used Adjusted Earnings Before Interest, Taxes, Depreciation and Amortisation as our measure of success
- A cash generation target – measured on free cash flow
- Growth – measured through revenue backlog additions

Threshold performance for 2024 was 85% of target, with maximum bonus achieved when results exceed 115% of target. Upon achieving threshold performance, 20% of maximum bonus is paid; if target performance is met, 50% of the maximum bonus opportunity is paid; 100% is payable for reaching maximum performance. Performance between threshold and target and between target and maximum will result in a proportionate award calculated on a straight-line basis as illustrated in the following graphic.

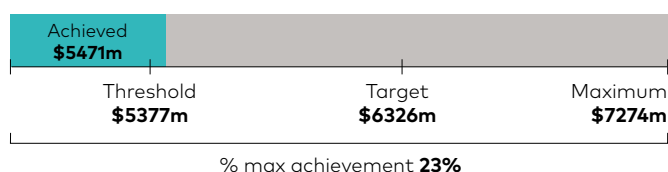
Adjusted EBITDA



Cash generation



Revenue backlog



Note: Illustrations not to scale

ESG measures and outcomes

ESG measures accounted for a total of 10% of the maximum bonus opportunity and consisted of three Key Performance Indicators (KPIs) weighted as follows:

- 2.5% Fatality and Permanent Impairment (FPI)
- 2.5% Delivery against leadership safety engagement
- 5% Improvement in voluntary professional employee turnover

To provide assurance of achievement outcomes against targets, performance is considered and approved by the Internal Audit and Safety & Sustainability Committees.

For leadership safety engagement and voluntary progression turnover, threshold performance was set at 85% of target, with maximum bonus achieved upon when results exceed 115% of target. Upon achieving threshold performance, 20% of the maximum bonus is paid; if target performance is met, 50% of the maximum bonus opportunity is paid; 100% is payable for reaching maximum performance. Performance between threshold and target and between target and maximum will result in a proportionate amount calculated on a straight-line basis.

For Fatality and Permanent Impairment, no bonus will be payable for this portion if the target of zero is not met.

Measure	Target & payment	Achieved
Fatality & Permanent impairment (FPI)	Zero FPI	100% payable Zero FPI
Delivery against leadership safety engagement	Complete 4,741 safety leadership safety engagements	100% payable 5,439 leadership safety engagements completed
Improvement in voluntary professional employee turnover	Voluntary turnover to be 13%	100% payable 10.8% achieved

Use of discretion

Using the discretionary matrix for guidance, the Committee considered the experience of all stakeholders during the performance period, including clients, investors, suppliers, and the wider workforce, supported by reports from audit and the Safety & Sustainability Committee. As set out above, management and the Committee agreed there would be no annual bonus in respect of 2024.

A full copy of the discretionary decision matrix can be found at: woodplc.com/discretionarymatrix

Executive directors' remuneration continued

Long-term incentives – Long-Term Incentive Plan (LTIP 2022-2024)

The figures set out in the single figure of remuneration table are related to the performance period which ended on 31 December 2024. The participation level for Ken was 100% (based on his previous role as COO); and for David it was 140%. Participation levels for both Ken and David were reduced due to the material fall in share price between 2021 and 2022. To provide assurance of achievement outcomes against targets within variable incentives, performance is considered and approved by Internal Audit and the Safety & Sustainability Committee, with a further external independent audit carried out following the end of the financial year as appropriate. For the TSR and ESG performance measures, upon reaching the threshold, 25% of the relevant measure becomes payable; and on reaching the maximum, 100% of the relevant measure becomes payable. For Adjusted EBITDA margin percentage improvement and revenue growth, 10% of that element of the award becomes payable on reaching threshold and 100% is payable on reaching maximum performance.

For achievement between threshold and maximum, the allocation is on a straight-line basis. No award is made for less than threshold performance. The targets for LTIP 2022-2024, including the weightings of the performance measures and the extent to which they were achieved, are set out in the table below.

As disclosed in the 2022 remuneration report, to ensure a like-for-like comparison between the performance assessed and the targets set, targets were adjusted as a result of the sale of the Built Environment Consulting business. The Committee is satisfied that the adjustment to the targets is fair and reasonable and that the revised targets are of commensurate stretch to the original targets.

Measure	Weighting	Threshold	Maximum	Achieved	Award %
TSR ^a	50%	50 th percentile	75 th percentile	Below 25 th percentile	0%
Adjusted EBITDA margin percentage improvement	30%	7.7%	8.4%	6.2%	0%
Revenue growth (\$bn)	10%	\$5.8bn	\$6.5bn	\$5.5bn	0%
Carbon Emission Reduction	5%	23%	34%	75%	5%
Leadership gender diversity	5%	33%	35%	37%	5%

Notes

- a. Total Shareholder Return (TSR) is a measure of the growth in John Wood Group PLC (JWG) share price plus dividends and other shareholder returns over the period; performance is measured relative to a peer group of comparative companies. Each company is ranked and JWG's position in this group used to measure success. The TSR peer group for the performance period comprised the following companies – Aker Solutions, Fluor, Hunting, KBR, Maire Tecnimont, Petrofac, Saipem, SBM Offshore, AtkinsRealis, Technip Energies, TechnipFMC, Técnicas Reunidas, and Worley. As previously communicated, the TSR peer group was adjusted following the sale of Built Environment Consulting in 2022 with the removal of Jacobs, WSP, Stantec, Tetratech and Aecom. Maire Tecnimont and Técnicas Reunidas were added due to energy focus. The Committee applies the following approach when the TSR peer group is impacted by acquisition or other corporate activities during the performance period – if a company has been in the peer group for more than half the performance period then this company will be retained in the peer group, adjusting to the end of the period for the movement in the acquirer's share price. If a company has not been in for half of the performance period, then it will be removed and not replaced.

LTIP award achievement summary

TSR performance was below median against the comparator group and was therefore below threshold performance and therefore no portion of the award related to these elements (50% of maximum) will vest. Performance under EBITDA margin improvement and revenue growth did not achieve threshold performance, therefore no portion of the award related to these measures will vest (40% of maximum). Wood achieved two of the performance measures, carbon emissions reductions and leadership gender diversity, and this has been independently assured. Carbon emissions reduction was 75% compared to 2019. Women represented 37% of leadership roles for 2024 reflecting our strong progress in improving our gender diversity. In its consideration of the outcome, the Committee was mindful that awards were granted in 2022 and therefore their value has been impacted by the recent drop in share price, such that the awards are now worth less than 10% of their original value at grant. Therefore, the Committee was comfortable that executives had been appropriately aligned with the experience of shareholders and did not consider it necessary to apply any discretion.

Ken Gilmartin participated in LTIP 2022-2024 subject to performance prior to his qualifying service as an executive director. Ken will receive 29,284 shares vesting from the LTIP award which will deliver 80% no earlier than March 2025 and 20% no earlier than March 2027. David Kemp will receive 35,891 shares vesting from the LTIP award which will be delivered no earlier than March 2027.

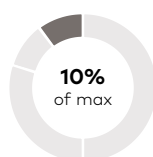
The discretionary decision matrix can be found at [woodplc.com/discretionarymatrix](https://www.woodplc.com/discretionarymatrix)

LTIP performance against targets

LTIP measures/weightings:



LTIP performance vesting:



- TSR 50%
- EBITDA margin percentage 30%
- Revenue growth 10%
- ESG 10%

Leaving arrangements for David Kemp*

As announced in November 2023, David stepped down from the position of CFO and the Board on 14 April 2024 when his successor joined the Company. David remained with the business until 15 November 2024 to ensure a smooth transition and provide support on portfolio rationalisation. His termination arrangements comply with the Policy. David continued to receive his contractual salary, allowances, benefits and pension benefits until 15 November 2024 (£359,386 payment to past director) at which point he retired from the business. Given that he remained with the business for the majority of the year, David received a salary increase of 4% with effect from 1 January 2024. David did not receive an award under the 2024-2026 LTIP award.

In line with the 2023 Policy, the Committee deemed that due to leaving for retirement he would be treated as a good leaver under the Long-Term Incentive Plan (LTIP), Annual Bonus Plan (ABP), Employee Share Plan (ESP) and Share Incentive Plan (SIP). The Committee deemed the following:

- ABP for the 2024 performance period to apply pro-rata to 15 November 2024, with 75% of any award paid in cash and 25% as a deferred share-based award. As disclosed, the Committee determined that no payment will be made in respect of ABP 2024
- LTIP 2022-2024 and LTIP 2023-2025 will vest no earlier than their normal vesting dates, subject to satisfaction of applicable performance conditions at the relevant vesting date and to time prorating as appropriate. A two-year post-vesting holding period will apply as normal
- ABP deferred awards granted in respect of 2022 and 2023 performance will vest no earlier than the normal vesting dates in 2025 and 2026.
- Employee Share Plan and Share Incentive Plan matching shares were released upon termination in line with plan rules

David was also eligible to receive a Company contribution towards legal fees of up to £5,000

As a former executive director, David will comply with post-cessation employment shareholding requirements as outlined in the Company's Directors' Remuneration Policies approved by the shareholders on 29 June 2020 and 11 May 2023, respectively. In respect of share awards granted from 1 January 2020, 100% of salary in year one following cessation of employment, reducing to 50% of salary in year two. In respect of shares granted from 1 January 2023 onwards, 100% of salary for two years. On the second anniversary of the cessation of employment, all requirements will cease and restrictions on his share account will be lifted. Other than the amounts disclosed above, David will not be eligible for any remuneration payments, including for loss of office.

Leaving arrangements for Arvind Balan

Arvind stepped down from his roles as Chief Financial Officer and as an executive director on 19 February 2025. Arvind continued to be an employee until 18 April 2025 to ensure a smooth transition, during which time he continued to receive his contractual salary and benefits. Arvind was paid in lieu of his salary and the cost of pension and benefits for the unexpired portion of his notice period, with payment made in 10 equal instalments of £50,850.90 and subject to mitigation.

Arvind also received a payment in lieu of five days of holiday in respect of 2024, in line with the policy for the wider workforce, a Company contribution towards legal fees of up to £5,500 and he is eligible for outplacement support of up to £75,000.

Arvind did not receive a bonus in respect of 2024, consistent with the approach for the Executive Leadership team and wider workforce. Arvind will be eligible to receive a pro-rated bonus in respect of 2025 for completed months worked in the year (i.e. for January only), with 75% of any award paid in cash and 25% as a deferred share-based award.

As part of his recruitment arrangements Arvind was granted buyout awards on 19 April 2024 in the form of Conditional Shares under the Wood Discretionary Share Plan 2023 to compensate him for awards forfeited on leaving his former employer (referred to as "Buyout 2" in the table on page 134). The awards granted to compensate Arvind for his forfeited 2022 LTIP (1,430,822 shares with a value of £347,117 based on the share price of 19 February 2025) and 2023 bonus deferred shares (257,036 shares with a value of £62,357 based on the share price of 19 February 2025) will continue to vest no earlier than March 2025. These awards were not subject to performance conditions.

He was also granted performance-based awards on 19 April 2024 to compensate for his forfeited 2023 LTIP (1,306,403 shares with a value of £316,933 based on the share price of 19 February 2025) (referred to as "Buyout 3" in the table on page 134) and for his 2024 Wood LTIP Award (591,226 shares with a value of £143,431 based on the share price of 19 February 2025). These awards will be eligible to vest on the normal vesting dates (March 2026 and March 2027 respectively), subject to the satisfaction of the applicable performance conditions and time pro-rating. In the event that these LTIP awards vest, a two-year post-vesting holding period will apply as normal.

As a former executive director, Arvind will comply with post-employment shareholding requirements outlined in the Policy. He will be expected to hold certain shares for two years. On 18 April 2027, all requirements will cease and restrictions on his share account lifted.

He has not and will not receive any other payment, including for loss of office.

Iain Torrens joining arrangements

Iain Torrens was appointed as interim CFO on 27 February 2025. Due to the fixed-term nature of his role, as interim CFO Iain will be eligible to receive only a base salary of £15,000 per week (equivalent to £780,000 per year) and certain benefits during his tenure. He is not eligible to participate in the group annual bonus or LTIP and he is not subject to the shareholding requirements. The Committee is aware that his base salary has been set higher than for the previous incumbent CFO and typical market practice, but felt it was imperative to act swiftly in appointing an interim CFO with the necessary experience, and that it was appropriate given the lack of variable pay opportunity for this interim role.

Executive directors' remuneration continued

Share-based interests awarded during the year*

Long-Term Incentive Plan

The following table sets out the awards made to executive directors under the LTIP for the performance period 2024-2026 as detailed in our previous report. As disclosed in last year's report and in line with our Policy, performance measures are based on relative TSR (30% weighting), Adjusted EBITDA (60% weighting) and an ESG framework (10% weighting). For all measures, 25% becomes payable on reaching threshold; and for all measures 100% becomes payable on reaching maximum. These awards will continue to be monitored for windfall gains and the Committee can apply discretion as appropriate at the end of the performance cycle, informed by the discretionary decision matrix.

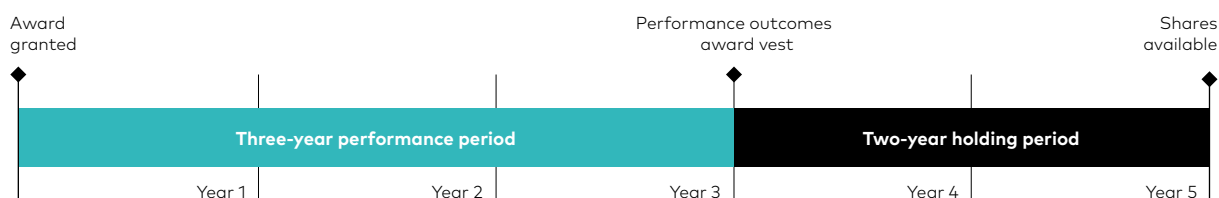
Executive director	Participation level	Salary relevant to performance cycle	Face value of award	Type of award	Performance period	Holding period for 100% of award	Dividends
Ken Gilmartin	200%	£803,400	£1,606,800	Conditional award of shares awarded under the Discretionary Share Plan rules	1 Jan 2024 - 31 Dec 2026	Two years from vesting	Dividend equivalents are paid on the vesting date based on the number of vested shares at the end of the performance period
Arvind Balan	185%	£550,000	£1,017,500				

Notes

The awards above were granted as conditional share awards based on base salary x participation level, calculated using the opening share price of £1.7210 as at January 2024.

Performance is measured over a period of three financial years, with 100% of any award deferred for a period of two years following the end of the performance period. This timeline for executive director awards is demonstrated below:

LTIP timeline



Arvind Balan buyout awards

To compensate Arvind for incentive arrangements that were forfeited on leaving his previous employer, and as permitted under the Policy, the following buyout awards were made.

Executive director	Basis	Number of Shares	Face value of award	Type of award	Performance period	Earliest Vesting date	Dividends
Arvind Balan	Buyout 1	1,290,850	£1,726,584	Conditional award of shares awarded under the Discretionary Share Plan rules	n/a	19 Apr 2024	Dividend equivalents are paid on the vesting date based on the number of vested shares at the end of the performance period
	Buyout 2	1,687,858	£2,257,604		n/a	1 Mar 2025	
	Buyout 3	1,306,403	£1,747,387		1 Jan 2023 - 31 Dec 2025	20 Mar 2026	

Notes

The awards above were granted as conditional share awards calculated using a share price of £1.3376 which was the average share price for the two weeks prior to Arvind's commencement date (15 April 2024).

Statement of directors' shareholding and share interests

Share interests summary*

The table below sets out the total number of shares held by each executive director as at 31 December 2024, with and without performance conditions; the declaration includes shares held by connected persons as defined for the purposes of section 96B (2) of the Financial Services and Markets Act 2000. Where applicable, the figures include interest in retained long-term plan awards. Changes in the shareholding of directors between 31 December 2024 and 24 October 2025 are related to permitted purchases under the Wood employee share plans. Ken acquired an additional 12,741 during this period. None of the executive directors had a material interest in any contract, other than a service contract, with the Company or any of its subsidiary undertakings.

	Shares owned outright as at 1 January 2024	Shares owned outright as at 31 December 2024	Unvested share awards		
Beneficial interest			Share interests without performance conditions ^b	Share interests with performance conditions ^c	Vested unexercised
Executive director					
Ken Gilmartin	697,026	1,207,696	212,452	2,224,550	-
Former executive directors					
Arvind Balan	-	657,065	1,687,858	1,897,629	-
David Kemp ^a	217,783	285,513	137,272	723,157	

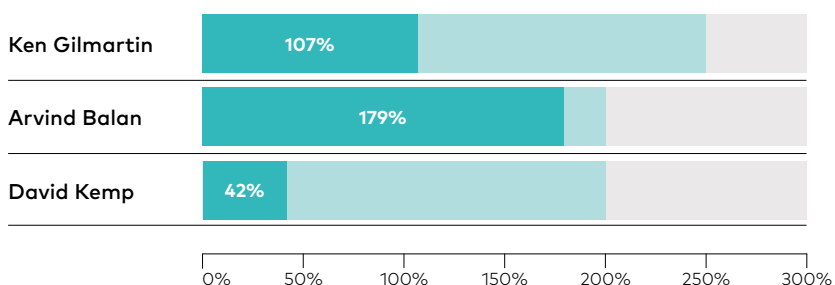
a. Shareholding at date of cessation of employment.

b. Includes matching shares under Employee Share Plan of 51,898 for Ken and 9,750 for David. These shares are only subject to service condition.

c. The share interests with performance conditions column includes the maximum LTIP 2022-24. This award is due vest at 10% of the maximum as shown on page 132.

Shareholding requirements*

The revised Policy approved at our 2023 AGM made no changes to the requirement for the CEO to hold shares valued at 250% of base salary and the other executive directors to hold shares valued at 200% of base salary. There is no time period in which they must achieve the requirement. The extent to which each director met the shareholding guidelines as at 31 December 2024 is shown in the chart below. Shareholding and shares are not subject to any further performance conditions but may be subject to other conditions such as continued employment.



Notes to shareholding guidelines achievement

Shareholding is calculated using the closing mid-market share price on 31 December 2024 of £0.656 and base salary levels at the same date. For the purposes of the calculation, a 50% reduction has been applied (on the assumption of a "sell to cover" at point of exercise) to account for any tax liabilities on awards.

Although the executive directors have not reached their required shareholding, this reflects that the LTIP performance has resulted in minimal outcomes over recent years, compounded by the fall in share price and time in role. To assist in achieving the shareholding requirement, Ken continued to purchase shares over and above any awards earned during his employment via the Wood Employee Share Plans. During the course of 2024, Ken contributed £80,082 to the plans. Ken has also paid approximately £88,700 to date from his own cash resources to meet the tax liability on vesting shares over the last three years to ensure that he maximises his alignment with shareholder interests, although the Policy does allow him to sell shares to meet such liability. Additionally, Ken purchased an additional 428,178 shares during 2024 from his own resources to assist in building his shareholding further.

Executive directors' remuneration continued

Share interests table*

Details of executive directors' interests in long-term incentive and bonus plans as at 31 December 2024; all interests are awarded as share options or conditional share awards:

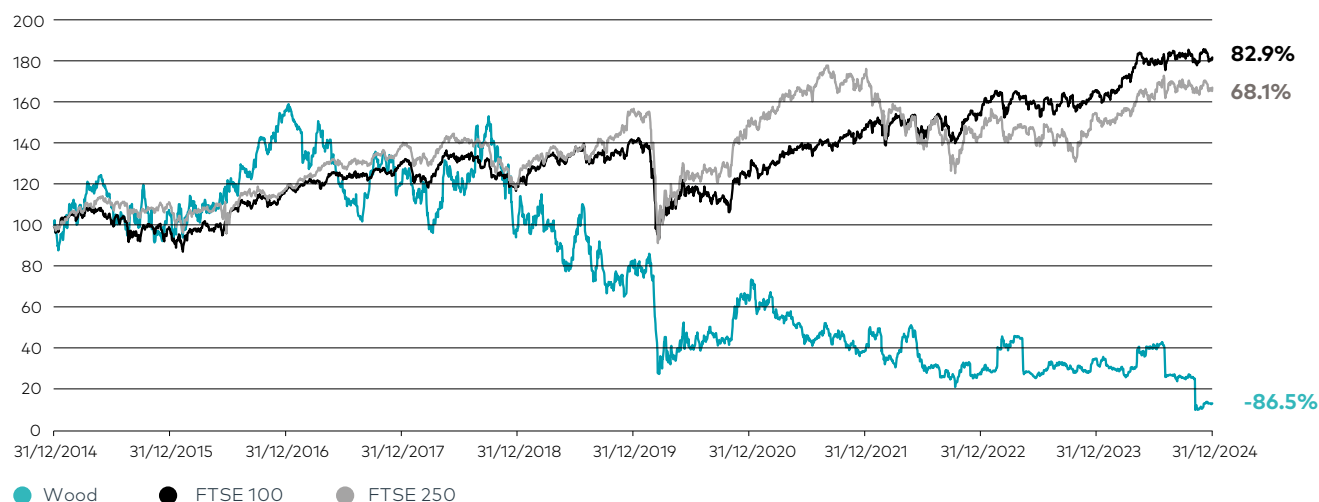
	Date of award/ performance period	Performance conditions Y/N	Earliest exercise/ vest date	Exercise price per share	Market value at date of exercise/ vest per share	Number as at 1 Jan 2024	Granted in 2024	Exercised in 2024	Lapsed in 2024	Dividends awarded as additional share options	Number as at 31 December 2024
Ken Gilmartin											
LTIP	2021 – 2023	Y	Mar 2024	-	£1.29	209,018	-	16,721	188,117	-	4,180
LTIP	2022 – 2024	Y	Mar 2025	-	-	292,845	-	-	-	-	292,845
LTIP	2023 – 2025	Y	Mar 2026	-	-	998,062	-	-	-	-	998,062
LTIP	2024 – 2026	Y	Mar 2027	-	-	-	933,643	-	-	-	933,643
ABP 2022	18 Apr 2023	N	Mar 2025	-	-	74,756	-	-	-	-	74,756
ABP 2023	19 Apr 2024	N	Mar 2026	-	-	-	81,618	-	-	-	81,618
Total						1,574,681	1,015,261	16,721	188,117	-	2,385,104
Arvind Balan											
LTIP	2023 – 2025	Y	Mar 2026	-	-	-	1,306,403	-	-	-	1,306,403
LTIP	2024 – 2026	Y	Mar 2027	-	-	-	591,226	-	-	-	591,226
Discretionary award	2024	N	Apr 2024	-	£1.51	-	1,290,850	1,290,850	-	-	-
Discretionary award	2024	N	Mar 2025	-	-	-	1,687,858	-	-	-	1,687,858
Total						-	4,876,337	1,290,850	-	-	3,585,487
David Kemp											
LTIP	2018 – 2020	N	Mar 2023	-	£1.30	65,091	-	65,091	-	-	-
LTIP	2019 – 2021	N	Mar 2024	-	£1.29	38,898	-	38,898	-	-	-
LTIP	2021 – 2023	Y	Mar 2026	-	-	275,061	-	-	247,555	-	27,506
LTIP	2022 – 2024	Y	Mar 2025	-	-	380,024	-	-	21,113	-	358,911
LTIP	2023 – 2025	Y	Mar 2026	-	-	596,039	-	-	231,793	-	364,246
ABP 2021	28 Apr 2022	N	Mar 2024	-	£1.29	14,888	-	14,888	-	-	-
ABP 2022	18 Apr 2023	N	Mar 2025	-	-	52,349	-	-	-	-	52,349
ABP 2023	19 Apr 2024	N	Mar 2026	-	-	-	47,667	-	-	-	47,667
Total						1,422,350	47,667	118,877	500,461	-	850,679
Total for all executive directors						2,997,031	5,939,265	1,426,448	688,578	-	6,821,270

Notes to incentive plan interests table

For LTIP 2019-2021 and LTIP 2021-2023, awards vest and are available after a two-year deferral period. For all awards, dividends accrue on 100% of the final award, where applicable. Awards under LTIP 2021-2023 and LTIP 2022-2024 for Ken Gilmartin, which was made before his promotion to CEO, will vest on the basis of 80% of the award being available following the completion of the performance period with the remaining 20% deferred for two years. For David Kemp, LTIP awards for 2022-2024 and 2023-2025 shares have been lapsed due to pro-rating. Final awards under these plans for David will be available five years from grant date subject to performance. The LTIP 2022- 2024 is due to vest at 10% as shown on page 132. The Committee is in the process of reviewing the impact of the Independent Review and the ongoing FCA investigation and any associated actions and will consider further in due course if any malus or clawback should be applied to remuneration paid or awards granted. Given the Committee's review is ongoing, the Committee has delayed the vesting of deferred bonus and LTIP awards that would otherwise have vested in March 2025 until the conclusion of their review. To the extent that provisions are applied, any adjustments will be published in the 2025 annual report.

TSR performance summary and CEO remuneration

In accordance with the reporting regulations, the TSR performance summary is maintained at a 10-year disclosure period. As the Company is included in the UK FTSE 250 index but has been included in the FTSE 100 index for part of the period under review, both the UK FTSE 250 and UK FTSE 100 indices are shown, by way of providing a reasonable TSR comparison. The graph below compares the TSR on a holding of shares in John Wood Group PLC with the TSR on a holding of shares in the companies in the UK FTSE 250 and 100 indices for the last 10 financial years.



The total remuneration for the CEO over the same period as the TSR performance graph detailed is listed in the following table. This table includes details of the annual bonus received in each year as a percentage of the maximum opportunity that was available, as well as the long-term incentives which vested in each year as a percentage of the maximum number of shares that could have been received.

CEO remuneration (£000)

Year	2015	2016	2017	2018	2019	2020	2021	2022	2022	2023	2024
CEO	Bob Keiller	Bob Keiller	Robin Watson	Robin Watson	Robin Watson	Robin Watson	Robin Watson	Robin Watson	Ken Gilmartin	Ken Gilmartin	Ken Gilmartin
CEO single figure of total remuneration (£000)	£1,146	£1,179	£1,417	£1,875	£1,690	£1,214	£1,260	£1,063	£958	£2,265	£952
Annual bonus award as a % of maximum opportunity	37%	43%	59%	88%	62%	0%	14%	36%	36%	42%	0%
Long-term incentive vesting as a % of maximum opportunity	16%	25%	11%	0%	0%	50%	25%	0%	–	10%	10%

Notes to CEO remuneration table

Ken Gilmartin was appointed as CEO on 1 July 2022. Long-term incentives vesting during the year were awarded during his time as Chief Operating Officer and vested based on Group performance and the terms of his buyout arrangement upon joining Wood in 2021, prior to his qualifying service as an executive director (see page 142 of 2023 Annual Report for details).

Executive directors' remuneration continued

Percentage change remuneration of all directors and all employees

In line with The Companies Regulations 2022 (Directors' Remuneration Policy and Directors' Remuneration Report), the below table illustrates the percentage change in remuneration for the CEO, CFO and non-executive directors as per the single figures reported each year, and all other employees within the Group. This table will accumulate over a five-year rolling period and excludes long-term incentives and pension in line with the regulations.

Executive directors' salaries were increased by a lower percentage than the wider workforce from 1 January 2024. Change in employee benefits is related to the sale of the Built Environment Consulting business in 2022, but there has been no change to Company-funded benefit provision in line with executive directors.

The changes to non-executive directors' fees are in line with the proposed increases effective 1 January 2024 as disclosed in our 2023 report.

For further commentary on year-on-year changes, refer to previous annual remuneration report disclosures.

Year-on-year change (%)	2019 – 2020			2020 – 2021			2021 – 2022			2022 – 2023			2023 – 2024		
	Salary	Benefits	Bonus	Salary	Benefits	Bonus	Salary	Benefits	Bonus	Salary	Benefits	Bonus	Salary	Benefits	Bonus
All employees	-1%	7%	-100%	3%	16%	100%	0%	0%	105%	6%	-22%	38%	4%	-8%	-100%
Executive directors															
Ken Gilmartin	-	-	-	-	-	-	-	-	-	3%	107%	136%	4%	-83%	-100%
Arvind Balan (former)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
David Kemp (former)	-3%	0%	-100%	8%	0%	100%	3%	0%	145%	3%	0%	19%	4%	-12%	-100%
Non-executive directors															
Roy Franklin	47%	-	-	7%	-	-	3%	-	-	2%	-	-	4%	-	-
Birgitte Brinch Madsen	-	-	-	24%	-	-	3%	-	-	2.5%	-	-	3.8%	-	-
Jacqueline Ferguson	0%	-	-	15%	-	-	3%	-	-	2%	-	-	-68%	-	-
Adrian Marsh	36%	-	-	8%	-	-	3%	-	-	2%	-	-	6%	-	-
Nigel Mills	-	-	-	42%	-	-	3%	-	-	2%	-	-	6%	-	-
Brenda Reichelderfer	-	-	-	-	-	-	36%	-	-	2.2%	-	-	25%	-	-
Susan Steele	-	-	-	-	-	-	49%	-	-	9.8%	-	-	6%	-	-

Notes to the percentage change in CEO remuneration

From 2023 onwards, salary change for all employees is based on the budgeted salary increase for the UK workforce. For prior years, salary percentage change was calculated on a per capita basis using total annual spend (excl. executive directors and bonus values)/average number of employees in the year as disclosed in note 32 of the financial statements.

Benefits is based on a total benefit cost calculated on a per capita basis.

Bonus is calculated as the average award paid to all participants of the Annual Bonus Plan.

In line with regulations, pensions and long-term incentives are not required to be included in this table.

Non-executive directors do not receive benefits or bonuses.

The percentage increase in executive director salary and non-executive director fees reported between 2020-2021 reflects the reinstatement of the voluntary 10% reduction with effect from 1 January 2021.

Relative importance of spend on pay

The table below is provided to assist shareholders in assessing the relative importance of the Company's spend on pay. It contains details of the remuneration paid to or received by all employees of the Company as well as the value of distributions to shareholders by way of dividends and share buyback over the previous two years. The figures displayed in this table are impacted by movements in the number of employees each year.

	2024 (\$m)	2023 (\$m)	Difference (\$m)	% change
Remuneration paid to or received by all employees	2,809.0	2,714.8	94.2	3.5%
Distributions to shareholders by way of dividend and share buyback	-	-	-	-

Statement of implementation of Policy in the following financial year

This section provides an overview of how the Committee will implement the Policy in 2025. Details of Iain Torrens's remuneration are set out on page 133. In determining the Policy application, the Committee has complied with Provision 40 disclosures within the UK Corporate Governance Code as outlined earlier in the report.

 A full copy of the Remuneration Policy can be found at: [woodplc.com/rempolicy](https://www.woodplc.com/rempolicy)

Salary & Benefits



Ken's base salary in 2025 will be unchanged from 2024, set at £803,400.

Ken will continue to participate in existing benefit arrangements in line with the agreed Policy. Ken will continue to receive additional US benefits for his dependents.

Ken Gilmartin's pension benefits are aligned to the UK workforce, this is 9% of base salary.

Short-term incentives



The annual bonus plan (ABP) for 2025 will provide a maximum opportunity of base salary, for each executive director in 2024 as stated.

- 175% for the position as CEO: Ken Gilmartin

The 2025 ABP will be measured against a mix of financial and ESG performance measures

- 47.5% Adjusted EBIT
- 47.5% Cash generation
- 2.5% Safety leadership engagement
- 2.5% Fatality & Permanent Impairment (FPI)

Achievement of the safety measures will be overseen by the Safety & Sustainability Committee.

As in prior years, assurance of achievements against measures will be carried out by internal audit and validated by the Safety & Sustainability Committee and external auditors as appropriate.

The Committee set the targets for the annual bonus plan for the year ending 31 December 2025 at its meeting in April 2025. It is the opinion of the Committee that these are commercially sensitive and in line with previous practice, the details of annual bonus targets and the extent to which the targets are met will be disclosed in detail retrospectively in next year's report.

Long-term incentives (LTIP)



As a result of the announcement of Ken Gilmartin stepping down as CEO, no Executive Director will be eligible for an LTIP for 2025-27.

Shareholding requirements



As detailed in line our Policy, shareholding requirements are 250% for the CEO and 200% for all other executives. Due to the fixed-term nature of his role, Iain Torrens is not subject to the shareholding requirements.

Workforce reward



Transparent engagement with our people

As we design the future, Wood's remarkable people are responsible for delivering our strategy. In support of our people strategy, to attract, develop, engage, retain and sustain our global talent to ensure Wood is a great place to work, we are committed to providing our people with transparent, internally fair, and externally competitive reward in return for their contribution to Wood's success, whilst ensuring that we are responsible with our spend on reward. By rewarding our employees fairly, we will create an inspired culture that allows our employees to thrive without the fear of pay discrimination, allowing them to perform to the best of their ability. Engagement and actions taken throughout the year include:

Workforce engagement

Remuneration Committee members participated in focus groups on executive remuneration designed for employees to learn more about how leaders are remunerated to deliver sustainable financial performance. Employees heard how executives have a significant proportion of their reward linked to the financial performance and health of the Company. The Committee also took the opportunity to provide an overview of how they make decisions on executive pay, aligned to practices in place for the wider workforce.

Leadership

Building an inspired culture for our remarkable workforce of around 35,000 people, where each person can be themselves and thrive in their role with us, is core to our strategy. We continue to invest in the performance, development and engagement with our people. What our employees deliver as well as how they deliver matter equally to us. In support of our strategy, we are elevating performance leadership at Wood with the introduction of leadership expectations and greater integration of our performance management, recognition and reward practices from 2025 onwards. Our leadership expectations set out behaviours, mindsets and attitudes which exemplify good leadership at Wood and will become core for us as we embed and adopt throughout the organisation. Integrating performance management with recognition and reward makes it possible to truly identify, recognise and reward high performance.

Wellbeing

We continued to promote the value of our global Employee Assistance Programme (EAP). It provides our employees, and their families, with 24/7 support, 365 days of the year, and provides access to practical information and counselling on a range of useful resources including how to improve financial resilience, reassess priorities and build stronger foundations, budget, plan, and where to seek additional support in times of difficulty. During the year, we enhanced our EAP provisions in the UK with a new health and wellbeing app.

UK pay focus

The markets in which Wood operates attract a significantly higher percentage of males due to the predominantly technical focus of the roles in office, site, and offshore locations. Our focus on fair pay for those carrying out the same job, in the same location, with the same skills and experience, regardless of diversity, will have a long-term positive impact in addressing the gender pay gap. Our commitment aims to increase the number of female leaders in senior leadership and technical positions at Wood through continuing to work towards a gender balance of 40% female representation in leadership by 2030; at the end of 2024, we had increased to 37%, up from 35% in 2023. Details of actions we are taking to support our commitments can be found on page 67 and within our UK gender pay gap report, which is published on our website.

More information on the details can be found in our People section on page 64



UK gender pay gap report

Between 2023 and 2024, our UK mean Gender Pay Gap (GPG) for hourly rate of pay increased from 23.3% to 24.5%; our mean bonus gap increased from 13.2% to 29.0%, and the median bonus gap between females and males increased to 44%. Although year-on-year comparison is challenging due to the operation of salary sacrifice benefits and other pay arrangements, we remain confident that our pay practices are free from bias and any gap is a result of the gender distribution across roles and not an equal pay issue. Wood remains an accredited Real Living Wage employer.

Employees at snapshot date

5,236

Mean gap/median gap pay

24.2% **33.9%**
mean median

Gender balance

78% **22%**
male female

Mean gap/median gap bonus

29.0% **44.0%**
mean median

More information on our gender pay gap results can be found in our People section on page 67

Read our full gender pay gap report at:
[woodplc.com/genderpay](https://www.woodplc.com/genderpay)

Employee Share Plan (ESP)

We want our people to be recognised for their efforts and commitment in delivering our strategy.

Our employee share plans - the Employee Share Plan (ESP) and the Share Incentive Plan (SIP) for the UK workforce - offer the opportunity for employees in 18 countries to own shares.

Summary of 2024 share plans enrolment:

23,346
eligible employees

18
countries

9
languages of inclusive communications and materials

2,575
enrolled (11% of total eligible)

Workforce reward continued

Pay ratio of CEO

The base pay ratio of the CEO continues to reflect the Company's internally fair approach to pay through aligned and consistent frameworks. Total pay across the wider workforce is consistent with externally competitive remuneration required for the professional workforce, which Wood employs, assisting with an above average UK pay ratio with the median salary in 2024 being £75,000.

11:1

CEO pay ratio

The CEO pay ratio is calculated at the 25th, 50th and 75th percentiles for total pay and benefits for all UK employees, for the relevant financial year on the same basis as the single figure table. Option B (utilising gender pay gap data as at 5 April 2024) is used to identify best equivalents for the calculation as it includes all UK employees. It is the most appropriate method of calculation due to our various pay structures and employee groups which exist across our UK organisation. We believe that the best equivalents are representative P25, P50 and P75 employees and their remuneration is consistent with that of the wider workforce.

The Committee believes that the pay ratio results reflect the Company's internally fair approach to pay through aligned and consistent frameworks. The total pay across the wider workforce is consistent with externally competitive remuneration required for the professional workforce which Wood employs, assisting with an above average pay ratio. We continue to monitor year-on-year changes to the pay ratio as they continue to fluctuate with the evolution of our workforce through integration, divestment, and acquisitive growth. The pay ratios for 2024 are lower than 2023 which reflects that the CEO did not earn a bonus in respect of 2024 and the LTIP vesting was modest. We are confident the pay ratio is consistent with the pay, reward and progression policies for the wider workforce.

Year	Method		Ratio of CEO pay to employee pay					
			25th percentile Ratio	Value (000s)	Median Ratio	Value (000s)	75th percentile Ratio	Value (000s)
2024	Option B	Salary	15:1	£53	11:1	£75	9:1	£86
		Total Pay	16:1	£59	12:1	£82	10:1	£100
2023	Option B	Salary	16:1	£48	11:1	£68	9:1	£86
		Total Pay	41:1	£52	29:1	£75	21:1	£99
2022	Option B	Salary	18:1	£42	12:1	£62	10:1	£75
		Total pay	28:1	£47	19:1	£68	14:1	£93
2021	Option B	Salary	19:1	£41	13:1	£62	11:1	£70
		Total pay	28:1	£45	18:1	£68	15:1	£86
2020	Option B	Salary	19:1	£38	14:1	£54	11:1	£68
		Total pay	29:1	£42	18:1	£66	15:1	£80
2019	Option C	Salary	24:1	£32	18:1	£42	13:1	£59
		Total pay	48:1	£35	36:1	£46	25:1	£68
2018	Option C	Salary	20:1	£34	14:1	£49	11:1	£64
		Total pay	50:1	£38	35:1	£53	26:1	£71

Notes

We reported our CEO pay ratio for the first time in our 2018 annual report, using pay data for employees in our integrated systems which represented 64% of all UK employees. In 2019, our calculations included all full pay relevant UK employees in line with Gender Pay Gap calculations. From 2020, our calculations are based on only our Gender Pay Gap report data using the Option B calculation method. Where applicable, the CEO's pay has been adjusted to exclude one-off relocation arrangements to provide meaningful comparison.

Alignment to the workforce

The objective of the Policy is to set all components of remuneration, maximum awards, and performance measurement, which provide a compensation package promoting the long-term success of the business and delivery of the strategy.

This table provides a summary of executive directors' remuneration outlined in our Policy and alignment to the wider workforce. The Policy with updated scenario charts can be found at [woodplc.com/rempolicy](https://www.woodplc.com/rempolicy)

Element and purpose of executive director remuneration	Alignment with workforce
 Salary To provide an appropriate level of fixed salary to attract and retain executives with the qualities, skills and experience required to deliver our strategy.	The process of setting and annually reviewing salaries against market information, mindful of individual contribution, is the same for all employees including executive directors. Salaries are paid either cumulatively by hours worked or on a fixed instalment basis.
 Benefits To provide fair and market-competitive benefits which support the health and wellbeing of our executives to perform at their best. Employee share plans give our people the opportunity to benefit from the success to which their performance and commitment contributes.	All employees are provided with benefits which are competitive in the location they are employed. In the UK, this includes private medical insurance, income protection insurance (where applicable), transportation allowance (based on job level) and life assurance. Where applicable, employees are offered the ability to choose additional benefits to suit their lifestyle and circumstances. Employee share plans are open to all eligible employees across the organisation. Employees may choose to contribute up to 10% of gross salary subject to plan rules, or such lower amount as the Committee may determine, which is deducted in regular pay periods from an employee's salary. Depending on country eligibility, employees may join the Employee Share Plan (ESP) and/or Share Incentive Plan (SIP).
 Retirement-related benefits To support the long-term financial wellbeing and future stability of our executives in return for their commitment in delivering our strategic objectives.	Employees receive retirement plan contributions typical of the markets in which they are employed. In the UK, executive directors are aligned to the wider workforce with a maximum of 9% employer contribution.
 Short-term incentives To incentivise executives to deliver strategic business priorities for the financial year, with compulsory deferred payment designed to provide additional alignment with stakeholders and reinforce retention.	The Annual Bonus Plan (ABP) provides a reward for senior employees critical to future success and who are in a position that can materially influence the success of Wood. Participation levels are based on the job which an individual carries out linked to a global framework. ABP is based on the same structure and performance targets aligned to strategy throughout the organisation. Executive directors and the ELT receive 75% of any award earned in cash, with the remainder deferred into a share-based award for a further two years. Other participants are paid fully in cash. ABP participation typically applies to circa 3% of the global employee population.
 Long-term incentives To reward and retain executives while aligning their interests with those of stakeholders by incentivising performance over the longer term. Performance measures are linked to longer-term creation of shareholder value.	Designed to incentivise senior leaders in delivering business performance over the longer term. For executive directors and the ELT, the Long-Term Incentive Plan (LTIP), a performance-based plan, provides an opportunity to earn an award, in the form of conditional shares, subject to remaining in employment. Measures are linked to long-term creation of shareholder value. For other senior leaders, a time-vested restricted stock model ensures alignment of variable pay in the form of shares, consistent with global markets in which we operate. Participation levels are based on the job which an individual carries out, linked to a global framework. Long-term incentive participation typically applies to circa 0.7% of the global employee population.
 Shareholding requirements To ensure that executive directors' interests and individual wealth are aligned with those of shareholders over a long-term performance period.	Shareholding requirements apply to executive directors only, including the requirement to hold shares post-employment.

Remuneration Committee

Main responsibilities

The Remuneration Committee advises the Board on executive remuneration and sets the remuneration packages of each of the executive directors within the approved Directors' Remuneration Policy (the Policy). The Committee has a written charter, which is reviewed annually and publicly available on the Company website.

The Committee monitors the ongoing appropriateness and relevance of the Policy and its application, ensuring alignment of incentives and rewards with the Company strategy, wider workforce, global remuneration trends, and culture at Wood.

The aim of the Committee is to establish an overall remuneration structure which:

- Promotes the long-term success of the Company and supports delivery of our strategy
- Reflects a balance of fixed and variable reward, with the purpose of creating a competitive total remuneration package that supports the attraction and retention of executive directors and other senior executives
- Ensures a balance between incentivised performance and the interests of shareholders

In setting the Policy and its application, the Committee considers the relevant provisions of the UK Corporate Governance Code, relevant regulations enacted under the Companies Act 2006, and shareholder views through consultation.

Our principles

Alignment with strategy, culture and delivery of shareholder value

Ensuring the Policy and principles support the needs of our business over the next few years, the delivery of our strategy and the creation of long-term value for our shareholders. We link pay to performance by ensuring there is a strong alignment with the organisation's short- and long-term objectives, and the prevailing company culture. Our shareholding requirements ensure executives remain aligned with the shareholder experience, including post-cessation of employment.

Stakeholder engagement

The Committee is mindful of shareholder and other stakeholder expectations in respect of executive pay and actively takes this into account when developing remuneration arrangements.

Simplicity and balance

Our remuneration effectively supports attraction and retention and is easily understood by all stakeholders. We aim to provide an appropriate balance between fixed and variable pay, with the following main components: base pay; benefits and pension; Annual Bonus Plan (ABP); long-term incentive plans; and employee share plans. Our arrangements are clear, transparent and aligned with those of the wider workforce.

Internally fair, externally competitive

We ensure executive directors' remuneration reflects wider workforce arrangements, including base salary increases. We use external data to inform our thinking and ensure remuneration decisions support attraction, retention, incentivisation and reward of our executive directors and broader leadership team.

Discretion in decision-making

When determining the outcomes of short- and long-term variable reward, in addition to the formulaic outcomes, the Committee considers any year-on-year changes, market conditions, and relevant environmental, social and governance (ESG) matters. If the Committee considers that the formulaic outcome is not appropriate, it has the flexibility to exercise discretion to adjust outcomes to take into account relevant factors. In exercising this judgement, the factors that the Committee may consider include, but are not limited to; workplace fatalities and injuries, significant environmental incidents, large or serial fines or sanctions from regulatory bodies and/or significant legal judgment or settlements.

To enhance the rigour with which performance is reviewed, the Committee utilises a discretionary matrix when assessing short-term (ABP) and long-term (LTIP) incentives outcomes.

As with all Committee decisions (in line with section 172 of the Companies Act 2006), we reflect on the experience of all stakeholders through the course of plan performance periods. A copy of the framework can be found at:

woodplc.com/discretionarymatrix

Workforce engagement and remuneration

The aim of workforce engagement is to ensure that the workforce is listened to and considered as part of the remuneration process, ensuring that remuneration decisions are aligned with their experience and underpinned by feedback and data on the composition, remuneration, engagement, retention, and diversity of the workforce.

In 2024, the Committee continued to engage with employees globally by participating in Board listening sessions with our people to support engagement and to provide an opportunity to our people to voice their opinions on executive pay.

The Committee also discussed and reviewed updates affecting the wider workforce, covering topics such as pay equity, employee share plans, gender and ethnicity pay reporting, insured benefits and retirement plans, and gender diversity. The Committee continued to receive regular updates from the Chief HR Officer and President Total Rewards throughout the year on wider workforce remuneration matters, ensuring that broader reward practices are understood and aligned when setting executive remuneration. Further detail can be found on page 140.

Advice provided (including internal teams)

During the year, the Committee took advice from Deloitte LLP, who were retained as an external adviser to the Committee. Deloitte LLP received £150,600 for the provision of services to the Committee during the year. These are charged on a time and materials basis.

The Committee considered the remuneration advice provided by Deloitte LLP during the year and is comfortable that it has been objective and independent. Deloitte LLP is a member of the Remuneration Consultant Group and adheres to the Group's Code of Conduct. The Committee has reviewed the potential for conflicts of interest and judged that there were appropriate safeguards against such conflicts. As well as advising the Committee, Deloitte LLP provided other services in 2024, predominantly related to tax compliance and advisory. Where appropriate, the Committee also receives input from the Chair of the Board, CEO, CFO, Chief HR Officer and the President Total Rewards. The Committee is comfortable that the Deloitte LLP engagement partner and team that provides remuneration advice to the Committee does not have connections with the Company or its Directors that may impair their independence. These individuals may attend the Committee meetings but do not take part in discussions regarding their own compensation.

Committee meetings in 2024 (detail)

During 2024, the Committee met four times to discuss remuneration issues and the operation of the Policy. An additional meeting was held in April to determine leadership remuneration for 2024. Additional time during the June and July meetings was given to discussions arising as a result of the unsolicited approach by Sidara. There was full Committee attendance at each meeting as well as additional Board member attendance where appropriate. The Committee has a regular schedule of agenda items in addition to other matters. The following matters were considered during the year:

Matters considered	Mar	May	Aug	Nov
Policy application for year ahead: annual salary review – executive directors and Chair of Board, ensuring alignment with wider workforce				I
Short- and long-term incentives: future year arrangements, performance measures for all plans, executive director participation levels, risks and impact of windfall gains	D			I
Review projected outcomes for previous performance periods for ABP and LTIP	D			
Variable reward: ongoing review of performance against targets for executive directors and all participants	I	I	I	I
Chief Financial Officer (CFO) retirement arrangements	D			
Preparation of annual remuneration report and sign off; determine stakeholder engagement	D			I
Annual general meeting preparation	I	D		
Wider workforce focus			I	
Share dilution and management: discussion and approval		D	I	I
External market update from advisers, including update on investor guidelines; emerging legislation, best practices and current thinking	I	I	I	I
Committee charter review				D

- D** Decision made
I Inform, discuss and planning

Changes during the year

Directors appointed

Catherine Michel was appointed as a non-executive director on 10 May 2024. David Lockwood was appointed as a non-executive director on 12 March 2024.

Director changes

There were no changes to non-executive directors during the year.

Directors resigned

Jacqui Ferguson stepped down as a member of the Board at the AGM in May 2024.

Committee evaluation

An internal review of the Committee facilitated by Clare Chalmers Limited was undertaken during the year. The review consisted of a bespoke questionnaire focusing on topics emerging from the 2023 external review and assessing progress made. The Committee scored well regarding its chairing and oversight of performance reviews. The Committee continues to receive a positive rating overall in its performance and will focus on ways it may continue to improve.

Shareholder consultation

As a minimum, the Committee engages annually with significant shareholders and voting agencies via written correspondence and offers the opportunity to meet with the Chair of the Committee. The Committee views these meetings as an opportunity to ensure the Policy, and its application, continue to be aligned with shareholder views, with feedback used to inform the Committee's decision-making process.

The Committee ensures that appropriate and meaningful shareholder consultation takes place in advance of any material change being proposed to the Policy.

A summary of any such consultation and the Committee's response to substantive points raised will be included in the relevant section of the remuneration report. In addition, the Committee receives input on broader market insights and shareholder expectations through Committee advisers.

We have continued to proactively engage with and listen to our shareholders during the year where appropriate. The Committee, as always, is thankful for the time and considerations conveyed by our stakeholders and trusts that the proposed changes to, and application of, the Policy detailed in this report demonstrate we continue to listen and act on any feedback.

Statement of shareholder voting

Where there are a substantial number of votes against any resolution on directors' remuneration, the Committee seeks to understand the reasons for any such vote and will detail here any actions in response to it. In line with the Corporate Governance Code, where there are 20% or more votes against remuneration resolutions, the Committee will support the Board in engaging with shareholders to understand their views regarding remuneration. The following table sets out the 2024 AGM voting in respect of our remuneration matters.

Item	AGM date	Vote For (including Discretionary)	Vote Against	Votes Withheld ¹
Advisory vote on the 2023 Remuneration Report	9 May 2024	504,400,402 (95.41%)	24,287,843 (4.59%)	32,906
Binding vote on the 2023 Directors' Remuneration Policy	11 May 2023	443,012,707 (95.38%)	21,459,521 (4.62%)	340,868

Notes to the statement of shareholding voting

- ¹ A vote withheld is not a vote in law and is not counted in the calculation of the percentage of votes 'For' or 'Against' a resolution.

Chair of the Board and non-executive directors

Single figure of remuneration*

In line with our Policy, non-executive directors receive a base fee in relation to their role. The remuneration of the non-executive directors is reviewed annually by the Chair, CEO and Company Secretary, who make a recommendation to the Board, with changes ordinarily effective from 1 January. Additional fees may be paid for related duties including the senior independent directorship and for chairing and membership of certain Board Committees as outlined in our fee structure table. The following table sets out the total single figure of remuneration for the Chair and each of the non-executive directors in the financial year.

	Year	Total fees (£000)
Roy Franklin	2024	£304.4
	2023	£292.7
Birgitte Brinch Madsen	2024	£62.1
	2023	£59.6
Jacqui Ferguson (retired May 2024)	2024	£22.2
	2023	£70.2
David Lockwood	2024	£49.8
Adrian Marsh	2024	£74.6
	2023	£70.2
Catherine Michel	2024	£39.9
Nigel Mills	2024	£74.6
	2023	£70.2
Brenda Reichelderfer	2024	£74.6
	2023	£59.6
Susan Steele	2024	£74.6
	2023	£70.2

Note: Fees include base fee and additional Committee fees in line with our fee structure and are calculated pro-rata based on the time in the role. Non-executive directors do not receive any taxable benefits which require to be reported.

Shareholdings*

Non-executive directors are not permitted to participate in any of the Company's incentive arrangements. The table below details the shareholding of the non-executive directors as at 31 December 2024, including those held by connected persons. As at the date of this report, there have been no other changes to non-executive director shareholding detailed below since 31 December 2024.

	Shares owned outright as at 1 January 2024	Shares owned outright as at 31 December 2024
Roy Franklin	74,000	111,000
Birgitte Brinch Madsen	5,000	20,000
Jacqui Ferguson	27,194	29,001
David Lockwood	-	25,000
Adrian Marsh	27,000	27,000
Catherine Michel	-	-
Nigel Mills	7,341	7,341
Brenda Reichelderfer	15,000	15,000
Susan Steele	21,500	36,913

Agreements for service

Non-executive directors and the Chair have an agreement for service with an initial three-year term, at the end of which a rolling agreement takes effect with no fixed expiry date. The agreement for service can be terminated by either party giving 90 days' notice. Non-executive directors and the Chair are subject to annual re-election (or election for new appointments) at the Annual General Meeting (AGM). The table below details the terms for current directors between the 2024 AGM and expiry of the current term of their agreements if applicable.

	Date of Appointment	Notice period	Current term expiry
Roy Franklin	6 October 2017	90 days	No fixed expiry
Birgitte Brinch Madsen	1 March 2020	90 days	No fixed expiry
David Lockwood	12 March 2024	90 days	18 June 2025
Adrian Marsh	10 May 2019	90 days	No fixed expiry
Catherine Michel	10 May 2024	90 days	18 June 2025
Nigel Mills	1 May 2020	90 days	No fixed expiry
Brenda Reichelderfer	31 March 2021	90 days	No fixed expiry
Susan Steele	31 March 2021	90 days	18 June 2025

Note: David Lockwood, Catherine Michel and Susan Steele did not stand for re-election at the 2025 AGM.

Fee structure

The Chair and non-executive director fee structure for 2024 and 2025 are set out below. The Board and Committee determined the Chair and the non-executive directors' fees would remain unchanged in 2025. However, for 2025, as disclosed in the Scheme of Arrangement, the Board approved an additional fee of £112,950 for Paul O'Donnell, for chairing a new Board Committee that will oversee the improvements to Wood's capital structure and their interaction with the acquisition by Sidara. The Board benchmarked this additional fee against other non-executive director appointments requiring similar specialist experience. Fees will next be reviewed for 2026 during the annual process. The fee structure reflects the time commitment of Committee responsibilities and ensures we continue to attract and retain non-executive directors from a diverse range of backgrounds.

	2024 fees per annum	2025 fees per annum
Chair of the Board annual fee	£304,450	£304,450
Annual non-executive director fee inclusive of all Committee attendance	£62,050	£62,050
Additional annual fee for Senior Independent Director	£12,500	£12,500
Additional annual fee for Audit, Risk & Ethics/Remuneration/Safety & Sustainability Chairs	£10,500	£12,500

Directors' report

The directors submit their report together with the audited financial statements of the Group for the year ended 31 December 2024.

Information relevant to and forming part of the directors' report is to be found in the following sections of the Annual report and Financial Statements:

The Group consolidated income statement for the year is set out on page 152.

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Going concern

In applying the going concern basis for preparing the financial statements, the directors have considered the Group's objectives and strategy, the risks and uncertainties in achieving those objectives, and reviewed business performance.

Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements. However, the directors have identified material uncertainties related to going concern. More information can be found on page 93 and 119.

Dividend

Due to the cash performance of the Group, the Board gave priority to maintaining a strong balance sheet and decided not to propose a final dividend in relation to the year ending 31 December 2024. No final dividend was declared in relation to the year ending 31 December 2023, therefore no dividend was paid to shareholders during 2024.

Directors' report continued

Statutory disclosures

Statement by the directors in performance of their statutory duties in accordance with s172 Companies Act 2006 can be found on page 44.

Disclosures under UK Listing Rule 6.6.1R

Disclosures in relation to listing rule UKLR 6.6.1R where applicable are included in note 24 to the financial statements in relation to long-term incentive plans.

Energy usage and carbon emissions

We recognise the impact of energy use and carbon emissions on climate change and are committed to minimising our environmental footprint.

The Company's approach to governance, mitigation, monitoring and assurance of climate change-related risk is set out on pages 73 to 81 and details of the actions the Company is taking to manage and minimise our impact are set out on pages 84 to 85.

Detailed information on our energy usage in line with the Streamlined Energy & Carbon Reporting framework (SECR), is set out on page 84.

Political donations

During the year ended 31 December 2024, no political donations were made and no political expenditure was incurred, as defined in Part 14 of the Companies Act 2006. No donation, contribution or expenditure was made to any non-UK political party during the year.

Charitable donations

The employee-matched funding initiative supports employee fundraising efforts for employee personal choice charities, with Wood matching up to 100% of the amounts raised by employees, up to a specified limit. In addition, our Global Cause Challenge provides funding to charities and not-for-profit organisations nominated by our employees aligned to our Global Cause, currently education. These initiatives are the foundation of our charitable donation programme and more information on them can be found on page 71.

Articles of Association

The Company's Articles of Association (Articles) may only be amended by special resolution at a General Meeting of shareholders and are filed with the Registrar of Companies.

A temporary disapplication of the limitation on Borrowing Powers set out in the Articles was approved at a meeting of shareholders held on 23 October 2025 and remains in place until 31 October 2028.

It is proposed to amend the Company's Articles at a General Meeting scheduled in November 2025. For further information, please see the scheme document published on 11 September 2025.

 Our Articles of Association are available at: woodplc.com/articlesofassociation

Share capital and rights

As at the date of this report, the Company's issued share capital, quoted on the London Stock Exchange, consisted of 691,839,369 ordinary shares, each carrying one vote. The total voting rights at the date of this report are accordingly 691,839,369. No person has any special rights of control over the Company's share capital and there are no shares carrying special rights or restrictions on voting rights. All issued shares are fully paid.

There are no restrictions on the transfer of ordinary shares in the capital of the Company other than certain restrictions which may, from time to time, be imposed by law, for example, insider trading regulations. The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities and/or voting rights.

As a result of the delayed publication of the audited accounts beyond the 30 April 2025 deadline set by the UK Disclosure Guidance and Transparency Rules, our shares were suspended from listing and trading from 1 May 2025. Upon publication of our half year results for 2025, we intend to apply to the FCA to seek re-admission of our shares to listing and trading.

Details of significant direct or indirect holders of securities in the Company can be found on page 149.

The John Wood Group PLC Employee Share Trust holds shares to meet its obligations under the Company's employee share plans, and rights in respect of those shares are not directly exercisable by employees. The Trust refrains from exercising its voting rights.

Acquisitions and purchases of own shares

Subject to applicable law and the Company's Articles, the directors may exercise all powers of the Company to authorise the issue and/or market purchase of the Company's shares, subject to an appropriate authority being given to the directors by shareholders in a General Meeting and any conditions attaching to such authority.

At the 2024 AGM, shareholders passed a resolution authorising the Company to purchase its own shares up to a maximum number of 69,183,936 ordinary shares. During the year ended 31 December 2024, the Company made no acquisitions of its own shares and the authority granted by this resolution has not been used.

Post-balance sheet events

Important post-balance sheet events are detailed in the notes to the financial statements. See note 38 for further details.

Research and development activity

Wood has substantial industry know-how that is shared across the business, and we work with clients to create innovative solutions to their challenges. We have active research and development projects in areas such as software development, project delivery tools and process technology to enhance delivery and optimisation of our clients' projects/assets and support their fundamental challenges including decarbonisation and digitalisation. We utilise continuous feedback to improve current processes, practices, and technologies.

Appointment, retirement and removal of directors

The rules governing appointment, retirement and removal of directors are detailed in the Articles.

A director may be appointed by an ordinary resolution of shareholders in a General Meeting following nomination by the Board or a member (or members) entitled to vote at such a meeting. The directors may appoint a director during any year provided that the individual stands for election by shareholders at the next AGM.

At every AGM, every director shall retire from office and may offer him/herself for re-appointment by the members. In addition to any power of removal conferred by the Companies Act 2006, a director may be removed by a special resolution by shareholders before the expiration of their period of office.

Powers of directors

Subject to applicable law and the Company's Articles, the directors may exercise all powers of the Company.

Indemnity of officers

Under Article 137 of the Articles, the Company may indemnify any director or former director against any liability, subject to the provisions of the Companies Act 2006. Under the authority conferred by Article 137, the Company has granted indemnities to the directors of the Company. The indemnities do not apply to any claim which arises out of fraud, default, negligence or breach of fiduciary duty or trust by the indemnified person. In addition, the Company may purchase and maintain for any director or other officer, insurance against any liability. The Company maintains appropriate insurance cover against legal action brought against its directors and officers, and the directors and officers of its subsidiaries.

Substantial shareholdings

The table below shows the holdings of major shareholders in the Company's issued ordinary share capital, as at 31 December 2024, as notified and disclosed to the Company in accordance with the Disclosure Guidance and Transparency Rules.

Shareholders	No of shares	% of shares ¹
FIL Limited	70,582,252	10.20%
FMR LLC	67,672,263	9.78%
J.P. Morgan Securities plc	40,957,284	5.92%
Schroders Plc	35,008,357	5.06%
Abrdn plc	34,373,800	4.99%
Pzena Investment Management, Inc.	34,507,237	4.99%
Franklin Templeton Institutional, LLC	33,950,724	4.91%
Ameriprise Financial	33,776,060	4.88%
Artisan Partners Limited Partnership	33,601,505	4.86%
Liontrust Investment Partners LLP	32,173,462	4.65%
Kiltearn Partners LLP	23,028,390	3.33%

1. Percentages provided were correct at the dates of notification.

Following the announcement of the Independent Review, the Company was notified of a significant number of changes to the major shareholdings in the Company, pursuant to the Disclosure Guidance and Transparency Rules.

The table below shows the holdings of major shareholders in the Company's issued ordinary share capital, as at 1 May 2025 (the date that the shares were suspended from listing and trading), as notified and disclosed to the Company in accordance with the Disclosure Guidance and Transparency Rules.

Shareholders	No of shares	% of shares ¹
FIL Limited	68,818,002	9.95%
J.P. Morgan Securities plc	40,416,025	5.84%
Melqart Asset Management (UK) Ltd	34,631,030	5.00%
Aberdeen Group plc	34,373,800	4.99%
Pzena Investment Management, Inc.	34,507,237	4.99%
Franklin Templeton Institutional, LLC	33,950,724	4.91%
Ameriprise Financial	33,776,060	4.88%
Artisan Partners Limited Partnership	33,601,505	4.86%
Liontrust Investment Partners LLP	32,173,462	4.65%
Schroders Plc	30,350,747	4.39%
Kiltearn Partners LLP	23,028,390	3.33%

1. Percentages provided were correct at the dates of notification.

Approval of the directors' report

The strategic report set out on pages 1 to 98 and the directors' report set out on pages 147 to 150, were approved by the Board on 30 October 2025 and have been signed by the Interim Chief Financial Officer on behalf of the Board.



Iain Torrens

Interim CFO and CEO designate

Directors' report continued**Directors' responsibilities**

The following statement, which should be read in conjunction with the directors' report and statement of the Auditor's responsibilities set out on page 263, describes the responsibilities of the directors with respect to the financial statements.

The directors are responsible for preparing the Annual report and Financial Statements, the annual report on directors' remuneration and the financial statements of the Group and the Company in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and Parent Company financial statements for each financial year. Under that law, they are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law. In addition, the Group financial statements are required under the UK Disclosure Guidance and Transparency Rules to be prepared in accordance with UK-adopted international accounting standards.

The Company financial statements are prepared in accordance with FRS 101 Reduced Disclosure Framework.

Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the group's profit or loss for that period.

In accordance with Disclosure Guidance and Transparency Rule ("DTR") 4.1.16R, the financial statements will form part of the annual financial report prepared under DTR 4.1.17R and 4.1.18R. The auditor's report on these financial statements provides no assurance over whether the annual financial report has been prepared in accordance with those requirements.

In preparing each of the Group and Company financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently
- For the Group financial statements, state whether they have been prepared in accordance with UK-adopted international accounting standards; for the Parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Parent Company financial statements
- Assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern
- Use the going concern basis of accounting unless it is intended to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so
- Make judgements and estimates that are reasonable, relevant, reliable and prudent

The directors are also responsible for:

- Keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the financial statements and the annual report on directors' remuneration comply with the Companies Act 2006
- Implementing such internal controls as they determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error
- Taking reasonable steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities
- Preparing a strategic report, directors' report, annual report on directors' remuneration and Corporate Governance statement that complies with applicable law and regulations
- Ensuring the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions

Directors' responsibility statement

The directors confirm that, to the best of their knowledge:

- The financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole
- The strategic report and directors' report include a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face
- The directors consider the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's position and performance, business model and strategy

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware.

Each director has taken all reasonable steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. Relevant information is defined as 'information needed by the Company's auditors in connection with preparing their report'.

This responsibility statement was approved by the Board of Directors on 30 October 2025 and is signed on its behalf by:



Roy A Franklin
Chair



Iain Torrens
Interim CFO and CEO designate

Financial statements

The audited financial statements of Wood for the year ended 31 December 2024.

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Consolidated income statement

for the year to 31 December 2024

		2024			2023 (restated*)		
		Pre- exceptional items \$m	Exceptional items (note 5) \$m	Total \$m	Pre- exceptional items \$m	Exceptional items (note 5) \$m	Total \$m
	Note						
Continuing operations							
Revenue	1,2,5	5,489.5	(333.1)	5,156.4	5,560.6	(82.6)	5,478.0
Cost of sales	5	(4,752.6)	-	(4,752.6)	(4,871.0)	-	(4,871.0)
Gross profit		736.9	(333.1)	403.8	689.6	(82.6)	607.0
Administrative expenses	5	(747.4)	(153.5)	(900.9)	(615.1)	(50.7)	(665.8)
Gain on disposal of businesses	5	-	69.7	69.7	-	-	-
Impairment loss on trade receivables and contract assets	15	(23.1)	-	(23.1)	(18.7)	(20.4)	(39.1)
Impairment of goodwill and intangible assets	5	-	(2,214.8)	(2,214.8)	-	-	-
Share of post-tax profit from joint ventures	13	41.7	(7.8)	33.9	42.8	-	42.8
Operating profit/(loss)		8.1	(2,639.5)	(2,631.4)	98.6	(153.7)	(55.1)
Finance income	3	22.7	-	22.7	22.8	-	22.8
Finance expense	3,5	(141.6)	(11.1)	(152.7)	(108.5)	(11.1)	(119.6)
(Loss)/profit before taxation from continuing operations	4,5	(110.8)	(2,650.6)	(2,761.4)	12.9	(164.8)	(151.9)
Taxation	5,6	(29.1)	18.2	(10.9)	(62.9)	7.6	(55.3)
Loss for the year from continuing operations		(139.9)	(2,632.4)	(2,772.3)	(50.0)	(157.2)	(207.2)
Discontinued operations							
(Loss)/profit from discontinued operations, net of tax	7	-	-	-	(10.2)	31.7	21.5
Loss for the year		(139.9)	(2,632.4)	(2,772.3)	(60.2)	(125.5)	(185.7)
(Loss)/profit attributable to:							
Owners of the parent		(145.6)	(2,632.4)	(2,778.0)	(65.7)	(125.5)	(191.2)
Non-controlling interests	30	5.7	-	5.7	5.5	-	5.5
		(139.9)	(2,632.4)	(2,772.3)	(60.2)	(125.5)	(185.7)
Earnings per share (expressed in cents per share)							
Basic	9			(402.5)			(27.9)
Diluted	9			(402.5)			(27.9)
Earnings per share – continuing operations (expressed in cents per share)							
Basic	9			(402.5)			(31.0)
Diluted	9			(402.5)			(31.0)

*Refer to Accounting Policies pages 171-172 for more information on the prior year restatements.

The notes on pages 159 to 238 are an integral part of these consolidated financial statements.

Consolidated statement of comprehensive income/expense

for the year to 31 December 2024

	Note	2024 \$m	2023 (restated*) \$m
Loss for the year		(2,772.3)	(185.7)
Other comprehensive expense from continuing operations			
<i>Items that will not be reclassified to profit or loss</i>			
Re-measurement losses on retirement benefit obligations	34	(50.6)	(82.2)
Movement in deferred tax relating to retirement benefit obligations	6	16.6	25.2
Impact of change in tax rate applicable to the UK defined benefit scheme	6	40.3	-
Total items that will not be reclassified to profit or loss		6.3	(57.0)
<i>Items that may be reclassified subsequently to profit or loss</i>			
Cash flow hedges	29	(1.7)	3.8
Tax on derivative financial instruments	6	(0.1)	(0.4)
Exchange movements on retranslation of foreign operations	29	(76.8)	54.7
Total items that may be reclassified subsequently to profit or loss		(78.6)	58.1
Other comprehensive expense from continuing operations for the year, net of tax		(72.3)	1.1
Total comprehensive expense for the year		(2,844.6)	(184.6)
Total comprehensive expense for the year is attributable to:			
Owners of the parent		(2,850.3)	(190.1)
Non-controlling interests	30	5.7	5.5
		(2,844.6)	(184.6)

*Refer to Accounting Policies pages 171-172 for more information on the prior year restatements.

Exchange movements on the retranslation of foreign operations could be subsequently reclassified to profit or loss in the event of the disposal of the operation in question.

The notes on pages 159 to 238 are an integral part of these consolidated financial statements.

Consolidated balance sheet

as at 31 December 2024

	Note	2024 \$m	2023 (restated*) \$m	1st January 2023 (restated*) \$m
Assets				
Non-current assets				
Goodwill and other intangible assets	10	1,903.9	4,266.5	4,276.4
Property plant and equipment	11	62.3	65.3	82.4
Right of use assets	12	345.0	355.9	276.0
Investment in joint ventures	13	113.7	178.1	156.5
Other investments	13	50.0	51.3	56.0
Long term receivables	15	79.1	183.2	129.5
Retirement benefit scheme surplus	34	345.8	391.9	432.4
Deferred tax assets	23	62.9	43.2	62.1
		2,962.7	5,535.4	5,471.3
Current assets				
Inventories	14	8.4	16.3	11.1
Trade and other receivables	15	1,140.7	1,400.7	1,445.3
Financial assets	15	4.0	9.2	10.8
Income tax receivable		39.6	58.5	41.2
Assets held for sale	32	37.2	-	21.0
Cash and cash equivalents	16	458.1	434.0	536.7
		1,688.0	1,918.7	2,066.1
Total assets		4,650.7	7,454.1	7,537.4
Liabilities				
Current liabilities				
Borrowings	18	1,138.6	315.3	345.9
Trade and other payables	17	1,654.2	1,693.5	1,690.8
Income tax liabilities		87.8	116.4	218.1
Lease liabilities	12	84.8	83.4	83.2
Provisions	22	42.6	65.7	44.9
Liabilities held for sale	32	27.7	-	20.6
		3,035.7	2,274.3	2,403.5
Net current liabilities		(1,347.7)	(355.6)	(337.4)
Non-current liabilities				
Borrowings	18	-	812.2	584.0
Deferred tax liabilities	23	113.1	212.1	251.4
Retirement benefit scheme deficit	34	74.5	80.1	73.2
Lease liabilities	12	308.3	317.4	259.7
Other non-current liabilities	19	232.5	77.4	108.5
Asbestos related litigation	21	305.7	306.5	311.4
Provisions	22	144.7	110.2	117.4
		1,178.8	1,915.9	1,705.6
Total liabilities		4,214.5	4,190.2	4,109.1
Net assets		436.2	3,263.9	3,428.3
Equity attributable to owners of the parent				
Share capital	25	41.3	41.3	41.3
Share premium	26	63.9	63.9	63.9
Retained earnings	27	(646.9)	938.4	923.2
Merger reserve	28	1,135.3	2,298.8	2,540.8
Other reserves	29	(162.4)	(83.9)	(142.4)
Total equity attributable to owners of the parent		431.2	3,258.5	3,426.8
Non-controlling interests	30	5.0	5.4	1.5
Total equity		436.2	3,263.9	3,428.3

*Refer to Accounting Policies pages 171-172 for more information on the prior year restatements.

The financial statements on pages 152 to 238 were approved and authorised for issue by the board of directors on 30 October 2025 and signed on its behalf by:



Roy A Franklin, Director



Iain Torrens, Director

The notes on pages 159 to 238 are an integral part of these consolidated financial statements.

Consolidated statement of changes in equity

for the year to 31 December 2024

		Share capital Note	Share premium \$m	Retained earnings \$m	Merger reserve \$m	Other reserves \$m	Equity attributable to owners of the parent \$m	Non- controlling interests \$m	Total equity \$m
At 1 January 2023, as previously reported		41.3	63.9	1,224.4	2,540.8	(142.4)	3,728.0	1.5	3,729.5
Impact of correction of errors*		-	-	(301.2)	-	-	(301.2)	-	(301.2)
At 1 January 2023 (*restated)		41.3	63.9	923.2	2,540.8	(142.4)	3,426.8	1.5	3,428.3
(Loss)/Profit for the year (restated*)		-	-	(191.2)	-	-	(191.2)	5.5	(185.7)
Other comprehensive income/(expense):									
Re-measurement losses on retirement benefit schemes	34	-	-	(82.2)	-	-	(82.2)	-	(82.2)
Movement in deferred tax relating to retirement benefit schemes (restated*)	6	-	-	25.2	-	-	25.2	-	25.2
Cash flow hedges	29	-	-	-	-	3.8	3.8	-	3.8
Tax on derivative financial instruments	6	-	-	(0.4)	-	-	(0.4)	-	(0.4)
Net exchange movements on retranslation of foreign operations (*restated)	29	-	-	-	-	54.7	54.7	-	54.7
Total comprehensive (expense)/income for the year (*restated)		-	-	(248.6)	-	58.5	(190.1)	5.5	(184.6)
Transactions with owners:									
Dividends paid	8,30	-	-	-	-	-	-	(1.6)	(1.6)
Credit relating to share based charges	24	-	-	19.6	-	-	19.6	-	19.6
Deferred tax impact of rate change in equity	6	-	-	0.7	-	-	0.7	-	0.7
Other tax movements in equity	6	-	-	(0.1)	-	-	(0.1)	-	(0.1)
Proceeds from Share Incentive Plan (SIP) shares	27	-	-	1.6	-	-	1.6	-	1.6
Transfer from merger reserve to retained earnings	28	-	-	242.0	(242.0)	-	-	-	-
At 31 December 2023 (as restated*)		41.3	63.9	938.4	2,298.8	(83.9)	3,258.5	5.4	3,263.9

*Refer to Accounting Policies pages 171-172 for more information on the prior year restatements.

During 2023, John Wood Group Holdings Limited paid \$242.0m to John Wood Group PLC in a partial settlement of the promissory note, which was put in place during 2019. The repayment represented qualifying consideration and as a result the Company transferred an equivalent portion of the merger reserve to retained earnings.

Consolidated statement of changes in equity continued

for the year to 31 December 2024

		Share capital	Share premium	Retained earnings	Merger reserve	Other reserves	Equity attributable to owners of the parent	Non- controlling interests	Total equity
	Note	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
At 1 January 2024 (restated*)		41.3	63.9	938.4	2,298.8	(83.9)	3,258.5	5.4	3,263.9
(Loss)/Profit for the year		-	-	(2,778.0)	-	-	(2,778.0)	5.7	(2,772.3)
Other comprehensive (expense)/income:									
Re-measurement losses on retirement benefit schemes	34	-	-	(50.6)	-	-	(50.6)	-	(50.6)
Movement in deferred tax relating to retirement benefit schemes	6	-	-	16.6	-	-	16.6	-	16.6
Impact of change in tax rate applicable to the UK defined benefit scheme	6	-	-	40.3	-	-	40.3	-	40.3
Cash flow hedges	29	-	-	-	-	(1.7)	(1.7)	-	(1.7)
Tax on derivative financial instruments	6	-	-	(0.1)	-	-	(0.1)	-	(0.1)
Net exchange movements on retranslation of foreign operations	29	-	-	-	-	(76.8)	(76.8)	-	(76.8)
Total comprehensive (expense)/income for the year		-	-	(2,771.8)	-	(78.5)	(2,850.3)	5.7	(2,844.6)
Transactions with owners:									
Dividends paid	8,30	-	-	-	-	-	-	(3.4)	(3.4)
Credit relating to share based charges	24	-	-	25.8	-	-	25.8	-	25.8
Deferred tax impact of rate change in equity	6	-	-	0.1	-	-	0.1	-	0.1
Other tax movements in equity	6	-	-	(1.5)	-	-	(1.5)	-	(1.5)
Purchase of company shares by Employee Share Trust	27	-	-	(4.1)	-	-	(4.1)	-	(4.1)
Transactions with non-controlling interests	30	-	-	2.7	-	-	2.7	(2.7)	-
Transfer from merger reserve to retained earnings	28	-	-	1,163.5	(1,163.5)	-	-	-	-
At 31 December 2024		41.3	63.9	(646.9)	1,135.3	(162.4)	431.2	5.0	436.2

*Refer to Accounting Policies pages 171-172 for more information on the prior year restatements.

During 2024, John Wood Group Holdings Limited settled a further \$1,163.5m to John Wood Group PLC in a further partial settlement of the promissory note. The repayment represented qualifying consideration and as a result the Company transferred an equivalent portion of the merger reserve to retained earnings.

Other reserves include the capital redemption reserve, capital reduction reserve, currency translation reserve and the hedging reserve.

The notes on pages 159 to 238 are an integral part of these consolidated financial statements.

Consolidated cash flow statement

for the year to 31 December 2024

	Note	2024 \$m	2023 (restated*) \$m
Reconciliation of loss to cash generated from operations:			
Loss for the year		(2,772.3)	(185.7)
<i>Adjustments:</i>			
Depreciation	11	21.4	21.0
Depreciation on right of use assets	12	90.5	95.2
Gain on disposal of leases		(2.6)	(1.7)
Gain on disposal of property plant and equipment	4	(2.0)	(2.6)
Impairment of goodwill and intangible assets	10	2,214.8	-
Impairment of property, plant and equipment	11	-	1.8
Gain on disposal of investment in joint ventures	32	(63.9)	(6.2)
Amortisation of intangible assets	10	127.7	130.8
Share of post-tax profit from joint ventures	13	(33.9)	(42.8)
Gain on disposal of business	32	(5.8)	(33.0)
Net finance costs	3	130.0	96.8
Share based charges	24	25.8	19.6
Decrease in provisions and employee benefits		(88.7)	(65.0)
Dividends from joint ventures	13	21.0	15.6
Other exceptional items – non-cash impact	1	444.8	161.2
Tax charge	6	10.9	48.6
Changes in working capital (excluding effect of acquisition and divestment of subsidiaries)			
Decrease in inventories		3.0	1.5
Decrease / (increase) in receivables		342.0	(49.2)
Decrease in payables		(212.4)	(94.2)
Exchange movements		(3.5)	3.1
Cash generated from operations		246.8	114.8
Tax paid		(79.3)	(97.7)
Net cash generated from operating activities		167.5	17.1

Consolidated cash flow statement continued

for the year to 31 December 2024

	Note	2024 \$m	2023 (restated*) \$m
Cash flows from investing activities			
Disposal of businesses (net of cash disposed and tax paid)	32	26.5	(22.5)
Proceeds from disposal of investment in joint ventures	32	143.8	15.9
Purchase of property plant and equipment	11	(18.6)	(18.8)
Proceeds from sale of property plant and equipment		4.3	8.2
Purchase of intangible assets	10	(74.1)	(95.1)
Interest received	3	7.8	1.1
Net cash generated from/(used in) investing activities		89.7	(111.2)
Cash flows from financing activities			
Repayment of short-term borrowings	31	(185.4)	(133.5)
Proceeds from long term borrowings	31	189.7	515.0
Repayment of long-term borrowings	31	-	(200.0)
Payment of lease liabilities	31	(110.9)	(113.3)
Proceeds from SIP shares	27	-	1.6
Purchase of shares by Employee Share Trust	27	(4.1)	-
Interest paid		(114.6)	(81.7)
Dividends paid to non-controlling interests	30	(3.0)	(1.6)
Net cash used in financing activities		(228.3)	(13.5)
Net increase / (decrease) in cash and cash equivalents	31	28.8	(107.6)
Effect of exchange rate changes on cash and cash equivalents	31	(4.7)	4.9
Opening cash and cash equivalents		434.0	536.7
Closing cash and cash equivalents	16	458.1	434.0

*Refer to Accounting Policies pages 171-172 for more information on the prior year restatements.

Cash at bank and in hand at 31 December 2024 includes \$84.5m (2023: \$127.7m) that is part of the Group's cash pooling arrangements. For internal reporting and for the purposes of the calculation of interest by the bank, this amount is netted with short-term overdrafts. However, in preparing these financial statements, the Group is required to gross up both its cash and short-term borrowings figures by this amount. Movement in short-term overdrafts are presented as part of the cash flows from financing activities as the overdraft facilities form part of the Group's financing.

The proceeds from long-term borrowings of \$189.7m reflects the increased utilisation of the long-term revolving credit facility.

Payment of lease liabilities includes the cash payments for the principal portion of lease payments of \$89.2m (2023: \$94.6m) and for the interest portion of \$21.7m (2023: \$18.7m). The classification of interest paid within financing activities is in line with the Group accounting policy.

The Group has elected to present a cash flow statement that includes an analysis of all cash flows in total, including both continuing and discontinued operations. Amounts related to the discontinued operation by operating, investing and financing activities are disclosed in note 7.

Included in the disposal of businesses are proceeds received of \$31.8m relating to the sale of the CEC Controls business offset by \$1.5m of cash paid as part of the ISI Mustang disposal and £3.8m of disposal costs.

The notes on pages 159 to 238 are an integral part of these consolidated financial statements.

Notes to the financial statements

for the year ended 31 December 2024

General information

John Wood Group PLC and its subsidiaries ('the Group') delivers comprehensive services to support its clients across the complete lifecycle of their assets, from concept to decommissioning, across a range of energy and materials markets. Details of the Group's activities during the year are provided in the Strategic Report. John Wood Group PLC is a public limited company, incorporated and domiciled in the United Kingdom and listed on the London Stock Exchange. Copies of the Group financial statements are available from the Company's registered office at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen AB12 3LE.

Accounting Policies

Basis of preparation

The Consolidated Financial Statements have been prepared in accordance with UK-adopted International Accounting Standards (IAS) and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards. The Consolidated Financial Statements also comply fully with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB). The Consolidated Financial Statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities (including derivative instruments). Certain financial and equity instruments have been measured at fair value. The financial statements are presented in US dollars and all values are rounded to the nearest \$0.1m, unless otherwise stated.

Going concern

The directors have undertaken a rigorous assessment of going concern and liquidity from the date of approval of these financial statements to 31 December 2026 (the going concern period), which includes financial forecasts to reflect severe, but plausible downside scenarios ("SBPD"). The directors have considered as part of this assessment the impact of the events that have happened post balance sheet (see Note 38) and up to the date of issue of these financial statements. To satisfy themselves whether the Group have adequate resources for the going concern assessment period, the directors have reviewed the Group's intended refinancing (see Amendment and Extension below), existing debt levels; the forecast compliance with debt covenants; the Group's forecast liquidity; and the impact of the key uncertainties and sensitivities on the Group's future performance and funding requirements.

Group's existing debt levels

As of 31 December 2024, the Group's principal debt facilities comprise a \$1,200.0m revolving credit facility (the "RCF"); a \$200.0m term loan (the "Term Loan"); and \$262.8m of US private placement debt (the "USPPs" and together with the RCF and the TL, the "Existing Committed Debt Facilities"). Subsequent to the balance sheet date, the Group obtained waivers from its creditors under the Existing Committed Debt Facilities in respect of non-compliance with financial covenants as at the balance sheet date and its historical non-compliance (including in respect of the financial year ended 31 December 2023 and earlier) and certain related undertakings. Each of the Existing Committed Debt Facilities are treated as current liabilities as at 31 December 2024. These facilities remain available to the Group at the date of authorisation of these financial statements.

The RCF and the Term Loan mature in October 2026 and the USPPs mature in various tranches from July 2026 through to July 2031, with 55% of the USPPs maturing from 2027 as highlighted in note 18, although the maturity dates are being amended as part of the amendment and extension of Group's debt facilities as noted below.

The Group has continued to service its debt in full to date with payments of interest and capital made on all facilities. However, given the upcoming debt maturities, the Group has been actively considering options for its refinancing. The Group has also relied on around \$1.7bn of uncommitted facilities including guarantees, bonding and receivables financing lines as well as a variety of bilateral and overdraft arrangements. A number of these facilities have been subject to various restrictions as to their use and in some cases are not fully available to the Group prior to the Amendment and Extension effective date (see Note 38) which materially reduced the Group's liquidity headroom during 2025 compared with prior periods. These restrictions also added stress on normal trading activities of the Group including inability to provide performance bonds.

Amendment and Extension

As announced on 29 August 2025 (the "Announcement"), the Company has now agreed the terms and conditions of a recommended cash acquisition by Sidara Limited (an entity controlled by Sidara) for the entire issued, and to be issued, ordinary share capital of the Company (the "Acquisition") for 30 pence in cash for each share in the Company as part of a holistic solution designed to provide financial stability to the Company that includes (among other things): (i) Sidara providing \$450 million of funding to the Company; (ii) the Company having agreed a conditional extension to 20 October 2028 of, and certain other amendments to, the Existing Committed Debt Facilities with the consent of its lenders (the "Amendment and Extension"); and (iii) additional bonding facilities for the Company. See PBSE (note 38).

The completion of the recommended Acquisition is subject to, among other things, approval by the requisite majority of Wood shareholders, the sanction of the Scheme by the Court and the receipt of certain antitrust and other regulatory approvals and as such there is no certainty with respect to the timing or completion of the Acquisition. In turn the availability of the Amendment and Extension agreement is subject to the completion of the Acquisition.

Approval of the recommended Acquisition by Wood shareholders will trigger the following refinancing package:

- Sidara has agreed to provide funding of \$450 million to the Company. Of this, \$250 million will be available to draw conditional upon, among other things, the Company's shareholders approving the Acquisition at the Company's upcoming shareholder meetings being held in connection with the Acquisition (the "Meetings") (the "Sidara Interim Funding"), and a further \$200 million will be available upon completion of the Acquisition (the "Sidara Completion Funding"). The Sidara Interim Funding is to be used for general corporate purposes (which includes repayments of other borrowings, other than where that debt has been accelerated);
- The implementation of the terms of the Amendment and Extension, to the Existing Committed Debt Facilities resulting in an extension of their term to 20 October 2028 along with certain other amendments to be implemented following the Meetings;

Notes to the financial statements continued

Accounting Policies (continued)

- the Company has agreed the terms of:
 - a committed \$200 million New Money Facility which will become effective at the same time as the Amendment and Extension (and which will be used to refinance a \$60m drawn facility in full) and the proceeds of which will solely be used to support the issuance performance, bid, surety or similar bonds, letters of credit or guarantees issued by an issuing bank; and
 - a committed Existing Guarantee Facility of approximately \$400 million, governing certain existing guarantees issued under the Company's uncommitted bilateral arrangements, which will become effective at the same time as the Amendment and Extension; and
 - a comprehensive collateral package comprising guarantees and, where practicable, all asset security which is intended to provide lenders with claims against substantially the whole of the value of the Group in favour of: (i) the lenders under the Existing Committed Debt Facilities, the New Money Facility and the Existing Guarantee Facility; (ii) Sidara; and (iii) certain other lenders, which will become effective at the same time as the Amendment and Extension.

If the conditions to the Acquisition are not satisfied at any point or the Acquisition terminates or lapses for any reason, the amendments to the Existing Committed Debt Facilities to be made pursuant to the Stable Platform will take effect (see PBSE note 38). In that case, the Company would be obliged to agree a recapitalisation plan under the Stable Platform with its creditors within 30 days. The Board has considered a number of alternate recapitalisation plans which could be applied in this circumstance including the disposal of further assets and the raising of additional equity and/or debt. However, the Board recognises that the exact nature of the recapitalisation plan will depend on the factors giving rise to the Stable Platform being triggered and may include restructuring of the Group and business disposals that would be reliant on receipt of creditor approval in order to avoid a default under its facilities. There can be no certainty that such a plan would be approved. In addition, the Group would be subject to tighter undertakings and covenants, restrictions on use of net disposals proceeds, and New Money Facility and Existing Guarantee Facility would each be draw-stopped. Accordingly, there can be no certainty that the Group will continue in its current form and / or that sufficient, appropriate funding will be available.

Forecast compliance with debt covenants

As described above, the Group obtained waivers from its creditors under the Existing Committed Debt Facilities in respect of, non-compliance with financial covenants as at 30 June 2025, as at the balance sheet date and prior periods (including in respect of the financial year ended 31 December 2023 and earlier) and certain related undertakings.

The temporary waivers provided under Wood's Existing Committed Debt Facilities are intended to be granted on a permanent basis as part of the Amendment and Extension (but will terminate if the Amendment and Extension does not become effective with the Stable Platform requirements as set out being applied).

Pursuant to the Amendment and Extension, the Group is required to prepare its first quarterly covenant testing for the net debt/EBITDA and interest cover covenants (see table below) on a rolling last twelve months basis as at 31 December 2025.

The Sidara Interim Funding and interest charge thereon will be included in the covenant calculations until the date of completion of the Acquisition, at which point the full \$450m of Sidara funding and interest thereon will be excluded from the financial covenant calculations. Additionally, pursuant to the Amendment and Extension, a new minimum liquidity requirement covenant will be applicable from the A&E Effective Date and until completion of the Acquisition. Under this covenant, the Group undertakes to procure that liquidity and forecast liquidity (includes readily accessible cash and undrawn RCF) in respect of each relevant week shall not be less than \$100m.

For all three financial covenants, until completion of the Acquisition, failure to satisfy covenant levels will trigger a requirement to consult with the lenders. However, this will not result in an event of default under the Amendment and Extension. The going concern assessment assumes that completion of the Acquisition is in September 2026. In a SBPD scenario, there is an assumption that completion delays by one month and is in October 2026.

The base case forecasts have been prepared on the assumption that shareholders approve the Acquisition at the Meetings and subsequently the Amendment and Extension is fully executed. In the SBPD scenario, this is delayed by one month.

Base case forecast covenant results:

An assessment of the Group's forward-looking financial covenant compliance has been made against the Base Case forecast. The Base Case forecast has been prepared on the latest Board approved forecasts, adjusted for a number of significant changes since the approval of those forecasts. Base case forecasts assume an improvement to current trading in the going concern period. This is predicated on stabilisation of Group's capital position including access to full bonding and guarantee facilities following the shareholder approval of the Acquisition, and management committing to take certain transformative actions to improve the Group's competitiveness and margin. These transformative actions, still at the early stages, are estimated to deliver in excess of \$60m in-year EBITDA improvement, at a one-time cost of \$32m. A series of risks and uncertainties have also been considered as part of the base case forecast.

All three financial covenants are forecast to pass with sufficient headroom across the going concern period in the base case scenario.

Forecast covenant results in SBPD scenario:

The Group has modelled the impact in a SBPD scenario based on the latest forecast to test the Group's ability to withstand potential downside shocks (being risks in excess of the identified business as usual risks included in the Base Case above). These potential risks have been identified following a bottom-up granular exercise conducted with each of the Business Units, and a consideration of the Group's current overall operating environment and circumstances. The key risks phased monthly and modelled in the SBPD Case included:

- Risks in relation to trading and working capital performance;
- Risks in relation to delivery of targeted transformative actions;
- Risks in respect of additional settlement of the outstanding claims;
- Risks that completion of disposals of Group's North America T&D business and 50% stake in RWG joint venture are delayed;
- Risks that receipt of Sidara Interim Funding and Sidara Post-Completion Funding are delayed.

Accounting Policies (continued)

These risks have been applied throughout the forecast period, and in parallel, a detailed list of potential mitigating items has been identified with the Business Units at the Group level and assessed for potential cashflow benefits, timings and P&L impacts (for covenant considerations) together with time and ease to implement and overall attractiveness. Risks applied net of mitigants account for 22% of base forecast EBITDA and result in up to 37% reduced liquidity headroom across the going concern period.

In addition to the risks reflected in the SBPD, there are contingent liabilities (Note 35) that may give rise to losses and cash outflows during the going concern period. In particular as disclosed in that note, the contingent liability in respect of the ongoing FCA investigation is considered probable to result in an outflow, but the amount and timing cannot be reliably estimated. These have not been factored into the SBPD scenario as it is either highly unlikely that any cash outflow will be in the going concern period or that an outflow can not be reliably estimated. However management believes there to be sufficient headroom in the financial covenants in case there is an outflow during the going concern period.

Financial covenants SBPD scenario

\$m	Dec 25	Mar 26	Jun 26	Sep 26	Dec 26
Net debt / EBITDA	5.32	4.88	4.75	4.66	2.73
Covenant threshold	5.50	5.50	5.25	5.00	4.50
EBITDA headroom (\$m)	8	28	24	20	125
EBITDA headroom %	3%	11%	10%	7%	39%
Interest cover	2.80	2.45	2.44	2.74	3.06
Covenant threshold	2.00	2.00	2.00	2.25	2.50
EBITA headroom (\$m)	64	40	41	49	54
EBITA headroom %	29%	18%	18%	18%	18%
Minimum liquidity headroom (\$m)	196	373	392	280	489
Covenant threshold (\$m)	100	100	100	100	N/A

Due to the quarterly covenant testing requirements, there is an inherent timing risk associated with profits, losses and large project related client receipts. Therefore, there is a risk that should the SBPD scenario outlined materialise, there may be temporary non-compliance with covenants. Such non-compliance post completion of the Transaction could lead to an event of default. The Group will continue to actively manage its cash flow to mitigate this risk and operate within the terms of the facilities. As discussed above, for all three financial covenants, until completion of the Acquisition, failure to satisfy covenant levels will trigger a requirement to consult with the lenders. However, this will not result in an event of default.

Liquidity

The Group has performed a robust assessment of its liquidity profile over the forecast period, particularly in light of the lenders partially restricting the use of the Group's \$1.7bn of uncommitted borrowing facilities as described further above. The liquidity headroom is positive throughout the forecast period. In the SBPD scenario, which considers the additional key risks as described above, the Group continues to show positive headroom throughout the going concern period (as shown in the table above). The lowest liquidity headroom across the going concern period is \$85m in October 2025. In the SBPD scenario, risks including delays in receipt of proceeds from planned disposals and delay in receipt of Sidara Interim Funding have been factored in. Any additional delays could put significant pressure on short term liquidity. In case of such a delay, management will take working capital actions to manage short term liquidity.

In addition to the risks reflected in the SBPD, there are contingent liabilities (Note 35) that may give rise to losses and cash outflows during the going concern period. In particular as disclosed in that note, the contingent liability in respect of the ongoing FCA investigation is considered probable to result in an outflow, but the amount and timing cannot be reliably estimated. These have not been factored into the SBPD scenario as it is either highly unlikely that any cash outflow will be in the going concern period or that an outflow can not be reliably estimated. However Management believes there to be sufficient headroom in the financial covenants in case there is an outflow during the going concern period.

Material uncertainty

As described above, completion of the Acquisition and, in turn, the associated changes to the Group's available funding is uncertain and the Group has therefore considered the uncertainties that might exist under: (i) a scenario where the Acquisition proceeds as planned; and (ii) a scenario where the Acquisition does not proceed and the Stable Platform Amendments take effect.

Assuming the Acquisition completes, the liquidity headroom is positive throughout the forecast period, both under the base forecast and the SBPD scenario. Additionally, the financial covenants will remain satisfied during the forecast period in the base forecast and SBPD scenario. As disclosed in the table above, the headroom in the SBPD scenario is narrow in certain instances with net debt/EBITDA headroom below 10% at December 2025 and September 2026. However, any breaches of financial covenants up to the date of completion of the Acquisition will require consultation with the lenders but will not result in an event of default. Following completion of the Acquisition, the timing of which is uncertain, revised covenants become applicable and any breach thereof would constitute an event of default requiring negotiation with the lenders. Forecasts indicate that the Group will remain compliant with those revised covenants though headroom is not large.

As noted above, the successful completion of the Acquisition and associated changes to available funding are subject to a number of uncertainties that are not in the Group's control, including: approval by the requisite number of shareholders at the Meetings, sanction by the court, and certain regulatory and antitrust approvals.

If the Acquisition conditions are not satisfied or the Acquisition does not complete, the Stable Platform arrangements will become effective. In that case, the Company would be obliged to agree a recapitalisation plan under the Stable Platform with its creditors within 30 days. That plan may include restructuring of the Group and business disposals that are reliant on receipt of creditor approval in order to avoid a default under its facilities. Additionally, there is insufficient detail surrounding the business disposals as there are too many variables to consider at this point, including the timing at which point the Stable Platform is triggered, how far internal transformation programs have been implemented, the scope of potential acquirers at the time of disposal and the extent of carve-up of the Group required to execute this. The availability of sufficient liquidity and necessary facilities in this scenario is uncertain. Based on this there is uncertainty with respect to the continued availability of sufficient, appropriate funding.

Additionally, whilst Sidara have stated its intention for Wood Group to continue in its current form, there can be no certainty as to what Sidara will decide on the future operations or structure of the Group. Whilst the directors consider the likelihood of any significant change in these respects by Sidara during the going concern period to be limited, this is beyond the directors' control.

Notes to the financial statements continued

Accounting Policies (continued)

Accordingly, the directors have identified a material uncertainty concerning the completion of the Acquisition, Sidara's plans for future operations and in the absence of the successful completion of the acquisition the continued availability of sufficient, appropriate funding that may cast significant doubt about the Group's and the Company's ability to continue as a going concern and, therefore, the Group and the Company may be unable to realise their assets and discharge their liabilities in the normal course of business. This material uncertainty is referenced in the external auditor's Independent Audit Report on page 248.

Notwithstanding the material uncertainty explained above, taking account of all the factors explained in this statement, the directors have formed the judgement that it is appropriate to prepare the financial statements on the going concern basis. The financial statements therefore do not include the adjustments that would result if the Group and the Company were unable to continue as a going concern.

Significant accounting policies

The Group's significant accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented.

Critical accounting judgements and estimates

The preparation of the financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. These estimates and judgements are based on management's best knowledge of the amount, event or actions and actual results ultimately may differ from those estimates. Group management believe that the estimates and assumptions listed below have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities.

(a) Revenue recognition on fixed price and long-term contracts (estimate)

The Group has a large number of fixed price long-term contracts which are accounted for in accordance with IFRS 15 and require estimates to be made for contract revenue. Fixed price contracts revenue from continuing operations amounted to \$1,032.1m in 2024 (2023: \$840.4m (*restated)), and is comprised of several hundred relatively low value contracts which are ongoing at any one point in time and these often span reporting periods and include small short duration consultancy contracts. They are all at varying stages of completion and carry their own unique risks. Hence, with the exception of the Aegis contract, which is described further in note 2, it is impracticable to provide any meaningful disclosure on the key sensitivities that would impact on revenue recognition, such as those outlined below.

Uncertainties include the estimation of:

Forecast costs to complete the contract

At the end of the reporting period the Group is required to estimate costs to complete on fixed price contracts based on the work to be performed after the reporting date, which may span more than one reporting period. This involves an objective evaluation of project progress against the delivery schedule, evaluation of the work to be performed and the associated costs to fully deliver the contract to the client and contingencies. These factors are affected by a variety of uncertainties that depend on the outcome of future events,

and so often need to be revised as events unfold, and therefore it is not practically possible to present these sensitivities which will be different across a large number of relatively low value contracts. The estimates from these contracts, in aggregate, could nevertheless have a possible material impact on revenue, gross amounts due to clients and gross amounts due from clients. Where forecast costs exceed revenue per the contract, could lead to onerous contract provisions being recognised which would also have an impact on cost of sales.

Recognition of revenue from variation orders ('VOs')

As contracts progress management may deem that the company is entitled to VOs increasing the contract price under the existing contracts (variable considerations). In some instances, changes to the scope or requirements of a project equate to changing the contract in a way that entitles the Company to additional consideration (contract modifications).

Where VOs are linked to variable consideration management estimate the value of revenue to be recognised such that it is considered highly probable that a significant reversal in the amount of cumulative revenue recognised to date will not occur when the uncertainty associated with the VO is subsequently resolved. This assessment is reconsidered at each reporting date. The assessment is based on discussions with the client and a range of factors, including contractual entitlement, prior experience of the client and of similar contracts with other clients.

Where VOs are linked to contract modifications, management recognise associated revenue when such modifications are approved and when the company has an enforceable right to payment. In cases where the price has not been agreed, management estimate the value of revenue to be recognised such that it is considered highly probable that a significant reversal in the amount of cumulative revenue recognised to date will not occur when the final price for the contract modification has been agreed. The Group has governance processes in place, whereby unapproved variation orders in excess of \$5m require approval by senior management. As at the year end, there were no (2023: two) unapproved variation orders totalling nil (2023: \$17m) which were approved under this process. Revenue recognised in 2024 and 2023 associated with unapproved variation orders below the \$5m threshold was immaterial.

Liquidated damages ('LDs')

LDs are designated damages (negative variable considerations) that are paid by the defaulting party in the event that certain contractual requirements are not met. Management make an assessment of the value of LDs to be provided at the reporting date such that it is considered highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the LDs is subsequently resolved. This initial assessment is reconsidered at each reporting date. The assessment is based on a best estimate of the monetary amount of LDs payable which involves a number of management assumptions and judgements including discussions with the client, contractual entitlement, prior experience of the client, prior experience of similar contracts with other clients and other forms of documentary evidence. There were no other individually material contractual liquidated damages as at the year ended 31 December 2024, other than Aegis which is described further below.

Accounting Policies (continued)

Reimbursable contracts

As reimbursable contracts progress, changes to the scope or requirements of a project may equate to changing the contract in a way that entitles the Company to additional consideration (contract modifications) or, conversely, result in potentially irrecoverable costs due to the terms and conditions associated with the contract.

These factors are affected by a variety of uncertainties that depend on the outcome of future events, and so often need to be revised as events unfold, and therefore it is not practically possible to present these sensitivities which will be different across a large number of relatively low value contracts. The estimates from these reimbursable contracts, in aggregate, could nevertheless have a possible material impact on revenue, gross amounts due to clients and gross amounts due from clients.

Aegis Poland and other specific contracts

Revenue for the Aegis Poland project has been recognized in accordance with IFRS 15 *Revenue from Contracts with Customers*, which requires that variable consideration such as claims, change orders, and liquidated damages (LDs) be included in the transaction price only to the extent that it is highly probable that a significant reversal will not occur when the uncertainty is resolved. Given the current status of negotiations with USACE, as further described in note 2, management has determined that it is no longer possible to conclude with sufficient certainty that any of the submitted claims or retention balances meet the "highly probable" threshold. Accordingly, these amounts have been constrained to zero in the revenue recognized to date (2023: \$266.6m).

There are further contracts, principally within the Projects business for which the Group has received material claims relating to liquidate or other damages. Management has determined that it is not yet possible to conclude with sufficient certainty that the retention by the Group of all previous received client payments meet the "highly probable" threshold. Accordingly, the revenue recognised has been to constrained to the extent that it is considered highly probable that a significant reversal in the amount of cumulative revenue recognised to date will not occur when the associated uncertainty is resolved.. This accounting treatment reflects the absence of documentary evidence, third-party validation, or legal discovery that would support recognition under IFRS 15 at this stage. As the matter progresses toward Trial, the Group expects the accounting position to evolve as additional information, and positions are made available and in so doing the recognized loss to reverse in whole or in part. See note 2 for further details.

(b) Impairment of goodwill and other acquired intangibles (estimate)

A key area of judgement is the impairment testing of goodwill. At each reporting period an assessment is performed in order to determine whether there are any indicators of impairment, which involves considering the performance of the business and any significant changes to the markets in which the Group operates.

Determining whether goodwill requires an actual impairment involves an estimation of the expected value in use or fair value less cost of disposal of the asset (or CGU to which the asset relates), whichever results in a higher value. The Group's CGUs are consistent with its reportable operating segments as outlined in note 1, with Investment Services comprised of Wood Transmission and Distribution and Swaggart. The value in use calculation, the method which returns the higher value for all CGU's (see note 10), involves an estimation of future

cash flows and also the selection of appropriate discount rates and terminal growth rates, all of which involve considerable judgement.

During the year, there was a change in assumption to allocating intangible capital expenditure that is incurred centrally to each of the CGUs. The annual amortisation charge was previously allocated to each of the CGUs on the basis of revenue however following a review of the financial performance of each of the CGUs and the Group as a whole, the amortisation charge is now allocated according to usage of the various software packages. The annual amortisation charge is deemed to be an appropriate proxy for software additions. This has no impact on the Group position but reduces the Projects CGU value in use, increasing Operations and Consulting.

Furthermore, the Group allocated central costs and assets on a just and reasonable basis as part of the 2024 impairment test. In 2023, management performed the test of the central unallocated costs through a supplemental Group test which did not identify an additional impairment. In general, the central incurred costs and assets were allocated pro-rata to each of the CGUs on the basis of revenue, headcount or usage of the assets. Headcount data and usage of assets was obtained from human resources and asset usage data was obtained from software providers or real estate as appropriate.

The future cash flows are derived from the latest Board approved five-year plan, with the key assumptions being revenue growth, which is sensitive to known and unknown pipeline opportunities, and is common within the industry, win rates for rebids and new business, and EBITDA margins. The Board-approved five-year plan has an element of contingency to take into consideration potential risks within these assumptions. The revenue CAGR assumption ranges from 2.7% to 5.6% and has also significantly reduced, reflecting market confidence in the Group's ability to achieve forecasts and challenges in securing work against a backdrop of significant financial uncertainty. The risk adjusted EBITDA margins range from 5.9% to 9.7%, see note 10 for further details.

Discount rates and terminal growth rates are calculated with reference to the specific risks associated with the assets. The calculation of discount rates is performed using a risk-free rate appropriate to the currency of the cash flows related to the CGU being tested. This rate is then adjusted to factor in local market risks and risks specific to the Group, with cash flow risks considered within the cash flows themselves rather than the discount rate. For the purpose of impairment testing in accordance with IAS36 *Impairment of Assets*, the Group estimates pre-tax discount rates based on the post-tax weighted average cost of capital, which is used for internal purposes. Pre-tax discount rates of between 13.6% and 15.6% have been used to discount the CGU cash flows and a terminal value is applied using long term growth rates of 2.0% to 2.1%. The discount rates have increased significantly since 2023 mainly due to refinancing risk and the reduced size of the Group, relative to its peers.

The carrying value of the brand at 31 December 2024 was \$253.7m (2023: \$283.7m) and was recognised on the acquisition of AFW in 2017. At 31 December 2024, the Group fully impaired the carrying value of its AFW brand intangible of \$253.7 million. The brands, acquired in 2017, were no longer used in commercial activities, with the Group operating solely under the 'Wood' brand throughout 2024. The AFW brands did not generate independent cash flows and assessment under fair value less costs of disposal assessments concluded the brand's recoverable amount was nil, supported by the Group's, significant legacy losses, negative brand sentiment, and the immateriality of remaining AFW branded operations. Therefore, the Group has impaired the brand asset in full. See note 10 for further details.

Notes to the financial statements continued

Accounting Policies (continued)

(c) Provisions and contingent liabilities (judgement and estimate)

The Group records provisions where it has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the obligation can be made. Where the outcome is less than probable, but more than remote, or a reliable estimate cannot be made, no provision is recorded but a contingent liability is disclosed in the financial statements, if material. The recording of provisions is an area which requires the exercise of management judgement relating to the nature, timing and probability of the liability and typically the Group's balance sheet includes contract provisions and provisions for pending legal issues.

As a result of the acquisition of Amec Foster Wheeler ('AFW') in 2017, the Group has acquired a significant asbestos related liability. Some of AFW's legacy US and UK subsidiaries are defendants in asbestos related lawsuits and there are out of court informal claims pending in both jurisdictions. Plaintiffs claim damages for personal injury alleged to have arisen from exposure to the use of asbestos in connection with work allegedly performed by subsidiary companies in the 1970s and earlier. The provision for asbestos liabilities is the Group's best estimate of the obligation required to settle claims up until 2050.

The critical assumptions applied in determining the asbestos provision include: indemnity settlement amount, forecasted number of new claims, estimated defence costs and the discount rate. The Group uses a blended yield curve rate to discount its asbestos liabilities. This rate is matched to the expected duration of the liabilities and the rate used at the end of December 2024 is 4.58%.

The Group's subsidiaries have been effective in managing the asbestos litigation, in part, because the Group has access to historical project documents and other business records going back more than 50 years, allowing it to defend itself by determining if the claimants were present at the location of the alleged asbestos exposure and, if so, the timing and extent of their presence.

The Group has recorded a \$32.6m exceptional charge (2023: \$29.4m) with respect to the asbestos liability in the period which reflects an additional risk premium recorded by management to reflect a historical analysis of actual settlements against forecasts and reflects an updated actuarial review which updated the best estimate for recent claims experience and latest projections. Further details of the asbestos liabilities are provided in note 21 including a sensitivity analysis showing the impact of changes to the key assumptions.

(d) Retirement benefit schemes (estimate)

The value of the Group's retirement benefit schemes' surplus/deficit is determined on an actuarial basis using several assumptions. Changes in these assumptions will impact the carrying value of the surplus/deficit. A sensitivity analysis showing the impact of changes to these assumptions is provided in note 34. The principal assumptions that impact the carrying value are the discount rate, the inflation rate and life expectancy. The Group determines the appropriate assumptions to be used in the actuarial valuations at the end of each financial year following consultation with the retirement benefit schemes' actuaries. In determining the discount rate, consideration is given to the interest rates of high-quality corporate bonds in the currency in which the benefits will be paid and that have terms to maturity similar to those of the related retirement benefit obligation. The inflation rate is derived from the yield curve used in deriving the discount rate and adjusted by an agreed risk premium. Assumptions regarding future mortality are based on published statistics and the latest available mortality tables. The tax rate applied to the surplus of the UK scheme is 25%, (2023: 35%), following the Authorised Surplus Payments Charge (Variation of Rate) Order 2024, the tax rate of 35% was reduced to 25% from 6 April 2024.. As at the balance sheet date, there are no plans to request a refund and other avenues are being explored to use the surplus. The technical surplus is not as large as the IAS 19 surplus and so there is a lower limit to what could be accessed in any event.

Further details of the assumptions and measurements outlined can be seen in note 34.

Basis of consolidation

The Group financial statements are the result of the consolidation of the financial statements of the Group's subsidiary undertakings from the date of acquisition or up until the date of divestment as appropriate. Subsidiaries are entities controlled by the Group. The Group 'controls' an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. All Group companies apply the Group's accounting policies and prepare financial statements to 31 December. Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated.

Joint ventures and joint operations

A joint venture is a type of joint arrangement where the parties to the arrangement share rights to its net assets. A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed arrangement which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The considerations made in determining joint control are similar to those necessary to determine control over subsidiaries.

The Group's interests in joint ventures are accounted for using equity accounting. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture from the acquisition date. The results of the joint ventures are included in the consolidated financial statements from the date the joint control commences until the date that it ceases. The Group includes its share of joint venture profit on the line 'Share of post-tax profit from joint ventures' in the Group income statement and its share of joint venture net assets in the 'investment in joint ventures' line in the Group balance sheet.

Accounting Policies (continued)

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities relating to the arrangement. The Group accounts for joint operations by recognising the appropriate proportional share of revenue, expenses, assets and liabilities.

Presentational currency

The Group's earnings stream is primarily US dollars and the Group therefore uses the US dollar as its presentational currency.

The following exchange rates have been used in the preparation of these financial statements:

	2024	2023
Average rate £1 = \$	1.2781	1.2425
Closing rate £1 = \$	1.2523	1.2749

Foreign currencies

In each individual entity, transactions in foreign currencies are translated into the relevant functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rates ruling at the balance sheet date. Any exchange differences are taken to the income statement.

Income statements of entities whose functional currency is not the US dollar are translated into US dollars at average rates of exchange for the period and assets and liabilities are translated into US dollars at the rates of exchange ruling at the balance sheet date. Exchange differences arising on translation of net assets in such entities held at the beginning of the year, together with those differences resulting from the restatement of profits and losses from average to year end rates, are taken to the currency translation reserve.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rate ruling at the balance sheet date with any exchange differences taken to the currency translation reserve.

Foreign currency differences are recognised in Other Comprehensive Income ('OCI') and accumulated in the translation reserve, except to the extent that the translation difference is allocated to Non-Controlling Interests ('NCI').

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to the foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss. The directors consider it appropriate to record sterling denominated equity share capital in the financial statements of John Wood Group PLC at the exchange rate ruling on the date it was raised.

Revenue recognition

The Group has four business units: Consulting, Projects, Operations and Investment Services. The Consulting business provides technical consulting, digital consulting and energy asset development and also provides decarbonisation and digital solutions. The Projects business mainly provides complex engineering design and project management across energy and materials markets, including oil and gas, metal and minerals and life sciences. The Operations business manages and optimises client assets including decarbonisation, maintenance, modifications, brownfield engineering and asset management through to decommissioning. Investment Services manages a number of legacy activities and activities in industrial power and heavy civil engineering.

Revenue comprises the fair value of the consideration specified in a contract with a client and is stated net of sales taxes (such as VAT) and discounts. The Group recognises revenue when it transfers control over a good or service to a client and when it is highly probable that such revenue will not reverse in a future period.

With regard to cost reimbursable projects and fixed price contracts, further detail is provided below about the nature and timing of the satisfaction of performance obligations in contracts with clients, including payment terms and the related revenue recognition policies.

Cost reimbursable projects

Revenue is recognised over time as the services are provided based on contractual rates per man hour in respect of multi-year service contracts. The amount of variable revenue related to the achievement of key performance indicators ('KPIs') or the impact of maximum price caps is estimated at the start of the contract, but any revenue recognised is constrained to the extent that it is highly probable there will not be a significant reversal in future periods.

Fixed price contracts

Revenue on fixed price contracts for services, construction contracts and fixed price long-term service agreements is recognised over time according to the stage of completion reached in the contract by measuring the proportion of costs incurred for work performed to total estimated costs. Margin is only recognised when the outcome of the contract can be measured reliably.

Contract modifications are generally not distinct from the performance obligations in the original contract due to the significant integration service provided in the context of the contract and are priced according to the same standalone selling prices of the original contract.

Therefore, modifications are generally accounted for as a modification of the existing contract and performance obligations with a cumulative catch-up adjustment recognised within revenue.

Management assess the value of revenue to be recognised in respect of variation orders based on the considerations described in the critical accounting judgements and estimates section above in the paragraph regarding recognition of revenue from variation orders.

Notes to the financial statements continued

Accounting Policies (continued)

A claim is an amount that the Group seeks to collect from the client as reimbursement for costs whose inclusion in the contract price is disputed, and may arise from, for example, delays caused by the client, errors in specification or design and disputed variations in contract work. Claims are also usually variable considerations and are included in contract revenue only to the extent that it is highly probable that a significant reversal of revenue will not occur. Appropriate legal advice is taken in advance of any material revenue being recognised in respect of claims. Please refer to the significant accounting policies section for more detail on the Group's policies around estimating forecast costs to complete, recognition of revenue from variation orders and liquidated damages, the latter of which are forms of variable consideration which can be material and highly judgemental.

Contract costs are recognised in the income statement when incurred. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised immediately.

The Group's payment terms state that all invoices are generally payable within 30 days.

Passthrough revenue

Passthrough revenue represents services from contracts entered into with the clients to acquire, on their behalf, equipment produced by various suppliers and/or services provided by different subcontractors. The Group executes passthrough services as a principal and as an agent. Where the Group controls the promised goods or services before transferring them to the client, the Group is a principal and records revenue and costs on a gross basis and the revenue is recorded at a point in time when control over the goods is passed to the client. If the Group does not control the promised goods and services before transferring to the client, the Group is agent and revenue is limited to any commission earned for performing the service and is generally recorded over time as the Group's role is to arrange for another entity to provide the goods or services. Payment is usually due upon receipt of the equipment by the client or as subcontractor services are performed, depending on the terms of the contract. Payment terms for contracts that are not prefunded by the clients are usually within 30 to 60 days.

Details of the services provided by the Group are provided under the 'Segmental Reporting' heading.

Contract balances

A contract asset includes trade receivables which includes amounts that the Group has invoiced to clients and gross amounts due from clients. Gross amounts due from clients reflects revenue recognised on the contract according to the stage of completion, less any progress payments received, and amounts transferred to trade receivables when the right to consideration becomes unconditional. Contract assets are adjusted for any expected credit loss allowance considering the probability of default by the counterparty.

Contract liabilities include gross amounts due to clients and primarily relate to advance consideration received from clients, for which revenue is recognised over time and include claims made against the Group by clients that are considered highly probable to lead to a reversal of revenue.

Exceptional items

Exceptional items are those significant items which are separately disclosed by virtue of their size or incidence to enable a full understanding of the Group's financial performance. Transactions which may give rise to material exceptional items include gains and losses on divestment of businesses; write downs or impairments of assets including goodwill; restructuring and redundancy costs or provisions; litigation or regulatory settlements; asbestos related income or charges; tax provisions or payments; provisions for onerous contracts and acquisition and divestment costs. The tax impact on these transactions is shown separately in the exceptional items note to the financial statements (note 5).

Restructuring and redundancy costs or provisions will include those costs associated with major Board approved programmes which will deliver longer term benefits to the Group. If this involves closure of a material office, discrete operating unit or service line the exceptional cost will include redundancy and severance of impacted employees, onerous contract provisions, the write off of any unrecoverable net assets and any reversals in future periods. Provisions for restructuring will be recognised in line with the policy on provisions below.

Finance expense/income

Interest income and expense is recorded in the income statement in the period to which it relates. Arrangement fees and expenses in respect of the Group's debt facilities are amortised over the period which the Group expects the facility to be in place. Interest relating to the unwinding of discount on deferred and contingent consideration, IFRS 16 lease liabilities and asbestos liabilities is included in finance expense. Interest expense and interest income on scheme assets relating to the Group's retirement benefit schemes are also included in finance income/expense. See note 3 for further details.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- The gross carrying amount of the financial asset; or
- The amortised cost of the financial liability.

Dividends payable

Dividends to the Group's shareholders are recognised as a liability in the period in which the dividends are approved by shareholders. Interim dividends are recognised when paid. See note 8 for further details.

Business combinations

The Group accounts for business combinations using the acquisition method of accounting when control is transferred to the Group. The consideration transferred is measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Intangible assets arising on business combinations are tested for impairment when indicators of impairment exist. Acquisition costs are expensed and included in administrative expenses in the income statement.

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the net assets acquired. Goodwill is carried at cost less accumulated impairment losses. Goodwill is not amortised.

Accounting Policies (continued)

Intangible assets

Intangible assets are carried at cost less accumulated amortisation. Intangible assets are recognised if it is probable that there will be future economic benefits attributable to the asset, the cost of the asset can be measured reliably, the asset is separately identifiable and there is control over the use of the asset. Where the Group acquires a business, intangible assets on acquisition are identified and evaluated to determine the carrying value on the acquisition balance sheet.

Licence agreements to use Software as a service (SaaS) software are treated as service contracts and expensed in the Group income statement, unless the Group has both a contractual right to take possession of the software at any time without significant penalty, and the ability to run the software independently of the host vendor. In such cases the licence agreement is capitalised as software within intangible assets.

Costs to configure or customise a SaaS software licence are expensed alongside the related service contract in the Group income statement, unless they create a separately identifiable resource controlled by the Group, in which case they are capitalised.

Intangible assets are amortised over their estimated useful lives on a straight-line basis, as follows. During the year, the brand asset was impaired in full. Refer to note 10 for further details.

Software	3-5 years
Development costs and licences	3-5 years

Intangible assets on acquisition

Client contracts and relationships	5-13 years
Brands	16 years

Property plant and equipment

Property plant and equipment (PP&E) is stated at cost less accumulated depreciation and impairment. No depreciation is charged with respect to freehold land and assets in the course of construction.

Depreciation is calculated using the straight-line method over the following estimated useful lives of the assets:

Freehold buildings	25-50 years
Leasehold improvements	period of lease
Plant and equipment	3-10 years

When estimating the useful life of an asset group, the principal factors the Group takes into account are the durability of the assets, the intensity at which the assets are expected to be used and the expected rate of technological developments. Asset lives and residual values are assessed at each balance sheet date.

Refer to the Leases policy for the Group's policy with respect to the right of use assets.

Impairment

The Group performs impairment reviews in respect of PP&E, investment in joint ventures and intangible assets whenever events or changes in circumstance indicate that the carrying amount may not be recoverable. In addition, the Group carries out impairment reviews in respect of goodwill, at least annually. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than its carrying amount.

Impairment losses are recognised in profit or loss. They are allocated to first reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

For the purposes of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGUs'). Goodwill arising from a business combination is allocated to the appropriate CGU or groups of CGUs that are expected to benefit from the synergies of the combination. The CGUs are aligned to the structure the Group uses to manage its business. Cash flows are discounted in determining the value in use.

See note 10 for further details of goodwill impairment testing and note 13 for details of impairment of investment in joint ventures.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and other short-term bank deposits with original maturities of three months or less. Bank overdrafts are included within borrowings in current liabilities. The Group presents balances that are part of a pooling arrangement with no right of offset on a gross basis in both cash and short-term borrowings.

Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Company's business model is primarily Hold to Collect. The Group has non-recourse financing arrangements in which funds are received in relation to trade receivable balances before the due date for payment. Trade receivables are derecognised on receipt of the payment from the bank. See note 15 for further details.

The Group recognises loss allowances for Expected Credit Losses ('ECLs') on trade receivables and gross amounts due from clients, measured at an amount equal to lifetime ECLs. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes a customer being in significant financial difficulty or a breach of contract such as a default. The gross carrying amount of a financial asset is written off when the Group has no reasonable expectation of recovering a financial asset in its entirety or a portion thereof. For individual clients, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery.

Notes to the financial statements continued

Accounting Policies (continued)

Asbestos related receivables

Asbestos related receivables represents management's best estimate of insurance recoveries relating to liabilities for pending and estimated future asbestos claims. They are only recognised when it is virtually certain that the claim will be paid. Asbestos related assets under executed settlement agreements with insurers due in the next 12 months are recorded within Trade and other receivables and beyond 12 months are recorded within Long term receivables. The Group's asbestos related assets have been discounted using an appropriate rate of interest.

Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost using the effective interest method. Under existing IAS 1 requirements, companies classify a liability as current when they do not have the unconditional right to defer settlement for at least 12 months after the reporting date. The IASB has removed the requirement for a right to be unconditional and instead now requires that a right to defer settlement must exist at the reporting date and have substance. All non-current borrowings have been classified as current due to historical breaches of information and financial covenants due to the presence of material prior year adjustments. These breaches have been remedied post year end through covenant waivers of all historical covenants.

Taxation

Tax provisions are based on management's interpretation of country specific tax law and the likelihood of settlement. This involves a significant amount of judgement as tax legislation can be complex and open to different interpretation. Management uses in-house tax experts, professional firms and previous experience when assessing tax risks. When actual liabilities differ from the provisions, adjustments are made which can have a material impact on the Group's tax charge for the year.

Deferred tax asset recognition is based on two factors. Firstly, deferred tax liabilities in the same jurisdiction as assets that are legally capable of being offset and the timing of the reversal of the asset and liability would enable the deduction from the asset to be utilised against the taxable income from the liability. Secondly, forecast profits support the recognition of deferred tax assets not otherwise supported by deferred tax liabilities. Management uses in-house tax experts to determine the forecast period to support recognition, this is considered by jurisdiction or entity dependent on the tax laws of the jurisdiction. If actual results differ from the forecasts the impact of not being able to utilise the expected amount of deferred tax assets can have a material impact on the Group's tax charge for the year.

See note 6 and 23 for details.

The tax charge represents the sum of tax currently payable and deferred tax. Tax currently payable is based on the taxable profit for the year. Taxable profit differs from the profit reported in the income statement due to items that are not taxable or deductible in any period and also due to items that are taxable or deductible in a different period. The Group's liability for current tax is calculated using tax rates enacted or substantively enacted at the balance sheet date.

Tax is recognised in the income statement except to the extent that it relates to items recognised in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity as appropriate.

A current tax provision is recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. In line with IFRIC 23, depending on the circumstances, the provision is either the single most likely outcome, or a probability weighted average of all potential outcomes. The provision incorporates tax and penalties where appropriate. Separate provisions for interest are also recorded. Interest in respect of the tax provisions is not included in the tax charge, but disclosed within profit before tax.

Deferred tax is provided, using the full liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. The principal temporary differences arise from depreciation on PP&E, tax losses carried forward and, in relation to acquisitions, the difference between the fair values of the net assets acquired and their tax base. Tax rates enacted, or substantively enacted, at the balance sheet date are used to determine deferred tax.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and it is intended that they will be settled on a net basis.

The Group has applied the exception in the Amendments to IAS 12 issued in May 2023 and has neither recognised nor disclosed information about deferred tax assets or liabilities relating to Pillar Two income taxes.

Accounting for derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date the contract is entered into and are subsequently re-measured at fair value. Where hedging is to be undertaken, the Group documents the relationship between the hedging instrument and the hedged item at the inception of the transaction, as well as the risk management objective and strategy for undertaking the hedge transaction. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of the hedged items.

Accounting Policies (continued)

Fair value measurement

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk. A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable outputs and minimise the use of unobservable outputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The fair value of interest rate swaps is calculated as the present value of their estimated future cash flows. The fair value of forward foreign exchange contracts is determined using forward foreign exchange market rates at the balance sheet date. The fair values of all derivative financial instruments are verified by comparison to valuations provided by financial institutions.

The carrying values of trade receivables and payables approximate to their fair values.

The fair value of financial liabilities is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control or use an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an asset, the Group uses the definition of a lease in IFRS 16.

The Group recognises a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability.

The Group leases real estate, including land, buildings and warehouses, machinery/equipment, vehicles and IT equipment. The right of use assets generate cash flows as part of the cash generating units disclosed in note 10. The majority of the lease liability relates to real estate with leases generally entered into for fixed periods of up to five years, unless of strategic importance to the Group. Some leases have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets are not used as security for borrowing purposes.

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate ('IBR') and is subsequently increased by the interest cost on the lease liability and reduced by repayments. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the assessment of whether an extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the Group's IBR is used. The IBR is the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right of use asset in a similar economic environment with similar terms, security and conditions.

The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that includes renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which may affect the amount of lease liabilities and right of use assets recognised.

The Group applies the practical expedient for short-term leases in which a lessee is permitted to make an accounting policy election not to recognise lease assets and lease liabilities for leases with a term of 12 months or less and do not include an option to purchase the underlying asset. Lease costs of short-term leases are recognised on a straight-line basis over the term of the lease term and disclosed within the consolidated financial statements. The Group believes short-term lease commitments are not materially different than the short-term lease cost for the period.

Retirement benefit scheme surplus/deficit

The Group operates a number of defined benefit and defined contribution pension schemes. The surplus or deficit recognised in respect of the defined benefit schemes represents the difference between the present value of the defined benefit obligations and the fair value of the scheme assets. The assets of these schemes are held in separate trustee administered funds. The schemes are largely closed to future accrual.

The defined benefit schemes' assets are measured using fair values. Pension scheme liabilities are measured annually by an independent actuary using the projected unit method and discounted at the current rate of return on a high-quality corporate bond of equivalent term and currency to the liability. The increase in the present value of the liabilities of the Group's defined benefit schemes expected to arise from employee service in the period is charged to operating profit. The interest income on scheme assets and the increase during the period in the present value of the scheme's liabilities arising from the passage of time are netted and included in finance income/expense.

Re-measurement gains and losses are recognised in the statement of comprehensive income in full in the period in which they occur. The defined benefit schemes surplus or deficit is recognised in full and presented on the face of the Group balance sheet.

Group management consider it appropriate to recognise the IAS 19 surplus in the Wood Pension Plan as the rules governing the scheme provide an unconditional right to a refund assuming the gradual settlement of the scheme's liabilities over time until there are no members left, as per IFRIC 14.11 (b). On a winding up scenario, any surplus would be returned to the Group.

Notes to the financial statements continued

Accounting Policies (continued)

The Group's contributions to defined contribution schemes are charged to the income statement in the period to which the contributions relate.

The Group operates a Supplemental Executive Retirement Plan (SERP) pension arrangement in the US for certain employees. Contributions are paid into a separate investment vehicle and invested in a portfolio of US funds that are recognised by the Group in other investments with a corresponding liability in other non-current liabilities. Investments are carried at fair value. The fair value of listed equity investments and mutual funds is based on quoted market prices and so the fair value measurement can be categorised in Level 1 of the fair value hierarchy.

Provisions

Provisions are recognised where the Group is deemed to have a legal or constructive obligation, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate of the obligation can be made. Where amounts provided are payable after more than one year the estimated liability is discounted using an appropriate rate of interest.

The Group takes internal and external advice in considering known and reasonably likely legal claims made by or against the Group. It carefully assesses the likelihood of success of a claim or action. Appropriate provisions are made for legal claims or actions against the Group on the basis of likely outcome, but no provisions are made for those which, in the view of the directors, are less than probable or for which no amount can be reliably measured.

See note 22 for further details.

Where the outcome is less than probable, but more than remote or a reliable estimate cannot be made, no provision is recorded but a contingent liability is disclosed in the financial statements, if material.

Share based charges relating to employee share schemes

The Group has recorded share based charges in relation to a number of employee share schemes.

Charges are recorded in the income statement as an employee benefit expense for the fair value of share options (as at the grant date) expected to be exercised under the Executive Share Option Schemes ('ESOS'). Amounts are accrued over the vesting period with the corresponding credit recorded in retained earnings.

Awards are allocated under the Group's Long-Term Plan ('LTP') or the new Discretionary Share Plan ('DSP') which are the incentive plans in place for executive directors and certain senior executives. The charge for awards granted under the LTP/DSP are based on the fair value of those awards at the grant date, spread over the vesting period. The corresponding credit is recorded in retained earnings. For awards that have a market related performance measure, the fair value of the market related element is calculated using a Monte Carlo simulation model.

Employees may also be granted non-performance awards either in the form of conditional share awards or share options. These awards typically have a three-year vesting period.

The Group has an Employee Share Plan ('ESP') under which employees contribute regular monthly amounts of up to a maximum of 10% of their gross salary which are used to purchase shares over a one-year period. At the end of the year the participating employees are awarded one free share for every two shares purchased providing they remain in employment for a further year. A charge is calculated for the award of free shares and accrued over the vesting period with the corresponding credit taken to retained earnings.

Under the plan the Group also has a UK Share Incentive Plan ('SIP'), which is recognised by HM Revenue and Customs, employees contribute regular monthly amounts of up to £150 per month to purchase shares. The participating employees are awarded one free share for every two purchased, provided that they hold the purchased shares for 3 years and remain in employment.

Share capital

John Wood Group PLC has one class of ordinary shares and these are classified as equity. Dividends on ordinary shares are not recognised as a liability or charged to equity until they have been approved by shareholders.

The Group is deemed to have control of the assets, liabilities, income and costs of its employee share trusts, therefore they have been consolidated in the financial statements of the Group. Shares acquired by and disposed of by the employee share trusts are recorded at cost. The cost of shares held by the employee share trusts is deducted from equity.

Merger reserve

Where an acquisition qualifies for merger relief under Section 612 of the Companies Act 2006, the premium arising on the issue of shares to fund the acquisition is credited to a merger reserve. See note 28 for further information.

Discontinued operations

The Group classified its Built Environment Consulting business as a discontinued operation for the reporting period ending 31 December 2022. A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets criteria to be classified as held for sale. When an operation is classified as a discontinued operation, the comparative income statement and statement of comprehensive income are presented as if the operation had been discontinued from the start of the comparative period. Classification as held for sale was from 1 January 2022 and in September 2022, the sale of this business was completed. Refer to note 7 for further details on the amounts recognised as discontinued in 2023.

Accounting Policies (continued)

Segmental reporting

The Group has determined that its operating segments are based on management reports reviewed by the Chief Operating Decision Maker ('CODM'), the Group's Chief Executive. Our financial reporting segments reflect our current operating model which consists of Projects, Operations, Consulting and Investment Services ('IVS'). Projects is focused on providing front-end engineering services, procurement and project management. Our Operations segment focuses on improving operational efficiency by providing maintenance, modification and operation services. Consulting is a multi-sector specialist technical consultancy division providing innovative thinking needed to maximise value at every stage of the asset life cycle. Investment Services manages a range of legacy or non-core businesses and investments with a view to generating value via remediation and restructuring.

The Chief Executive measures the operating performance of these segments using 'Adjusted EBIT' (Earnings before interest and tax). Operating segments are reported in a manner consistent with the internal management reports provided to the Chief Executive who is responsible for allocating resources and assessing performance of the operating segments.

Assets and liabilities held for sale

Disposal groups are classified as assets and liabilities held for sale if it is highly probable that they will be recovered primarily through sale rather than continuing use. Disposal groups are measured at the lower of carrying value and fair value less costs to sell and their assets and liabilities are presented separately from other assets and liabilities on the balance sheet.

Research and development government credits

The Group claims research and development government credits predominantly in the UK, US, Canada and Australia. These credits are similar in nature to grants and are offset against the related expenditure category in the income statement. The credits are recognised when there is reasonable assurance that they will be received, which in some cases can be some time after the original expense is incurred.

Government grants

The Group recognises a government grant when it has reasonable assurance that it will comply with the relevant conditions and that the grant will be received. This may be a judgemental matter, particularly when governments are introducing new programmes that may require new legislation, or for which there is little established practice for assessing whether the conditions to receive a grant are met. If the conditions are met, then the Group recognises government grants as a credit in profit or loss in line with its recognition of the expenses that the grants are intended to compensate.

The disclosure of impact of new and future accounting standards

Standards issued but not yet effective

The Group early adopted the amendments to IAS 1 – *Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants* which came into effect from 1 January 2024 in the prior year. As described in note 18, the Group has reclassified all non-current borrowings as current due to the presence of historical information and financial covenant breaches which have been remedied post year end through a covenant waiver.

Amendments to other existing standards do not have a material impact on the financial statements.

Restatement of December 2023 Income Statement and Balance Sheet

In November 2024 the Group announced that, in response to dialogue with its auditor, it had agreed to commission an Independent Review to be performed by Deloitte LLP, focusing on reported positions in Projects business unit, accounting, governance and controls.

The Independent Review confirmed issues in a limited number of contracts in the Group's Projects business unit, particularly in relation to lump sum turnkey contracts. It identified issues with the application of relevant accounting standards guidance as well as inappropriate management pressure and override to maintain previously reported positions, for example in complex contractual disputes where a negotiated settlement is a probable but uncertain outcome, whether this should be recorded as a reduction in revenue under IFRS15 or as a cost provision under IAS37. Additionally, the Review identified gaps and deficiencies within the application of controls relating to the monitoring and reporting of project positions and central accruals held within the Projects business unit. The Review did not note any material issues with the Group's other business units (Consulting, Operations and Investment Services).

The Review confirmed the need for a number of restatements and adjustments to Wood's prior year financial statements for the years ended 31 December 2022 and 31 December 2023. These restatements include revenue adjustments, expected credit loss changes, revised contingency releases and write-offs of amounts held centrally now regarded as irrecoverable.

These findings identified material income statement and balance sheet errors including revenue, cost of sales and administrative expenses together with the associated balance sheet positions. These findings include the impacts of inappropriate revenue recognition where unapproved variation orders were recognised as revenue despite not meeting the highly probable threshold within IFRS 15. Further, inappropriate management pressure and override to maintain previously reported positions led to failure to appropriately account for claims against the group by its clients.

In addition, management performed a detailed review of its Software as a Service ("SaaS") arrangements which were previously capitalised on the balance sheet within goodwill and intangible assets. Following a detailed analysis of the requirements of IAS 38 *Intangibles* and the underlying contracts the Group determined that it did not have control over the arrangement and therefore the asset was derecognised with a corresponding debit to the income statement with the revised treatment being to expense the cost as incurred.

Also, management has undertaken a review of contracts across the group to determine whether the principal versus agent distinction has been applied appropriately for procurement and construction management pass-through revenue. The judgement required in these circumstances is whether the Group takes control of the goods or services before passing them on to the end client. Following this review, a number of contracts within the Projects business unit have been identified for which, on balance, it has been identified that the Group acts as agent rather than principal for one or more performance obligations within the contract.

Notes to the financial statements continued

Accounting Policies (continued)

Finally, in the prior year the Group recognised a deferred tax asset in respect of trading losses on the basis that this was supported by the future reversal of the deferred tax liability in respect of the pension surplus. However this was inappropriate given the nature of the gains arising on crystallising of the surplus. Also the deferred tax liability in respect of the pension surplus should have been measured using the 35% refund tax rate effective at 1 January 2023 and 31 December 2023 instead of 25% as was used.

IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* defines an error as a failure to use, or misuse of reliable information that was available and could reasonably be expected to have been obtained and taken into account in preparing the financial statements. The general principle of IAS 8 is that all material prior period errors should be corrected retrospectively in the first set of financial statements authorised for issue after their discovery by restating the comparative amounts for the prior periods presented in which the error occurred. In some instances this process has been complex and whilst management is confident with the end position recognised in the 31 December 2024 balance sheet, it has often been difficult to determine the exact timing of adjustments between financial years as a result of changes to personnel, weak historical record keeping and the need to avoid retrospective information inappropriately impacting the decision. The effects of the changes can be summarised as follows:

- The overall effect of the adjustments identified by the Independent Review was to reduce net assets by \$122.9m and \$194.4m at 1 January 2023 and 31 December 2023, respectively, and to increase the loss before taxation from continuing operations for the year ended 31 December 2023 by \$71.5m.
- The overall effect of the adjustments identified in respect of SaaS arrangements was to reduce net assets by \$28.5m and \$44.6m at 1 January 2023 and 31 December 2023, respectively, and to increase the loss before taxation from continuing operations for the year ended 31 December 2023 by \$16.1m.
- As a result of the principal versus agent review, the prior year financial statements have been restated to reduce both revenue and cost of sales by \$347.6m each. There is no impact on profit or net assets from the restatement.
- In respect of deferred tax, the impact at 31 December 2023 was to reduce deferred tax assets by \$5.5m, increase deferred tax liabilities by \$135.5m and reduce retained earnings by \$141m (impact on 1 January 2023: \$151.3m increase in deferred tax liabilities with a corresponding decrease in retained earnings) and decrease the taxation charge for the year by \$5.5m.

The adjustments had minor impacts on the tax charge and other comprehensive income for the year ended 31 December 2023. Cash was not impacted by the changes although there were reallocations between operating and financing activities.

The table below reconciles the amounts on the reported primary statements to the restated figures now included as comparatives.

Financial statement line item	2022 \$m	2022 PYA \$m	2023 opening Restated \$m	2023 \$m	2023 PYA \$m	2023 Restated \$m
Revenue	-	-	-	5,900.7	(422.7)	5,478.0
Cost of sales	-	-	-	(5,215.8)	344.8	(4,871.0)
Administration expenses	-	-	-	(646.0)	(19.8)	(665.8)
Impairment loss on trade receivables and contract assets	-	-	-	(44.2)	5.1	(39.1)
Operating profit/(loss)	-	-	-	37.5	(92.6)	(55.1)
Finance income	-	-	-	19.4	3.4	22.8
Taxation	-	-	-	(65.0)	9.7	(55.3)
Loss for the year from continuing operations	-	-	-	(127.7)	(79.5)	(207.2)
Profit from discontinued operations, net of tax	-	-	-	22.5	(1.0)	21.5
Earnings per share (basic and diluted) – continuing operations (expressed in cents per share)	-	-	-	(19.4)	(8.5)	(27.9)
Loss for the year	-	-	-	(105.2)	(80.5)	(185.7)
Movement in deferred tax relating to retirement benefit obligations	-	-	-	18.0	7.2	25.2
Exchange movements on retranslation of foreign operations	-	-	-	58.2	(3.5)	54.7
Total comprehensive expense for the year	-	-	-	(107.8)	(76.8)	(184.6)
Cash generated from operating activities	-	-	-	48.4	(31.3)	17.1
Net cash used in investing activities	-	-	-	(142.5)	31.3	(111.2)
Net cash used in financing activities	-	-	-	(13.5)	-	(13.5)
Goodwill and intangible assets	4,309.1	(32.7)	4,276.4	4,319.0	(52.5)	4,266.5
Long term receivables	129.5	-	129.5	184.2	(1.0)	183.2
Deferred tax assets	61.2	0.9	62.1	43.1	0.1	43.2
Trade and other receivables	1,545.0	(99.7)	1,445.3	1,554.4	(153.7)	1,400.7
Income tax receivable	40.7	0.5	41.2	57.9	0.6	58.5
Trade and other payables	1,687.6	3.2	1,690.8	1,706.7	(13.2)	1,693.5
Income tax liabilities	218.1	-	218.1	115.8	0.6	116.4
Provisions	44.9	-	44.9	57.6	8.1	65.7
Net current liabilities	(235.0)	(102.4)	(337.4)	(207.0)	(148.6)	(355.6)
Deferred tax liabilities	100.1	151.3	251.4	76.6	135.5	212.1
Other non-current liabilities	106.8	1.7	108.5	69.4	8.0	77.4
Non-current provisions	103.4	14.0	117.4	77.7	32.5	110.2
Other reserves	(142.4)	-	(142.4)	(80.4)	(3.5)	(83.9)
Retained earnings	1,224.4	(301.2)	923.2	1,312.9	(374.5)	938.4

1 Segmental reporting

During the year, the Group monitored activity and performance through four operating segments; Projects, Operations, Consulting and Investment Services ('IVS'). The Consulting business provides technical consulting, digital consulting and energy asset including the provision of decarbonisation and digital solutions. The Projects business mainly provides complex engineering design and project management across energy and materials markets, including oil and gas, metal and minerals and life sciences. The Operations business manages and optimises client assets including decarbonisation, maintenance, modifications, brownfield engineering and asset management through to decommissioning. Investment Services manages a number of legacy activities and includes the Group's Turbines joint ventures, including Ethos Energy which was disposed of in December 2024 and activities in industrial power and heavy civil engineering.

Under IFRS 11 'Joint arrangements', the Group is required to account for joint ventures using equity accounting. Adjusted EBIT as shown in the table below includes our share of joint venture profits and excludes exceptional items, which is consistent with the way management review the performance of the business units. Joint venture results are reported on an equity accounting basis and therefore revenue figures exclude joint venture revenue.

The Group has determined that its operating segments are based on management reports reviewed by the Chief Operating Decision Maker ('CODM'), the Group's Chief Executive. The Chief Executive measures the operating performance of these segments using 'Adjusted EBIT' (Earnings before interest and tax). Operating segments are reported in a manner consistent with the internal management reports provided to the Chief Executive who is responsible for allocating resources and assessing performance of the operating segments.

	Revenue ^{(3) (4)}		Adjusted EBIT ^{(1) (3)}		Operating profit/(loss)	
	2024	2023	2024	2023	2024	2023
	2024	(restated*)	2024	(restated*)	2024	(restated*)
	\$m	\$m	\$m	\$m	\$m	\$m
Reportable operating segments						
Projects	2,003.0	2,056.5	37.8	60.1	(1,836.1)	(73.6)
Operations	2,542.4	2,412.2	93.8	116.1	(222.5)	96.1
Consulting	659.7	717.2	19.8	61.8	(161.1)	50.0
Built Environment Consulting (discontinued)	-	-	-	(10.2)	-	(15.2)
Investment Services	284.4	374.7	43.5	52.3	(149.6)	37.4
Central costs ⁽²⁾	-	-	(113.7)	(120.9)	(262.1)	(165.0)
Total Group	5,489.5	5,560.6	81.2	159.2	(2,631.4)	(70.3)
Elimination of discontinued operation	-	-	-	10.2	-	15.2
Total (continuing operations)	5,489.5	5,560.6	81.2	169.4	(2,631.4)	(55.1)
Finance income					22.7	22.8
Finance expense					(152.7)	(119.6)
Loss before taxation from continuing operations					(2,761.4)	(151.9)
Taxation					(10.9)	(55.3)
Loss for the year from continuing operations					(2,772.3)	(207.2)
Profit from discontinued operation, net of tax					-	21.5
Loss for the year					(2,772.3)	(185.7)

Notes

- A reconciliation of operating profit/(loss) to Adjusted EBIT is provided in the table below. Adjusted EBIT is provided as it is a unit of measurement used by the Group in the management of its business. Adjusted EBIT is stated before exceptional items (see note 5).
- Central includes the costs of certain Group management personnel, along with an element of Group infrastructure costs.
- The comparative period has been restated to show transfers between operating segment (see business transfers table below).
- Revenue excludes the impact of exceptional items disclosed on the face of the income statement of \$333.1m (2023: \$82.6m) which is in respect of Aegis and the LSTK and large-scale EPC business segment (see note 5).

*Refer to pages 171-172 for more information on the restatement.

Business transfers

	Transfer of Life Sciences from Consulting to Projects	Transfer of P&C Downstream Chemicals from Operations to Investment Services	Transfer of Industrial Boilers from Investment Services to Operations	Transfer of PSUK from Projects to Investment Services	Total
	\$m	\$m	\$m	\$m	\$m
2023					
Projects					
Revenue	21.8	-	-	(45.1)	(23.3)
Adjusted EBIT	(2.4)	-	-	2.5	0.1
Operations					
Revenue	-	(120.7)	50.7	-	(70.0)
Adjusted EBIT	-	6.0	2.1	-	8.1
Consulting					
Revenue	(21.8)	-	-	-	(21.8)
Adjusted EBIT	2.4	-	-	-	2.4
Investment Services					
Revenue	-	120.7	(50.7)	45.1	115.1
Adjusted EBIT	-	(6.0)	(2.1)	(2.5)	(10.6)

Notes to the financial statements continued

1 Segmental reporting (continued)

	2024 \$m	2023 (restated*) \$m
Reconciliation of Alternative Performance Measures		
Operating loss per income statement	(2,631.4)	(55.1)
Share of joint venture finance expense and tax	20.4	16.3
Exceptional items (note 5)	424.7	153.7
Impairment of goodwill and intangible assets (note 10)	2,214.8	-
Amortisation – intangible assets from acquisitions	52.7	54.5
Adjusted EBIT (continuing operations)	81.2	169.4

*Refer to pages 171-172 for more information on the restatement.

	Adjusted EBIT		Operating profit	
	2024 \$m	2023 \$m	2024 \$m	2023 \$m
Analysis of joint venture profits by segment				
Projects	2.1	3.1	2.1	3.1
Operations	11.4	11.3	11.4	11.3
Investment Services	48.6	44.7	40.8	44.7
Total	62.1	59.1	54.3	59.1

The main joint ventures contributing to Operating Profit within the Investment Services segment are EthosEnergy and RWG. The results of these joint ventures are disclosed further in note 13. Ethos was disposed of in December 2024 and the Group announced in July 2025 that it had reached an agreement with Siemens to sell its 50% interest in RWG (refer to note 38).

Other segment items

	Projects \$m	Operations \$m	Consulting \$m	Built Environment Consulting \$m	Investment Services \$m	Unallocated \$m	Total \$m
At 31 December 2024							
Capital expenditure							
PP&E	8.2	5.1	1.0	-	5.0	1.2	20.5
Intangible assets	48.1	10.3	6.3	-	-	-	64.7
Non-cash expense							
Depreciation	9.3	5.5	1.4	-	2.5	2.7	21.4
Depreciation of right of use assets	37.7	28.6	7.7	-	6.9	9.6	90.5
Amortisation	65.6	40.8	13.4	-	-	7.9	127.7
Impairment of goodwill and intangible assets	1,767.7	280.7	166.4	-	-	-	2,214.8
Exceptional items (non-cash element)	66.4	15.8	3.3	-	266.6	92.7	444.8

	Projects \$m	Operations \$m	Consulting \$m	Built Environment Consulting \$m	Investment Services \$m	Unallocated \$m	Total \$m
At 31 December 2023 (restated*)							
Capital expenditure							
PP&E	6.5	6.0	2.5	-	4.3	1.2	20.5
Intangible assets	55.7	21.5	5.6	-	0.4	-	83.2
Non-cash expense							
Depreciation	6.9	6.0	1.3	-	2.4	4.4	21.0
Depreciation of right of use assets	33.3	25.0	8.6	-	15.2	13.1	95.2
Amortisation	61.0	38.0	12.5	-	-	19.3	130.8
Exceptional items (non-cash element)	101.0	-	-	5.0	-	55.2	161.2

The figures in the tables above exclude the share of joint ventures.

Depreciation in respect of joint ventures totals \$7.3m (2023: \$5.2m), depreciation in respect of joint venture right of use assets totals \$7.1m (2023: \$7.9m) and joint venture amortisation amounts to \$1.5m (2023: \$1.4m).

Non-cash exceptionals of \$444.8m (2023: \$161.2m) primarily comprises \$66.5m (2023: \$103.0m (restated*)) relating to primarily EPC losses, an additional \$266.6m reversal of revenue (see note 2), \$14.1m of costs accrued in relation to ongoing redundancy and restructuring programmes, costs and charges associated with the independent review of \$28.8m, charges related to asbestos related litigation of \$32.6m (2023: \$29.4m), \$15.7m of charges in relation to legacy contraction risks and \$15.2m in relation to payroll taxes in a foreign jurisdiction. Further detail of these charges is outlined in note 5.

1 Segmental reporting (continued)

	Non-current assets		Revenue (continuing operations)	
	2024 \$m	2023 (restated*) \$m	2024 \$m	2023 (restated*) \$m
Geographical segments				
United States of America	1,015.1	2,016.8	1,302.5	1,400.9
United Kingdom	462.0	917.8	968.2	780.9
Canada	221.4	439.6	335.5	357.2
Australia	74.4	147.9	378.5	334.5
United Arab Emirates	6.3	4.6	211.2	95.4
Norway	51.9	103.0	176.7	283.2
Brunei	4.4	8.8	246.6	255.6
Saudi Arabia	51.2	101.7	190.3	245.7
Iraq	0.4	0.8	234.9	235.1
South Africa	2.1	4.1	155.7	151.1
Papua New Guinea	-	-	96.5	153.2
Rest of the world	585.7	1,172.0	1,192.9	1,267.8
Total	2,474.9	4,917.1	5,489.5	5,560.6

Non-current assets include goodwill and other intangible assets, property plant and equipment, right of use assets, investment in joint ventures and other investments.

*Refer to pages 171-172 for more information on the restatement.

2 Revenue

Revenue by geographical segment is based on the location of the ultimate project. Revenue is attributable to the provision of services.

In the following table, revenue is disaggregated by primary geographical market and major service line. The tables provided below analyse total revenue excluding our share of joint venture revenue.

Primary geographical market	Projects 2024 \$m	Projects 2023 (restated*) \$m	Operations 2024 \$m	Operations 2023 (restated*) \$m	Consulting 2024 \$m	Consulting 2023 (restated*) \$m	IVS 2024 \$m	IVS 2023 (restated*) \$m	Total 2024 \$m	Total 2023 (restated*) \$m
USA	552.9	534.2	269.7	270.3	264.9	273.9	215.0	322.5	1,302.5	1,400.9
Europe	286.0	388.4	976.3	850.9	180.9	180.1	62.4	45.0	1,505.6	1,464.4
Rest of the world	1,164.1	1,133.9	1,296.4	1,291.0	213.9	263.2	7.0	7.2	2,681.4	2,695.3
Revenue	2,003.0	2,056.5	2,542.4	2,412.2	659.7	717.2	284.4	374.7	5,489.5	5,560.6
Major service lines										
Energy										
Oil & Gas	940.6	885.4	2,203.2	2,095.2	372.8	357.0	10.6	22.6	3,527.2	3,360.2
Power, Renewables, Hydrogen and Carbon Capture	114.0	95.2	93.1	161.0	110.2	151.3	73.0	50.0	390.3	457.5
Materials										
Refining & Chemicals	606.4	559.1	197.6	116.7	72.7	96.8	68.3	120.7	945.0	893.3
Minerals Processing and Life Sciences	268.4	378.6	17.9	18.6	3.1	6.7	-	-	289.4	403.9
Other										
Built Environment	-	9.7	13.8	14.2	21.3	2.1	132.5	166.2	167.6	192.2
Industrial Processes and other	73.6	128.5	16.8	6.5	79.6	103.3	-	15.2	170.0	253.5
Revenue	2,003.0	2,056.5	2,542.4	2,412.2	659.7	717.2	284.4	374.7	5,489.5	5,560.6
Sustainable solutions	519.4	672.0	367.0	311.9	181.9	205.1	73.0	50.0	1,141.3	1,239.0

Revenue excludes the impact of exceptional items disclosed on the face of the income statement of \$333.1m (2023: \$82.6m) which is in respect of Aegis and the LSTK and large-scale EPC business segment (see note 5).

The comparative periods have been restated to show transfers between operating segments. In addition Projects has been restated due to matters disclosed on pages 171-172.

Notes to the financial statements continued

2 Revenue (continued)

The Group's revenue is largely derived from the provision of services over time.

Sustainable solutions consist of activities related to renewable energy, hydrogen, carbon capture & storage, electrification and electricity transmission & distribution, LNG, waste to energy, sustainable fuels & feedstocks and recycling, processing of energy transition minerals, life sciences, decarbonisation in oil & gas, refining & chemicals, minerals processing and other industrial processes. In the case of mixed scopes including a decarbonisation element, these are only included in sustainable solutions if 75% or more of the scope relates to that element, in which case the total revenue is recorded in sustainable solutions.

Revenue from continuing operations in 2024 included \$4,457.4m (81%) (2023: \$4,720.2m, 85% (*restated*)) from reimbursable contracts and \$1,032.1m (19%) (2023: \$840.4m, 15% (*restated*)) from fixed price contracts. The calculation of revenue from lump sum contracts is based on estimates and the amount recognised could increase or decrease. As noted in the significant estimates section, possible changes in estimates from fixed price contracts, in aggregate, could have a material impact on revenue.

Contract balances

The following table provides a summary of trade receivables, gross amounts due from clients and non-current contract assets which includes both trade receivables and gross amounts due from clients and liabilities arising from the Group's contracts with clients.

	2024 \$m	2023 (restated*) \$m
Trade receivables	503.0	692.9
Non-current contract assets	39.6	153.7
Gross amounts due from clients	337.4	400.3
Gross amounts due to clients	(264.1)	(105.9)
	615.9	1,141.0

The contract balances include amounts the Group has invoiced to clients (trade receivables) as well as amounts where the Group has the right to receive consideration for work completed which has not been billed at the reporting date (gross amounts due from clients). Gross amounts due from clients are transferred to trade receivables when the rights become unconditional which usually occurs when the client is invoiced. Gross amounts due to clients relates to advance consideration received from clients, for which revenue is recognised over time and also includes claims made against the Group by clients that are considered highly probable to lead to a reversal of revenue.

Trade receivables reduced by \$189.9m since December 2023 and this is primarily due to reduced activity levels during 2024 compared with 2023. Gross amounts due from clients has decreased by \$62.9m to \$337.4m. The reduction is largely driven by lower activity levels in 2024 compared with 2023. Gross amounts due to clients have increased by \$158.2m primarily due to various claims made by our clients which the Group has determined is highly probable to lead to a revenue reversal and has therefore been provided for in 2024. These claims primarily relate to contracts within the Projects segment.

Non-current contract assets of \$39.6m (2023: \$153.7m) includes \$nil (2023: \$81.2m) of gross amounts due from clients and \$nil (2023: \$15.5m) of trade receivables in relation to the Aegis Poland contract as at 31 December 2024. See further details on this contract below. The decrease in the non-current contract assets is mainly as a result of the write off on the Aegis contract assets of \$101.6m as a result of the Group concluding that the highly probable threshold is no longer satisfied. The Group has classified certain receivable balances as non-current due to the element of uncertainty surrounding the timing of the receipt of these balances. Contract liabilities of \$188.0m related to the Aegis Poland Contract have also been recognised in other non-current liabilities (see note 19).

Trade receivables and gross amounts due from clients are included within the 'Trade and other receivables' heading in the Group balance sheet. Gross amounts due to clients are included within the 'Trade and other payables' heading in the Group balance sheet.

Revenue recognised in 2024 which was included in gross amounts due to clients at the beginning of the year of \$56.0m (2023: \$127.0m) represents amounts included within contract liabilities. Revenue recognised from performance obligations satisfied in previous periods of \$3.5m (2023: \$6.6m) represents revenue recognised in 2024 for performance obligations which were considered operationally complete at 31 December 2023.

As at 31 December 2024, the Group had received \$197.4m (2023: \$198.2m) of cash relating to non-recourse financing arrangements with its banks. An equivalent amount of trade receivables was derecognised on receipt of the cash.

2 Revenue (continued)

Aegis Poland

This legacy AFW project involved the construction by Wood Programs Inc. (WPI) of various buildings to house the Aegis Ashore anti-missile defense facility for the United States Army Corps of Engineers ('USACE'). WPI's construction scope is now complete, and the facilities were formally handed over to USACE in July 2023. The corresponding warranty period for the facilities ended in July 2024 without any outstanding warranty or alleged defect claims at issue.

Revenue for the Aegis Poland project has been recognized in accordance with IFRS 15 *Revenue from Contracts with Customers*, which requires that variable consideration such as claims, change orders, and liquidated damages (LDs) be included in the transaction price only to the extent that it is 'highly probable' that a significant reversal will not occur when the uncertainty is resolved.

In summary, as of 31 December 2024, WPI has submitted approximately \$190m of certified claims in accordance with the applicable Contract and Contract Disputes Act. These seek compensation for cost overruns and change, along with excusable and compensable delay WPI attributes to USACE responsible changes, defective plans and specifications, delays and impacts. If accepted, these claims will not only fully offset the LDs currently being assessed and thereby negate any potential liability but lead to a substantial net recovery by WPI. In addition, WPI continues to progress additional claims for substantial, additional direct costs incurred by WPI that it believes, in good faith, arose from USACE changes, delays, and impacts, including the defective plans and specifications.

In November 2024, after an in-person claims conference in New York, WPI engaged with USACE and put forward an inadmissible offer to settle its claims. This offer was formally rejected by USACE in January 2025. Despite several subsequent attempts to re-engage USACE to follow an expedited mediation path to early settlement, USACE failed to participate. In June 2025, USACE issued its Contracting Officer's Final Decision (COFD) on certain of the WPI's submitted claims which WPI now intends to raise an appeal and will in turn commence the litigation process. A second COFD was received on 16th October 2025, with a final COFD expected at the end of October. WPI could take the position that the claims USACE are yet to issue a COFD on have also been deemed denied. This approach by USACE amends the Group's previous claims resolution strategy that a negotiated settlement ahead of litigation was the most likely outcome, which was reliant on representations by USACE that it was intending to focus on resolution as opposed to litigation. As resolution of the dispute is now highly likely to progress to litigation, the Group has determined it is currently no longer possible to conclude in sufficient certainty the revenue that will be recovered against the submitted claims, the associated value of the excusable delay sought or retention balances that will be paid against the demanding IFRS "highly probable" threshold.

Accordingly, this results in the Group constraining to zero the revenue of recognized to date (2023: \$266.6 million) and a revised loss on completion of \$482 million. This accounting treatment under IFRS15 reflects the Group's view as it proceeds into a litigation process against a lack of USACE transparency into its positions and alleged support for its claim's, denials and liquidated damages. It also critically reflects the absence of completed document discovery (i.e. document exchanges and reviews between USACE and WPI), fact witness testimony, and expert reports/testimonies that may very well support a materially different outcome against the stringent revenue recognition criteria for variable consideration under IFRS 15 being highly probable not to result in a significant reversal of revenue. As the matter progresses toward Trial, the Group expects the accounting position to evolve as additional information, and positions are made available and in so doing the recognized loss in the year to reverse in whole or in part.

This loss has been fully recognized in the financial statements. The ultimate financial outcome remains subject to change and may be materially different from current estimates, depending on the resolution of negotiations, legal proceedings, and the final determination of claims and LDs.

As laid out above the full value of the WPI's claims and USACE assessed Liquidated Damages counterclaims are of a broadly similar value and given the high levels of uncertainty, the outcome could be materially different although not possible to quantify. It remains WPI's position that the liquidated damages, as assessed, are unreasonable, punitive and should be subject to substantial reduction.

Transaction price allocated to the remaining performance obligations

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2024 was as follows:

\$m	Year 1	Year 2	Total
Revenue	3,183.0	2,884.8	6,067.8

As at 31 December 2023:

\$m	Year 1	Year 2	Total (restated*)
Revenue	3,260.8	2,030.0	5,290.8

The Group has not adopted the practical expedients permitted by IFRS 15, therefore all contracts which have an original expected duration of one year or less have been included in the table above. The estimate of the transaction price represents contractually agreed backlog and does not include any amounts of variable consideration which are constrained. The Group continues to move into a reimbursable contract model, moving away from turnkey lump sum contracts which are inherently riskier. 89% of future performance obligations relate to reimbursable contracts and the remainder to fixed price.

*Refer to pages 171-172 for more information on the restatement.

Notes to the financial statements continued

3 Finance expense/(income)

	2024 \$m	2023 (restated*) \$m
Interest payable on senior loan notes	15.1	16.6
Interest payable on borrowings	75.7	59.4
Amortisation of bank facility fees	2.6	4.2
Unwinding of discount on other liabilities	8.1	1.2
Lease interest (note 12)	21.7	18.7
Other interest expense	18.4	8.4
Finance expense – continuing operations (pre-exceptional items)	141.6	108.5
Unwinding of discount on asbestos provision (note 21)	11.1	11.1
Finance expense – total	152.7	119.6
Interest receivable	(7.8)	(4.5)
Interest income – retirement benefit obligations (note 34)	(14.9)	(18.3)
Finance income	(22.7)	(22.8)
Finance expense – total – net	130.0	96.8

Other interest expense is comprised of forward points interest of \$3.5m (2023: \$0.7m), interest charge on the receivables financing facilities of \$11.8m (2023: \$7.0m) and overdraft interest of \$3.1m (2023: \$0.6m).

Net interest expense of \$7.5m (2023: \$6.5m) has been deducted in arriving at the share of post-tax profit from joint ventures.

The unwinding of discount on the asbestos provision is \$11.1m (2023: \$11.1m) and includes the unwinding of discount on long-term asbestos receivables (note 21). This is presented within exceptional items in line with the Group's accounting policies.

*Refer to pages 171-172 for more information on the restatement.

4 Profit before taxation

	2024 \$m	2023 (restated*) \$m
The following items have been charged/(credited) in arriving at profit before taxation:		
Employee benefits expense (note 33)	2,783.9	2,714.8
Amortisation of intangible assets (note 10)	127.7	130.8
Depreciation of property plant and equipment (note 11)	21.4	21.0
Depreciation of right of use assets (note 12)	90.5	95.2
Gain on disposal of property plant and equipment	(2.0)	(2.6)
Impairment of goodwill and brand (note 10)	2,214.8	-
Foreign exchange losses	4.5	1.0

Depreciation of property plant and equipment is included in cost of sales or administrative expenses in the income statement. Amortisation of intangible assets is included in administrative expenses in the income statement.

An impairment charge of \$2,214.8m was recorded in the current year against intangible assets and related to goodwill and the brand (see Note 10).

*Refer to pages 171-172 for more information on the restatement.

4 Profit before taxation (continued)

Services provided by the Group's auditors and associate firms

During the year the Group obtained the following services from its auditors, KPMG and associate firms at costs as detailed below:

	2024 \$m	2023 \$m
Fees payable to the Group's auditors and its associate firms for		
Audit of parent company and consolidated financial statements	38.0	7.5
Audit of financial statements of subsidiaries of the Company	2.7	2.7
Total statutory audit fees	40.7	10.2
Fees payable to the Group's auditor for the audit of non-statutory financial statements	-	-
Audit related assurance services	0.5	0.5
	41.2	10.7

5 Exceptional items

	2024 \$m	2023 (restated*) \$m	2023 (original) \$'m
Exceptional items included in continuing operations			
Revenue			
LSTK and large-scale EPC	66.5	82.6	-
Aegis	266.6	-	-
Cost of sales			
LSTK and large-scale EPC	-	-	24.7
Administrative expenses			
Redundancy, restructuring and integration costs	53.8	-	-
SaaS implementation costs	4.8	19.1	-
Takeover related costs	2.6	4.8	4.8
Asbestos yield curve, costs and charges (note 21)	32.6	29.4	29.4
Independent review costs and audit charges	28.8	-	-
Legacy contraction risk	15.7	-	-
Payroll taxes	15.2	-	-
Investigation support costs and provisions	-	(2.6)	(2.6)
Gain on disposal (including share of joint ventures)	(61.9)	-	-
Impairment loss on trade receivables and contract assets			
LSTK and large-scale EPC	-	20.4	20.4
Impairment of goodwill and brand (note 10)	2,214.8	-	-
Exceptional items included in continuing operations, before interest and tax	2,639.5	153.7	76.7
Unwinding of discount on asbestos provision	11.1	11.1	11.1
Tax credit in relation to exceptional items	(15.6)	(0.2)	(0.2)
Release of uncertain tax provision	(2.6)	(7.4)	(7.4)
Derecognition of deferred tax assets due to UK pension actuarial movements	-	-	18.0
Exceptional items included in continuing operations, net of interest and tax	2,632.4	157.2	98.2

Exceptional items are those significant and unusual items which are separately disclosed by virtue of their size or incidence to enable a full understanding of the Group's financial performance.

Notes to the financial statements continued

5 Exceptional items (continued)

LSTK and large-scale EPC

The Group made a strategic decision in 2022 to exit certain business segments and following that decision, the Group ceased to operate in the EPC lump sum turnkey ('LSTK') business segment. An LSTK contract is a fixed price contract where the Group handles the design, procurement and construction of a project for a single predetermined price and delivers a fully functional facility to the owner. The Group assumes the majority of the project's risks, including potential cost overruns and delays.

The previously reported accounting positions on Group's US EPC LSTK portfolio was subject to the Independent Review and uncovered material changes to recoverability of receivables, including gross amounts due from clients and provisions related to claims and onerous contract positions. The independent review findings were supported by expert accounting advice.

The exceptional charge of \$66.5m (2023: \$103.0m (restated*)) is principally driven by a requirement to constrain revenue previously recognised on a contract where the Group has been terminated. Given the current status of legal proceedings and the lack of specificity with respect to opposing claims and defences, management has been unable to conclude with any certainty that the revenue recognised meets the "highly probable" threshold. This accounting treatment therefore reflects the absence of sufficient documentary evidence, third party validation or legal discovery, which has not yet occurred, that would support revenue recognition at this stage. The ultimate loss to the Group could be materially different to the estimate of the appropriate loss to recognise as at 31 December 2024 as legal proceedings evolve.

Impairment of goodwill and brand

The impairment charge recognised against goodwill and brand amounts to \$2,214.8m and is recorded within exceptional items by virtue of its size and nature. The impairment charge is significant and reflects that the Group has failed to deliver budgets and forecasts of free cash flow, resulting in significant risk adjustments being reflected in the cash flow models. In addition, the discount rates were significantly increased at 31 December 2024 due to refinancing risk and an increased size premium being included in the discount rate. The refinancing risk relates to the levels of refinancing risk which existed at the balance sheet date due to the Group's need to refinance the current borrowings due to mature in October 2026. The refinancing risk is addressed in more detail in the going concern disclosure. The size premium reflects the fact that the market capitalisation has reduced significantly since the 2023 test date and the Group are now considered smaller in comparison to its peer group. Further details regarding the impairment are disclosed in note 10.

Furthermore, management evaluated the carrying value of the brand which was \$253.7m at 31 December 2024. Given that these markets were closely connected with the acquisition of AFW and the fact that the AFW brand was rarely used in marketing or sales material by the Group, the brand was considered to be impaired in full.

Additional Charges

Independent Review

The charges related to the Independent Review, which was announced in November 2024 associated with the costs of the review, including legal and professional fees of \$6.8m.

Audit costs

An element of the 2024 audit fee, which totals \$41.2m, has been treated as an exceptional cost. The Group derived an estimate of the additional audit fee of \$22m by comparing the final audit fee with historical normal levels of audit fees and the original approved audit fee for the 2024 Group audit.

The Independent Review and the extensive and complex audit has been the subject of significant focus of all stakeholders of the Group and therefore the impact of these has been disclosed separately. A total charge of \$28.8m has therefore been booked as an exceptional charge on the basis of size and nature.

Redundancy, restructuring and integration costs

The Group announced the Simplification programme in March 2024 which was set out to help the Group deliver higher margins while remaining focussed on business growth. This programme led to a reduction in the number of central functional roles by placing greater ownership and accountability for functional activities into the business units. In addition, the programme aims to deliver IT savings, save property costs and reduce complexity in the Group's functional structure. We will also expand our shared services model. These phases will be largely complete by the first half of 2025.

The costs incurred in relation to Simplification amount to \$53.8m and primarily relate to costs associated with the headcount reductions in the central functions and the costs associated with the exit of certain IT contracts. The total cost of Simplification is around \$70m.

Takeover related costs

During the period, Dar Al-Handasah Consultants Shair and Partners Holdings Limited ('Sidara') made four unsolicited proposals to acquire Wood. On 5 August 2024, after an extended period of detailed engagement, Sidara announced that it did not intend to make an offer for Wood in light of rising geopolitical risks and financial market uncertainty. The charge of \$2.6m includes the impact of the partial reimbursement of costs by Sidara under an agreement for external costs coverage.

The 2023 charge of \$4.8m related to the costs of legal and advisor costs arising from Apollo's preliminary approach to potentially acquire the ordinary share capital of the Group, which ultimately did not lead to an offer.

5 Exceptional items (continued)

Gain on disposal

During 2024 the Group completed three disposals of non-core businesses generating proceeds of \$175.5m, before disposal costs of \$5.2m. Please refer to note 32 for further details on the net assets disposed of cash proceeds and total cost of disposals. In addition, the gain on sale includes \$4m of provisions for future obligations. The gain on disposal of businesses and joint ventures is included in exceptionals on the basis that these are non-trading and material.

In December 2024, the Group completed the sale of its 51% interest in Ethos Energy Group Limited, a joint venture focused on rotating equipment. The gross proceeds of \$145.2m are before costs of disposal of \$1.4m. In addition, Ethos incurred costs of disposal and the \$7.8m shown on the face of the income statement represented the Group's share of those costs. The investment in Ethos was \$74.6m at the date of disposal.

The CEC Controls business which is an industrial and process control systems business completed in September for net cash proceeds of \$29.9m and generated a gain of \$7.6m. The net assets disposed of included goodwill of \$10.8m.

Software as a service (SaaS) implementation costs

Following the detailed assessment of the basis of capitalisation of the costs, management concluded that based on the requirements of IAS 38, and the 2019 IFRIC guidance and the underlying contracts with service providers, that it was inappropriate to capitalise the costs. The costs previously capitalised on the balance sheet include the costs of licenses and implementing the SaaS environment.

The implementation of the SaaS environment has been classed as exceptional as the overall cost of the implementation is material and is not related to the ongoing trading of the Group. The costs incurred in 2024 relate to the finalisation of the implementation of a SaaS ERP system in Southern Europe and the Group's consolidation system.

Asbestos

All asbestos costs have been treated as exceptional on the basis that movements in the provision are non-trading and can be large and driven by market conditions which are out with the Group's control. Excluding these amounts from the trading results improves the understandability of the underlying trading performance of the Group.

The \$32.6m charge (2023: \$29.4m) principally comprises a \$38.1m risk adjustment to reflect that historical cash settlements have been higher than forecast over an extended period of time. Given that settlement costs are a key input to the actuarial assessment, management has estimated an additional provision based on the actual overspend on claims compared to the historic forecasts over a 10 year period. Furthermore, the charge includes a \$8.4m yield curve credit (2023: \$0.2m) and charges of \$2.9m (2023: \$5.4m) of costs in relation to managing the claims. The yield curve credit recognised in 2024 is principally due to an increase in the 27 year blended yield curve rate to 4.58% (Dec 2023: 3.64%). The 2023 charge also included a \$34.2m charge as a result of an updated actuarial review which updated the best estimate for recent claims experience and partially offset by a credit of \$10m which relates to the collection of insurance proceeds from an insolvent insurer.

Legacy Contraction Risk

The Group has undertaken a detailed review of its historical exposure to building safety related liabilities. The Group's exposures stem from its acquisition of Amec Foster Wheeler in 2017, and work performed specifically by the Design and Project Services ("DPS") division, which was disposed of by Amec in 2007. Under the sales agreement executed by Amec, the Group generally retains obligations of properties that were completed at the point of sale in 2007.

The exceptional charge relates to claims intimated and the full legal review remains ongoing and therefore the value of the provision recognised is an estimate. Independent legal and technical advisors have been engaged to support the liability assessment assuming a claim is formalised. The Group is currently in active commercial discussions or at the preliminary stage of legal proceedings with the presumptive claimant and it would therefore be prejudicial to provide further disclosure in these financial statements. The Group has made provision for the intimated claim as at December 2024, and this represents the Group's position on the most likely outcome at this stage and reflects the best estimate of the likely obligation, considering both the current legal position and the company's expectation of the outcome, as required under IAS 37. The risks and uncertainties surrounding this matter have also been taken into account, in line with IAS 37. While the current provision reflects a balanced view of the probable outcome, there remains risk that the final cost could be higher. We have currently not provided for any additional legal costs and have not assumed any potential supply chain recoveries and note our assessment of any supply chain liability would depend on the outcome of the claim. If unsuccessful the Group believe that they may be able to recover some of the remediation costs, the quantum of which is uncertain from subcontractors or other third parties, however, any such recoveries are not deemed to be virtually certain and therefore no contingent assets have been recognised at the balance sheet date.

The charge has been recorded in exceptional due to its nature, being a legacy business that was disposed of many years ago and is not related to the ongoing trading of the Group.

Notes to the financial statements continued

5 Exceptional items (continued)

Aegis Poland

This legacy AFW project involved the construction by Wood Programs Inc. (WPI) of various buildings to house the Aegis Ashore anti-missile defence facility for the United States Army Corps of Engineers ('USACE'). WPI's construction scope is now complete, and the facilities were formally handed over to USACE in July 2023. The corresponding warranty period for the facilities ended in July 2024 without any outstanding warranty or alleged defect claims at issue. Please refer to note 2, Revenue for further details. Management has reassessed the loss on completion to be \$488.6m (2023: \$222.0m).

Payroll taxes

This relates to a payroll tax matter, whereby historically payroll related taxes have been calculated using a net rather than gross basis in an ongoing manpower supply contract. Legal advice taken indicates that the law on this point is unclear. The tax authority has conducted a number of audits, the most recent covering up to the December 2022 period and this method of calculation has not been challenged. Going forward payroll taxes are being calculated on a gross basis. The provision is made in respect of those historic net calculations following local legal and tax advice and include penalties, which can be onerous.

In the event that the taxes paid based on the historic net calculations are reassessed, there is a range of possible penalty outcomes and it is possible that any actual settlement (if applicable) could be higher or lower depending on the outcome of scheduled audits by the tax authority and any potential client recovery. The Group does not believe that it is reasonably possible that the final outcome would be materially higher than the amount provided.

Investigation support costs and provisions

The regulatory investigations were all closed out during 2021 and the agreed settlements were materially in line with the provision made in 2020. The \$2.6m credit recognised in 2023 relates to the release of provisions made for additional legal and other costs which were ultimately not needed.

Tax

An exceptional tax credit of \$18.2m (2023: \$7.6m) has been recorded during the period. It consists of a tax credit of \$15.6m on exceptional items (2023: \$0.2m credit), which primarily relates to the derecognition of deferred tax liabilities associated with the Brand impairment and a \$2.6m credit (2023: \$7.4m) in relation to the release of uncertain tax provisions created through exceptional items.

*Refer to pages 171-172 for more information on the restatement.

6 Taxation

	2024 \$m	2023 (restated*) \$m
Current tax		
Current year	53.5	72.8
Adjustment in respect of prior years	15.3	(24.1)
Pillar 2	2.8	-
	71.6	48.7
Deferred tax		
Origination and reversal of temporary differences	(52.9)	13.3
Adjustment in respect of prior years	(7.8)	(13.4)
	(60.7)	(0.1)
Total tax charge	10.9	48.6
Comprising		
Tax on continuing operations before exceptional items	29.1	62.9
Tax credit in relation to exceptional items (note 5)	(18.2)	(7.6)
Tax on discontinued operations	-	(6.7)
Total tax charge	10.9	48.6
Tax credited to other comprehensive income/expense	2024 \$m	2023 \$m
Deferred tax movement on retirement benefit liabilities	(16.6)	(25.2)
Impact of change in tax rate applicable to the UK defined benefit scheme	(40.3)	-
Tax on derivative financial instruments	0.1	0.4
Total credited to other comprehensive income/expense	(56.8)	(24.8)
Tax charged/(credited) to equity	2024 \$m	2023 \$m
Deferred tax impact of rate change	(0.1)	(0.7)
Other	0.2	0.1
Total charged/(credited) to equity	0.1	(0.6)

Tax payments differ from the current tax charge primarily due to the time lag between tax charge and payments in most jurisdictions and movements in uncertain tax provisions differing from the timing of any related payments.

Notes to the financial statements continued

6 Taxation (continued)

	2024 \$m	2023 (restated*) \$m
Reconciliation of applicable tax charge at statutory rates to tax charge		
Loss before taxation from continuing operations	(2,761.4)	(151.9)
Loss/(profit) before taxation from discontinued operations	-	(15.2)
Gain on sale of discontinued operation	-	31.0
Less: Share of post-tax profit from joint ventures (note 13)	(33.9)	(42.8)
Loss before taxation from total operations (excluding profits from joint ventures)	(2,795.3)	(178.9)
Applicable tax charge at statutory rates	(679.5)	(19.3)
Effects of:		
Non-deductible expenses	12.8	15.8
Non-taxable income	(4.8)	-
Non-deductible expenses – exceptional	500.1	4.1
Non-taxable income – exceptional	(14.3)	(9.9)
Deferred tax recognition:		
Recognition of deferred tax assets not previously recognised	(6.4)	(5.5)
Utilisation of tax assets not previously recognised	(1.3)	(3.4)
Current year deferred tax assets not recognised	129.4	90.9
Write off of previously recognised deferred tax assets	49.3	2.2
Irrecoverable withholding tax	28.9	14.3
CFC charges	3.0	5.7
Uncertain tax provisions	(0.1)	(0.4)
Uncertain tax provisions – exceptional	(1.8)	0.6
Uncertain tax provisions prior year adjustments	0.3	(10.6)
Uncertain tax provisions prior year adjustments – Exceptional	(2.6)	(7.4)
Prior year adjustments	(8.2)	(13.9)
Prior year adjustments – exceptional	3.6	(11.2)
Impact of change in rates on deferred tax	(0.3)	(3.4)
Pillar 2 charge	2.8	-
Total tax charge	10.9	48.6
Comprising		
Tax charge on continuing operations	10.9	55.3
Tax credit on discontinued operations	-	(6.7)
Total tax charge	10.9	48.6

The weighted average of statutory tax rates is 24.3% in 2024 (2023: 10.8%). The rate of tax reflects the jurisdictions in which profits and losses are generated in and the applicable tax rates. The rate is suppressed by asbestos related losses occurring in an entity which is not subject to tax and as such has a 0% tax rate. The lower rate in 2023 reflects that the impact of the asbestos costs was proportionately higher in 2023 as a result of the smaller loss.

Non deductible expenses – Exceptional primarily relates to the impairment of consolidation goodwill which does not give rise to a tax deduction and has no deferred tax liability related to it

Write off of previously recognised deferred tax assets primarily reflects the impact of the impairment of the Brand Intangible Asset which reduced deferred tax liabilities supporting the recognition of deferred tax assets in the US, UK and Australia.

6 Taxation (continued)

Due to the performance of the UK business and forecast future profits, deferred tax asset recognition has been increased in the UK to reflect one year of profits in addition to assets supported by deferred tax liabilities. This has had the impact of reducing the tax charge by \$10.5m. US deferred tax asset recognition is based on supporting deferred tax liabilities with recognition at its maximum at the end of 2023, further deferred tax assets have been created during the year, and supporting deferred tax liabilities have reduced due to amortisation resulting in an increase in the tax charge of \$130m.

Net income tax liabilities in the Group balance sheet include \$76.9m (2023: \$87.1m) relating to uncertain tax positions where management has had to exercise judgement in determining the most likely outcome in respect of the relevant issue. The larger amounts relate to recoverability of withholding taxes (\$22.6m, 2023: \$38.0m), group financing (\$27.7m, 2023: \$25.7m) and transfer pricing and tax residence (\$8.4m, 2023: \$9.4m). Where the final outcome on these issues differs to the amounts provided, the Group's tax charge will be impacted.

Of the uncertain tax positions, \$68.9m are currently under audit by tax authorities. The tax provision reflects the maximum potential liability on the basis the outcome of the audits will likely be either no liability or the outflow of the full amount provided. The outcome of the audits will determine if there is a credit to taxation in 2025. The remaining \$8.0m comprises uncertain tax positions not yet under audit, none of which are individually material. Of the \$8.0m, \$0.6m will become statute barred for tax authority audit during 2025 if the tax authorities do not commence an audit.

Pillar II

The Group is within the scope of the OECD Pillar Two model rules. John Wood Group plc is incorporated and tax resident in the UK, as a result the rules apply following the UK implementation from 1 January 2024. A tax charge of \$2.8m for 2024 arises due to the new rules, primarily reflecting profits of the Groups Guernsey incorporated captive insurance company.

Factors affecting the tax charge in future years

There are a number of factors that may affect the Group's future tax charge including the resolution of open issues with the tax authorities, corporate acquisitions and disposals, the use of brought forward losses and changes in tax legislation and rates. The following outlines key factors that may impact on future tax charges.

On 4 July 2025 the One Big Beautiful Bill was enacted in the US incorporating significant tax legislation changes. The changes include a relaxation of profit based restrictions on annual interest deductions, the removal of the requirement to spread research and development expenses over 5 years for tax purposes, an increase in the rate of tax applicable under the Base Erosion and Anti-Abuse Tax from 10% to 10.5% from 2026, and an increase in the tax on subsidiaries operating in low tax jurisdictions from 10.5% to 12.6% from 2026. Due to losses in the US, we do not anticipate the legislation changes having a significant impact on the tax position of the Group for the foreseeable future.

On 29th August 2025, Sidara have made a formal offer for the Group which if it receives shareholder and regulatory approval will result in a change of control of the Group. In the US such a change of control results in a restriction on the utilisation of brought forward losses from the date of the change of control. The restriction is based on a percentage of the market value of the US Group at the time of the change of control, the percentage applicable is dependent on interest rates and is currently between 3% and 4%. The restriction allows the calculated amount of brought forward losses to be utilised each year on a cumulative basis. As the offer values the entire Group at £208m we anticipate that the restriction will significantly restrict the timing of the utilisation of the brought forward losses in the US at the date of the change of control. US losses at 31 December 2024 are \$694m.

Tax Policy

The Group is committed to complying with all relevant tax laws, rules, regulations and reporting and disclosure requirements wherever it operates. All tax planning undertaken is consistent with the Group's overall strategy and approach to risk. The Group aims to use incentives and reliefs to minimise the tax cost of conducting business but will not use them for purposes which are knowingly contradictory to the intent of the legislation. A full copy of the Group's tax strategy can be found on the Group's website at www.woodplc.com

Notes to the financial statements continued

7 Discontinued operation

In September 2022, the Group announced it had completed an agreement to sell the Built Environment Consulting business, which is included within the Built Environment Consulting operating segment. The Built Environment Consulting business was classified as a discontinued operation from 1 January 2022, at which point the conditions under IFRS 5 were met. The Group income statement and statement of comprehensive income were restated to show the discontinued operation separately from continuing operations.

As per the terms of the agreement, the Group had a residual element of the transaction classified as held for sale in the 2022 Annual Report.

(i) Results of discontinued operation

	Note	2024 \$m	2023 (restated) \$m
External revenue		-	-
Cost of sales		-	(10.2)
Gross (loss)/profit		-	(10.2)
Administrative expenses		-	-
Exceptional items – administrative expenses		-	(5.0)
Operating (loss)/profit		-	(15.2)
Finance expense		-	-
(Loss)/profit before tax		-	(15.2)
Taxation		-	-
Results from operating activities, net of tax		-	(15.2)
Gain on sale of discontinued operation		-	30.0
Income tax on gain on sale of discontinued operation (exceptional)		-	6.7
Profit from discontinued operation, net of tax		-	21.5
Earnings per share (cents)			
Basic		-	3.1
Diluted		-	3.1

There is no impact from the discontinued operation in the current year. In the prior year, the profit after tax was \$21.5m and is attributable entirely to the owners of the Company. Cost of sales of \$10.2m relates to contract costs incurred in respect of the Built Environment Consulting business prior to its sale that were not known at the time of the disposal and should have been accrued in that business in the prior year.

The final proceeds from the disposal of the Built Environmental Consulting business were agreed during 2023 upon agreement of the completion balance sheet between the Group and WSP. This has resulted in an additional gain of \$30.0m, comprising \$27.1m of cash proceeds and the release of completion accruals, being recognised in discontinued operations.

The disposal of the built environment business has led to a R&D tax credit being determined to be unrecoverable in the foreseeable future, and a charge of \$5.0m has been recognised in addition to the charge previously recognised in 2022, following the filing of the relevant 2022 tax returns.

(ii) Cash flows from / (used in) discontinued operation

	Note	2024 \$m	2023 \$m
Net cash used in operating activities		-	-
Net cash (used in)/ generated from investing activities		-	(40.0)
Net cash flows for the period		-	(40.0)

8 Dividends

Dividends declared and paid in the year were \$nil (2023: \$nil). Any decision to resume payment of a dividend will consider the Group's future profitability and cash requirements and may be impacted by the proposed acquisition.

9 Earnings per share

	2024			2023 (restated*)		
	(Losses)/earnings attributable to owners of the parent \$m	Number of shares m	(Losses)/earnings per share cents	(Losses)/earnings attributable to owners of the parent \$m	Number of shares m	(Losses)/earnings per share cents
Basic pre-exceptional	(145.6)	690.2	(21.1)	(65.7)	685.9	(9.6)
Exceptional items, net of tax	(2,632.4)	690.2	(381.4)	(125.5)	685.9	(18.3)
Basic	(2,778.0)	690.2	(402.5)	(191.2)	685.9	(27.9)
Effect of dilutive ordinary shares	-	-	-	-	-	-
Diluted	(2,778.0)	690.2	(402.5)	(191.2)	685.9	(27.9)
Adjusted diluted earnings per share calculation						
Basic	(2,778.0)	690.2	(402.5)	(191.2)	685.9	(27.9)
Exceptional items, net of tax	2,632.4	690.2	381.4	125.5	685.9	18.3
Amortisation related to acquisitions, net of tax	47.9	690.2	6.9	50.8	685.9	7.4
Adjusted basic	(97.7)	690.2	(14.2)	(14.9)	685.9	(2.2)
Adjusted diluted	(97.7)	690.2	(14.2)	(14.9)	685.9	(2.2)

(Losses)/earnings attributable to equity shareholders

	2024			2023 (restated*)		
	Continuing operations \$m	Discontinued operations \$m	Total \$m	Continuing operations \$m	Discontinued operations \$m	Total \$m
(Losses)/earnings attributable to equity shareholders (basic pre-exceptional)	(145.6)	-	(145.6)	(55.5)	(10.2)	(65.7)
Exceptional items, net of tax	(2,632.4)	-	(2,632.4)	(157.2)	31.7	(125.5)
(Losses)/earnings attributable to equity shareholders	(2,778.0)	-	(2,778.0)	(212.7)	21.5	(191.2)
Number of shares (basic)	690.2	690.2	690.2	685.9	685.9	685.9
Number of shares (diluted)	690.2	690.2	690.2	685.9	685.9	685.9
Basic earnings per share (cents)	(402.5)	-	(402.5)	(31.0)	3.1	(27.9)
Diluted earnings per share (cents)	(402.5)	-	(402.5)	(31.0)	3.1	(27.9)

The calculation of basic earnings per share is based on the earnings attributable to owners of the parent divided by the weighted average number of ordinary shares in issue during the year excluding shares held by the Group's employee share trusts. For the calculation of diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of dilutive potential ordinary shares, only when there is a profit per share. The Group's dilutive ordinary shares comprise share options granted to employees under Executive Share Option Schemes, shares and share options awarded under the Group's Long-Term Plan and shares awarded under the Group's Employee Share Plan and Share Incentive Plan. Adjusted basic and adjusted diluted earnings per share are disclosed to show the results excluding the impact of exceptional items and amortisation related to acquisitions, net of tax.

For the year ended 31 December 2024, the Group reported a basic loss (2023: loss) per ordinary share, therefore the effect of dilutive ordinary shares are excluded (2023: excluded) in the calculation of diluted earnings per share. Where profits have been made when disaggregating discontinued and continuing operations, the calculation of diluted earnings per share was performed on the same basis as the whole Group. Had the result been a profit, an additional 28.1m of dilutive potential shares would have been used in the calculation of diluted EPS metrics, which would have reduced the adjusted diluted EPS by 0.6 cents.

*Refer to pages 171-172 for more information on the restatement.

Notes to the financial statements continued

10 Goodwill and other intangible assets

	Goodwill \$m	Software and development costs \$m	Client contracts and relationships \$m	Brands \$m	Total \$m
Cost					
At 1 January 2024 (*restated)	4,311.8	376.8	660.9	484.8	5,834.3
Exchange movements	(78.4)	(11.4)	(17.8)	(4.7)	(112.3)
Additions	-	64.7	-	-	64.7
Disposals	-	(21.0)	-	-	(21.0)
Reclassify to held for sale	(16.9)	-	-	-	(16.9)
Reclassifications	-	(7.1)	-	-	(7.1)
Businesses divested	(10.8)	-	(12.3)	-	(23.1)
At 31 December 2024	4,205.7	402.0	630.8	480.1	5,718.6
Amortisation and impairment					
At 1 January 2024 (*restated)	495.3	294.6	576.8	201.1	1,567.8
Exchange movements	(35.9)	(9.6)	(13.1)	(3.0)	(61.6)
Impairment charge	1,961.1	-	-	253.7	2,214.8
Amortisation charge	-	75.0	24.4	28.3	127.7
Disposals	-	(21.0)	-	-	(21.0)
Reclassifications	-	(0.7)	-	-	(0.7)
Businesses divested	-	-	(12.3)	-	(12.3)
At 31 December 2024	2,420.5	338.3	575.8	480.1	3,814.7
Net book value at 31 December 2024	1,785.2	63.7	55.0	-	1,903.9
Cost					
At 1 January 2023	4,277.4	343.2	656.1	479.4	5,756.1
Prior year adjustment	-	(68.0)	-	-	(68.0)
Restated at 1 January 2023	4,277.4	275.2	656.1	479.4	5,688.1
Exchange movements	49.4	20.5	4.8	5.4	80.1
Additions	-	83.2	-	-	83.2
Disposals	-	(2.1)	-	-	(2.1)
Businesses divested	(15.0)	-	-	-	(15.0)
At 31 December 2023	4,311.8	376.8	660.9	484.8	5,834.3
Amortisation and impairment					
At 1 January 2023	488.8	239.4	547.7	171.1	1,447.0
Prior year adjustment*	-	(35.3)	-	-	(35.3)
Restated at 1 January 2023	488.8	204.1	547.7	171.1	1,411.7
Exchange movements	6.5	16.3	2.8	1.8	27.4
Amortisation charge	-	76.3	26.3	28.2	130.8
Disposals	-	(2.1)	-	-	(2.1)
At 31 December 2023	495.3	294.6	576.8	201.1	1,567.8
Net book value at 31 December 2023	3,816.5	82.2	84.1	283.7	4,266.5

*Refer to pages 171-172 for more information on the restatement.

10 Goodwill and other intangible assets (continued)

General

In accordance with IAS 36 *Impairment of assets*, goodwill and other non-current assets were tested for impairment at 31 December 2024. The Group has six CGUs and Goodwill is monitored by management at CGU level. The critical assumptions used in the impairment model for Projects, Operations, Consulting and Group were discount rate, long term growth rate and risk adjusted EBITDA which includes assumptions around revenue CAGR and EBITDA margin and is driven by assumptions around gross margin and overhead. The Group's assumptions include the benefit of the simplification programme explained in note 5. Following the review for indicators of impairment the directors noted that the continued low market capitalisation of around \$600m was an indicator of impairment for each of the CGUs because the market capitalisation is significantly below the Group's opening net assets of \$3,263.9m. The low market capitalisation is considered to be due to a combination of factors including financing risk, execution risk and the recent deferral to the significant free cash flow target.

The Projects business mainly provides complex engineering design and project management across energy and materials markets, including oil and gas, metal and minerals and life sciences. The Operations business manages and optimises client assets including decarbonisation, maintenance, modifications, brownfield engineering and asset management through to decommissioning. The Consulting business provides technical consulting, digital consulting and energy asset development including the provision of decarbonisation and digital solutions.

At 31 December 2024, the Group fully impaired the carrying value of its AFW brand intangible of \$253.7 million. The brand, acquired in 2017, was no longer used in commercial activities, with the Group operating solely under the 'Wood' brand throughout 2024. The AFW brand did not generate independent cash flows and assessment under fair value less costs of disposal assessments concluded the brand's recoverable amount was nil, supported by the Group's, significant legacy losses, negative brand sentiment, and the immateriality of remaining AFW branded operations. Further, the Group has recorded impairment charges of \$1,961.1m in 2024 following the annual impairment test against goodwill. The total impairment charge has been recorded as follows: Projects (\$1,633.6m), Operations (\$198.8m) and Consulting (\$128.7m) and includes an allocation of impairment charges identified through the Group impairment test. The impairment charge is significant and reflects that the Group has not delivered free cash flow since 2019 and had previously committed to delivering free cash flow in 2024 and 2025 which was subsequently deferred due to budgeted targets not being achieved. These historic failures to deliver budgets have resulted in significant risk adjustments being reflected in the cash flow models.

The carrying value of the goodwill for each CGU as at the test date is shown in the table below. The Transmission and Distribution ("T&D") business was transferred out of the Projects CGU into Investment Services on 1 January 2024. The goodwill allocated to T&D was determined through a relative value methodology through comparing the value in use of T&D compared to Projects which then allowed management to develop an appropriate relative value of goodwill to be transferred.

The carrying value of goodwill at the 2024 test date was \$3,746.3m and has reduced by \$70.2m since the 2023 test date. The reduced carrying value reflects the disposal of CEC Controls which included \$10.8m of goodwill and the classification of Kelchner as held for sale, amounting to \$16.9m. The Kelchner business has been classified as held for sale resulting in the associated goodwill being tested for impairment separately as a held for sale current asset. The remaining movement is explained by foreign exchange movements.

Cash Generating Unit	Goodwill carrying value 2024 test date \$m	Goodwill carrying value 2023 test date \$m
Projects	2,147.7	2,195.7
Operations	1,216.1	1,231.2
Consulting	332.4	356.4
Kelchner	-	16.9
Swaggart	16.3	16.3
Transmission and Distribution	33.8	n/a
Total goodwill	3,746.3	3,816.5

Basis for determining recoverable amount

The recoverable amount at the year-end was determined by preparing value-in-use calculations prepared for each CGU using the cash flow projections included in the financial forecasts prepared by management and approved by the Board for the five year period from 2025 through to 2029. Risk adjustments were reflected in the impairment models through a critical assessment of revenue CAGR and historic actual performance against budget for key metrics such as revenue growth, gross margin, overhead and working capital metrics. The Group finalised the long-term plan ('LTP'), which highlighted reductions in revenue and EBITDA relative to the 2024 LTP, particularly in the Projects CGU due to slower than anticipated growth in the minerals processing and life sciences and refining and chemicals businesses. Furthermore, the 2024 actuals were behind budget despite mitigating actions such as the cancellation of the annual executive and employee bonus, which leads to further reductions in the forecast outlook.

Notes to the financial statements continued

10 Goodwill and other intangible assets (continued)

The key market drivers, within our energy end market, include energy security and supporting energy transition in our focus markets. Throughout 2024, the Group secured new awards in our Oil and Gas service line including a long term maintenance contract for onshore and offshore assets within our Operations CGU and new strategic awards in the Middle East. These awards highlight the importance of the oil and gas market to the Group but also highlight some of the work that the Group is delivering in these markets is focused on helping to reduce the carbon intensity of oil and gas assets and reduce emissions. The latest LTP produced by the Group indicates that work in the oil and gas sector will become an increasing part of our business and follows many oil and gas majors scaling back on their pursuit of developing cleaner forms of energy and a Trump administration in the US which is sparking a resurgence in fossil fuel projects following commitments made during the Trump election campaign in 2024. A significant element of this forecast growth within the oil and gas sector is driven by our Projects CGU and is underpinned by our clients focus on energy security and decarbonising their operations.

Our materials growth drivers are also underpinned by transition to net zero, as well as increased consumer demand driven by population growth and higher standards of living and includes sectors such as minerals, metals and chemicals. As noted above, the Group has observed slower than anticipated growth in these businesses which was underpinned by the view that the Group could increase its market share through increased mining activities in respect of the deployment of clean energy technologies. During 2024, the Group was awarded contracts in the chemicals sector to deliver sustainable aviation fuels within Southern Europe which will leverage off the Group's engineering expertise in the transition to net zero and will help to contribute to the forecasts for this sector in the LTP and supports the Group's view that a step change in future investment is still anticipated in cleaner forms of energies.

Therefore, the Group considers that there are risks associated with energy transition, including energy transition and industrial decarbonisation markets not generating sufficient revenues to meet targets in the short term, which may also impact the Group's ability to attract or retain the appropriately skilled workforce which could prevent the Group from competing for work in this space. However, offsetting this risk is the large near-term addressable market focused on energy security within oil and gas along with the desire of those clients to pursue decarbonisation efforts as evidenced by some of the new awards described above.

During the year, there was a change in assumption to allocating intangible capital expenditure that is incurred centrally to each of the CGUs. The annual amortisation charge was previously allocated to each of the CGUs on the basis of revenue however following a review of the financial performance of each of the CGUs and the Group as a whole, the amortisation charge is now allocated according to usage of the various software packages. The annual amortisation charge is deemed to be an appropriate proxy for software additions. This has no impact on the Group position but reduces the Projects CGU value in use, increasing Operations and Consulting.

Furthermore, the Group allocated central costs and assets on a just and reasonable basis as part of the 2024 impairment test. In 2023, management performed the test of the central unallocated costs through a supplemental Group test which did not identify an additional impairment. For the current period, management identified a reasonable and supportable basis for allocating the majority of central costs and assets to the CGUs. Management also consider this to be a change in assumption. In general, the central incurred costs and assets were allocated pro-rata to each of the CGUs on the basis of revenue, headcount or usage of the assets. Headcount data was obtained from human resources and asset usage data was obtained from software providers or real estate as appropriate.

Critical assumptions

Revenue CAGR

The Projects revenue CAGR includes growth from its oil and gas business, with growth expected in the Middle East region and lower than forecast awards in the minerals and chemicals businesses. Projects is expected to continue to grow its Middle East business in the oil and gas space following a number of strategic wins in the region in 2024 and aligns with the Group's strategy of supporting the production of cleaner energy in the oil and gas sector. The Operations revenue CAGR reflects forecast growth from its oil and gas business principally within the EMEA sector. The Consulting revenue CAGR reflects forecast growth from its technical and digital consulting service lines across a range of end markets.

Management concluded that because the Projects, Operations and Consulting forecasts for revenue and EBITDA have reduced relative to the 2024 LTP, the ongoing uncertainties in place at the balance sheet date caused by the Independent Review, maturity of the principal debt facilities in October 2026 and continuing deferral of significant free cash flow targets, risk adjustments have been applied to each of the CGUs. Furthermore, as highlighted in this note, historic failures to deliver budgeted targets in each of the CGUs results in significant risk adjustments being required. Further risks include reduced anticipated growth in the outer years of the forecasts due to changes in the macroeconomic environment and increased geopolitical risk, execution risk in the major, complex capital project work that is delivered by the CGUs and working capital risk driven by recurring delays to collecting cash from clients. Furthermore, management has assessed that there is risk of awards being made to our competitors whilst the Group navigates through the current environment. These risks have led to a risk adjusted revenue CAGR of 5.6% (2023: 9.5%); 3.5% (2023: 7.1%) and 2.7% (2023: 10.5%) in Projects, Operations and Consulting respectively. The overall risk adjusted CAGR for the Group model was 4.3% (2023: 8.4%). Where the risk adjusted revenue CAGRs are not achieved, further material impairments may need to be recorded.

10 Goodwill and other intangible assets (continued)

EBITDA margin

Management also considered gross margin and the overhead margin to quantify further risk adjustments which flows down to the Group's risk adjusted EBITDA margin. The Group considered historic gross margin performance, which has been impacted by execution of contracts and expected credit losses on trade receivables and gross amount due from clients. The Group's assumptions include the benefit of the simplification programme explained in note 5. The Group also reviewed historic overhead margin rates and compared to the latest forecasts. These comparisons highlighted risk adjustments to be recorded to align the forecasts with historic performance in each of the CGUs. These risks have led to a risk adjusted EBITDA margin, post removal of joint venture results and inclusion of central allocations, of 6.6%, 5.9% and 9.7% for Projects, Operations and Consulting respectively in the terminal year. The risk adjusted EBITDA margin in the terminal year for the Group is 6.5% (2023: 7.5%)

Terminal growth rates

The terminal growth rates assumed from 2029 do not exceed the long-term average historical growth rates for the regions and sectors in which the CGUs operate. The Group expects to benefit from long-term growth opportunities from Energy Transition, which has been considered in determining long-term growth rates. This mitigating long-term annual growth was then applied to each of the CGUs based on current activity levels. However, the long-term growth rates assumed in the model are lower at 2.0% for Projects and Operations and 2.1% for Consulting (2023: 2.4% for all business units), with the reduction in the long-term growth rates reflecting reduced expectations of long term growth, particularly given increased reliance on oil and gas in the current forecasts. The Group terminal growth rate is modelled at 2.0% (2023: 2.4%).

Discount rates

The cash flows have been discounted using discount rates appropriate for each CGU, and these rates are updated for each impairment review performed. The discount rate is a critical assumption in the impairment test. The Group has considered the additional specific risks related to each business such as country risk. The discount rates have significantly increased since the prior year due to refinancing risk and an increased size premium being included in the discount rate. The refinancing risk relates to the levels of refinancing risk which existed at the balance sheet date due to the Group's need to refinance the current borrowings due to mature in October 2026. The refinancing risk is addressed in more detail in the going concern disclosure. The size premium reflects the fact that the market capitalisation has reduced significantly since the 2023 test date and the Group are now considered small in comparison to its peer group. The resulting rates are consistent with market participant rates.

The table below sets out the post-tax and pre-tax discount rates for each of the CGUs. A post-tax discount rate was applied to post-tax cash flows and then the tax impact was removed in the modelling to determine the resulting pre-tax rates.

Cash Generating Unit	Pre-tax discount rate 2024	Pre-tax discount rate 2023	Post-tax discount rate 2024	Post-tax discount rate 2023
	%	%	%	%
Projects	14.6	12.0	13.1	10.3
Operations	15.6	12.3	12.9	10.5
Consulting	13.6	12.0	11.3	10.3
Kelchner	n/a	10.8	n/a	9.4
Swaggart	14.8	11.0	11.3	9.4
Wood T&D	13.9	n/a	11.3	n/a

Results of impairment testing and sensitivities

\$m	Carrying value of CGU	Value in use	Impairment of goodwill
Projects	1,991.4	386.7	(1,604.7)
Operations	1,206.0	1,066.0	(140.0)
Consulting	344.0	227.0	(117.0)
	n/a	n/a	(1,861.7)

The post tax discount rate would need to be 8.5% lower in Projects to reduce the 2024 impairment charge to \$'nil'.

The post tax discount rate would need to be 1.5% lower in Operations to reduce the 2024 impairment charge to \$'nil'.

The post tax discount rate would need to be 2.3% lower in Consulting to reduce the 2024 impairment charge to \$'nil'.

The value in use and carrying values quoted in the table above both include deductions for provisions and lease liabilities.

The Group post-tax discount rate was 12.6% (2023: 9.6%) and pre-tax rate was 14.7% (2023: 11.2%).

Notes to the financial statements continued

10 Goodwill and other intangible assets (continued)

\$m	Carrying value of Group	Value in use	Goodwill impairment recorded in CGUs	Additional Group level impairment
Group	3,126.1	1,165.1	(1,861.6)	(99.4)

The additional central impairment charge of \$99.4m is allocated to the three main CGUs pro-rata to the initial post-impairment carrying value of goodwill. The post impairment year end carrying value of goodwill was \$1,785.2m (2023: \$3,816.5m) made up of Projects goodwill of \$514.1m (2023: \$2,194.8m), Operations goodwill of \$1,017.3m (2023: \$1,232.1m), Consulting goodwill of \$203.7m (2023: \$356.4m) and Swaggart, Kelchner and Transport and Distribution goodwill of \$50.1m (2023: \$33.2m). As noted further above, central costs and assets are allocated on a just and reasonable basis, however there is a residual unallocated cost and asset base, resulting in a requirement for a Group test, which leads to an additional impairment charge of \$99.4m. The post-tax discount rate would need to be 0.6% lower to reduce the 2024 central impairment charge to \$nil.

Reasonably possible changes in future impairment tests could result in further impairment charges as described below. The sensitivities disclosed below represent the incremental impairment charge against goodwill should these materialise.

\$m	Impairment of goodwill	Carrying value of goodwill post impairment charge	Discount rate (1% increase)	Long term growth rate (0.5% reduction)	CAGR (1% - 3.5% reduction)	EBITDA margin (1% reduction)
Projects	1,604.7	514.1	38.0	21.0	134.0	131.0
Operations	140.0	1,017.3	70.0	30.0	64.0	195.0
Consulting	117.0	203.7	35.0	14.0	20.0	40.0
Swaggart	-	16.3	-	-	-	-
Transmission and Distribution	-	33.8	-	-	-	-
Additional group level impairment	99.4	-	151.0	76.0	242.0	457.0
	1,961.1	1,785.2	294.0	141.0	460.0	823.0

Reasonably possible changes in the revenue CAGR range from 1% to 3.5%. 1% and 1.5% were deemed to be reasonably possible changes to the Consulting and Operations revenue risk adjusted CAGR, given the current risk adjusted CAGRs for these CGUs as disclosed further above. The Group applied a 3.5% reasonably possible change to the Projects risk adjusted CAGR of 5.6%. A weighted average approach was applied to determine the level of risk adjustment required in the Group test which resulted in a 2.3% reasonably possible change being applied. Despite the significant increase in the discount rate between 2023 and 2024, management has determined that a 1% increase as a reasonably possible change in discount rate. As described further above, the discount rate increase is driven by the refinancing risk that was in place at the test date as well as a size premium and therefore a further significant increase is considered unlikely. A 1% EBITDA margin reduction is also considered reasonably possible. Mitigating actions to offset the impact of lower than forecast revenue growth and execution include cancellation of discretionary bonuses and headcount reductions to offset the adverse impact of under-utilisation of the Group's principal cost base. The sensitivities presented for each of the CGUs focus on a change in one key assumption at a time. The impairment charge could therefore be materially higher than what is presented if numerous assumptions, in aggregate, moved in a negative way.

Reasonably possible changes in the assumptions used in the impairment tests in the Transmission and Distribution and Swaggart CGUs did not result in an impairment. In order to reduce headroom to \$nil in 2024, the critical assumptions would need to change to:

Cash Generating Unit	Post tax discount rate (%)	Terminal growth rate (%)	CAGR (%)
Swaggart	17.2	(8.5)	(7.0)
Wood T&D	16.9	(7.6)	0.0

Post balance sheet events

Management continue to monitor the impact of post year end trading and its expected impact on the medium-term forecasts. If trading over the medium term is below the risk adjusted forecasts, there is a risk of further impairments. During 2025, there has been significant exceptional spend on advisor fees which, could not have been anticipated, in connection with the Independent Review, refinancing and acquisition by Sidara. Furthermore, given the ongoing uncertainties throughout 2025 caused by the refinancing status of the Group, it is possible that revenue growth does not materialise in line with the risk adjusted forecasts.

Intangibles

Client relationships relate mainly to the acquisition of Amec Foster Wheeler in 2017 and are being amortised over periods of 5 to 13 years. Brands recognised relate entirely to the acquisition of AFW and have been impaired in full during 2024.

Software and development costs includes internally generated assets with a net book value of \$45.1m at 31 December 2024 (2023: \$47.5m). \$7.2m (2023: \$18.7m) of internally generated intangibles is included in additions in the year. The software disposals relate to the write off of fully depreciated assets that are no longer in use.

11 Property, plant and equipment

	Land and Buildings \$m	Plant and equipment \$m	Total \$m
Cost			
At 1 January 2024	38.8	60.7	99.5
Exchange movements	(1.2)	(6.1)	(7.3)
Additions	1.1	19.4	20.5
Disposals	(6.8)	(15.4)	(22.2)
Businesses divested (note 32)	-	(1.9)	(1.9)
Transferred to held for sale	-	(6.3)	(6.3)
Reclassifications	(2.4)	9.5	7.1
At 31 December 2024	29.5	59.9	89.4
Accumulated depreciation and impairment			
At 1 January 2024	23.5	10.7	34.2
Exchange movements	(1.2)	(4.6)	(5.8)
Charge for the year	6.0	15.4	21.4
Disposals	(6.4)	(13.5)	(19.9)
Businesses divested (note 32)	-	(1.5)	(1.5)
Transferred to held for sale	-	(2.0)	(2.0)
Reclassifications	(2.9)	3.6	0.7
At 31 December 2024	19.0	8.1	27.1
Net book value at 31 December 2024	10.5	51.8	62.3
Cost			
At 1 January 2023	51.6	79.3	130.9
Exchange movements	1.9	4.1	6.0
Additions	2.7	17.8	20.5
Disposals	(17.4)	(25.7)	(43.1)
Reclassifications	-	(14.8)	(14.8)
At 31 December 2023	38.8	60.7	99.5
Accumulated depreciation and impairment			
At 1 January 2023	28.5	20.0	48.5
Exchange movements	0.9	3.3	4.2
Charge for the year	5.1	15.9	21.0
Disposals	(12.1)	(25.4)	(37.5)
Impairment	1.1	0.7	1.8
Reclassifications	-	(3.8)	(3.8)
At 31 December 2023	23.5	10.7	34.2
Net book value at 31 December 2023	15.3	50.0	65.3

The net book value of Land and Buildings includes \$3.4m (2023: \$7.9m) of Long Leasehold and Freehold property and \$7.1m (2023: \$7.4m) of Short Leasehold property. There were no material amounts in assets under construction at 31 December 2024. During 2023 there were finance lease assets with a net book value of \$11.5m transferred from Plant and Equipment to Right of Use Assets.

Notes to the financial statements continued

12 Leases

	Land and Buildings \$m	Plant and equipment \$m	Total \$m
Right of use assets			
Net book value			
At 1 January 2024	316.8	39.1	355.9
Exchange movements	(10.0)	(0.8)	(10.8)
Additions	73.3	23.7	97.0
Disposals	(0.2)	(2.1)	(2.3)
Businesses divested (note 32)	(1.1)	-	(1.1)
Transferred to held for sale	(0.1)	(0.8)	(0.9)
Reclassifications	(2.1)	(0.2)	(2.3)
Depreciation of right of use assets	(63.1)	(27.4)	(90.5)
At 31 December 2024	313.5	31.5	345.0

Lease liabilities

At 1 January 2024			400.8
Exchange movements			(11.8)
Additions			100.1
Disposals			(4.9)
Businesses divested (note 32)			(1.2)
Transferred to held for sale			(0.7)
Interest expense related to lease liabilities			21.7
Repayment of lease liabilities			(110.9)
At 31 December 2024			393.1

Right of use assets

Net book value			
At 1 January 2023	249.5	26.5	276.0
Exchange movements	10.3	0.8	11.1
Additions	121.2	35.0	156.2
Disposals	(2.8)	(0.9)	(3.7)
Reclassifications	-	11.5	11.5
Depreciation of right of use assets	(61.4)	(33.8)	(95.2)
At 31 December 2023	316.8	39.1	355.9

Lease liabilities

At 1 January 2023			342.9
Exchange movements			10.3
Additions			147.6
Disposals			(5.4)
Interest expense related to lease liabilities			18.7
Repayment of lease liabilities			(113.3)
At 31 December 2023			400.8

Included in the lease liabilities balance is \$18.6m (2023: \$17.7m) which would have been classified as finance lease liabilities pre-IFRS 16. These liabilities are included in the net debt before leases balance for the purpose of calculating the Group's covenant ratio of net debt to Adjusted EBITDA (see note 20(d)).

A maturity analysis of the Group's total lease liability is shown below:

	2024 \$m	2023 \$m
Current lease liability	84.8	83.4
Non-current lease liability	308.3	317.4
Total lease liability	393.1	400.8

The following table shows the breakdown of lease expense between amounts charged to operating profit, amounts charged to finance costs and payments recognised in the cash flow statement.

	\$m	\$m
Depreciation charge for right of use assets		
Property	63.1	61.4
Plant and equipment	27.4	33.8
Charged to operating profit	90.5	95.2
Interest expense related to lease liabilities	21.7	18.7
Charge to profit/(loss) before taxation	112.2	113.9
Payment of lease liabilities	110.9	113.3

13 Investment in joint ventures and other investments

The Group operates a number of joint ventures companies, the most significant of which are its turbine JV's, EthosEnergy Group Limited and RWG (Repair & Overhauls) Limited. The Group completed the disposal of its interest in EthosEnergy Group Limited in December 2024. The Group considers these to be joint arrangements on the basis that two or more parties have joint control, which is defined as the contractually agreed sharing of control and exists only when decisions about the relevant activities of the joint arrangement require the unanimous consent of the parties sharing control. The Group has a 50% shareholding in RWG, a provider of repair and overhaul services to the oil and gas, power generation and marine propulsion industries. RWG is based in Aberdeen, Scotland.

The assets, liabilities, income and expenses of RWG are shown below. With respect to EthosEnergy, only the income and expenses are shown as the Group's interest in the joint venture was disposed of in December 2024. The Group announced in July 2025 that it had reached an agreement with Siemens to sell its 50% interest in RWG (refer to note 38).

The financial information below represents 100% of the result and has been extracted from the management accounts for these entities.

	EthosEnergy (100%)		RWG (100%)	
	2024 \$m	2023 \$m	2024 \$m	2023 \$m
Non-current assets	-	145.7	57.6	58.7
Current assets	-	534.7	181.9	160.8
Current liabilities	-	(353.8)	(90.6)	(78.5)
Non-current liabilities	-	(65.7)	(1.1)	(2.7)
Net assets	-	260.9	147.8	138.3
Wood Group share	-	133.1	73.9	69.2
Accumulated impairments and other adjustments	-	(65.9)	-	-
Wood Group investment	-	67.2	73.9	69.2
Revenue	930.8	861.0	306.3	253.4
Cost of sales	(781.2)	(726.2)	(225.2)	(181.6)
Administrative expenses	(96.7)	(86.9)	(38.1)	(31.1)
Exceptional items	(15.3)	-	-	-
Operating profit	37.6	47.9	43.0	40.7
Finance expense	(14.0)	(11.7)	(1.2)	(1.0)
Profit before tax	23.6	36.2	41.8	39.7
Tax	(9.2)	(5.9)	(11.5)	(7.1)
Post-tax profit from joint ventures	14.4	30.3	30.3	32.6
Wood Group share	7.4	15.5	15.2	16.3

Cash and cash equivalents amounted to \$5.8m (2023: \$3.2m) for RWG.

Depreciation amounted to \$19.7m (2023: \$17.0m) and \$5.1m (2023: \$4.6m) for EthosEnergy and RWG respectively.

Amortisation amounted to \$1.5m (2023: \$1.0m) and \$1.4m (2023: \$1.9m) for EthosEnergy and RWG respectively.

RWG had net cash at 31 December 2024 of \$5.8m (2023: net debt \$0.5m).

The Group received dividends of \$nil (2023: \$0.9m) and \$9.6m (2023: \$8.1m) from EthosEnergy and RWG respectively.

The aggregate carrying amount of the Group's other equity accounted joint ventures, which individually are not material, amounted to \$39.9m at 31 December 2024 (2023: \$41.7m).

Notes to the financial statements continued

13 Investment in joint ventures and other investments (continued)

The Group's share of its joint venture income and expenses is shown below.

	2024 \$m	2023 \$m
Revenue	788.0	733.5
Cost of sales	(653.1)	(602.5)
Administrative expenses	(80.6)	(71.9)
Operating profit	54.3	59.1
Net finance expense	(7.5)	(6.5)
Profit before tax	46.8	52.6
Tax	(12.9)	(9.8)
Share of post-tax profit from joint ventures	33.9	42.8

The movement in investment in joint ventures is shown below:

	2024 \$m	2023 \$m
At 1 January	178.1	156.5
Exchange movements on retranslation of net assets	(2.7)	3.9
Share of profit after tax	33.9	42.8
Dividends received	(21.0)	(15.6)
Additions	-	0.2
Disposals	(74.6)	(9.7)
At 31 December	113.7	178.1

The joint ventures have no significant contingent liabilities to which the Group is exposed, nor has the Group any significant contingent liabilities in relation to its interest in the joint ventures other than those described in note 35.

A full list of subsidiary and joint venture entities is included in note 39.

Other investments

Other investments of \$50.0m (2023: \$51.3m) relates to the US SERP defined contribution scheme referred to in note 34. The SERP invests in a mixture of equities, bonds and money market funds as part of a pension arrangement for US based employees. The liabilities of the SERP are included in non-current liabilities (see note 19).

14 Inventories

	2024 \$m	2023 \$m
Materials	6.8	7.8
Finished goods and goods for resale	1.6	8.5
	8.4	16.3

15 Trade and other receivables

	2024 \$m	2023 (restated*) \$m
Trade receivables	583.3	792.1
Less: provision for impairment of trade receivables	(80.3)	(99.2)
Trade receivables – net	503.0	692.9
Gross amounts due from clients	337.4	400.3
Prepayments	73.5	84.2
Amounts due from joint ventures	6.8	9.8
Asbestos related insurance recoveries	3.4	5.6
Research and development credits	30.7	25.2
VAT receivables	84.7	64.1
Other receivables	101.2	118.6
Trade and other receivables – current	1,140.7	1,400.7
Long term receivables – asbestos related insurance recoveries	21.7	23.2
Long term receivables – other	57.4	160.0
Total receivables	1,219.8	1,583.9

As at 31 December 2024, the Group had received \$197.4m (2023: \$198.2m) of cash relating to non-recourse financing arrangements which led to trade receivables being derecognised and a finance charge through the income statement on receipt of the cash. At 31 December 2024, \$82.6m (2023: \$111.7m) had been received from clients in the normal course of business in relation to the same amounts received from the factors. This \$82.6m (2023: \$111.7m) is due to be paid over to the factors and is included in trade payables. The impact of both the cash received from the facility and the cash received from clients is included within cash generated from operations.

Other receivables of \$101.2m (2023: \$118.6m) include retentions and other receivable balances which are considered for expected credit losses as part of the Group's accounting policies. This includes assessing the ageing profile of the receivable, counterparty risk and historic experience of the recoverability of these assets.

Included within other long-term receivables of \$57.4m (2023: \$160.0m) are contract assets of \$nil (2023: \$96.7m) in relation to the Aegis contract. The long term receivable has been written off in the year as described in note 2 and note 5.

The Group's trade receivables balance is shown in the table below.

	Trade receivables – Gross \$m	Provision for impairment \$m	Trade receivables – Net \$m	Receivable days
31 December 2024				
Projects	290.2	(58.5)	231.7	38
Operations	188.8	(10.2)	178.6	40
Consulting	77.6	(5.1)	72.5	43
Investment Services	26.7	(6.5)	20.2	21
Total Group	583.3	(80.3)	503.0	39
	Trade receivables – Gross \$m	Provision for impairment \$m	Trade receivables – Net \$m	Receivable days
31 December 2023 (*restated)				
Projects	419.0	(63.8)	355.2	169
Operations	218.7	(4.7)	214.0	49
Consulting	96.2	(5.1)	91.1	51
Investment Services	58.2	(25.6)	32.6	93
Total Group	792.1	(99.2)	692.9	85

Receivable days are calculated by allocating the closing trade receivables and gross amounts due from clients balances to current revenue. A receivable days calculation of 39 indicates that closing trade receivables represent on average the most recent 39 days of revenue. The receivable days calculation highlights an improvement from 85 days in 2023 to 39 days in 2024. The significant drivers of the improvement include the exceptional charge recorded in respect of Aegis. The improvement in closing DSO in Projects was 131 days. The Total Group Receivable days reflects all Group activity including Aegis.

Notes to the financial statements continued

15 Trade and other receivables (continued)

The ageing of the provision for impairment of trade receivables is as follows. The current balance is based on current payment terms of 30 to 60 days.

	Trade receivables gross		Provision for impairment	
	2024	2023	2024	2023
	\$m	\$m	\$m	\$m
Current	358.3	492.9	1.4	0.6
Up to 3 months overdue	95.8	149.0	5.1	0.2
Over 3 months overdue	129.2	150.2	73.8	98.4
	583.3	792.1	80.3	99.2

The movement on the provision for impairment of trade receivables is as follows:

	Projects	Operations	Consulting	Investment Services	Total
	\$m	\$m	\$m	\$m	\$m
2024					
At 1 January	63.8	4.7	5.1	25.6	99.2
Exchange movements	(2.8)	(0.4)	-	(0.1)	(3.3)
Disposed during year	-	-	(0.5)	-	(0.5)
Reclassified during year	6.7	1.5	(1.0)	(6.6)	0.6
Provided during year	27.4	10.0	4.5	5.6	47.5
Utilised during year	(34.1)	(1.2)	-	(3.5)	(38.8)
Released during year	(2.5)	(4.4)	(3.0)	(14.5)	(24.4)
At 31 December	58.5	10.2	5.1	6.5	80.3
2023 (*restated)					
At 1 January	40.4	5.3	3.8	15.5	65.0
Exchange movements	1.1	(0.1)	0.1	0.1	1.2
Reclassified during year	(0.1)	-	1.7	-	1.6
Provided during year	22.7	1.5	0.4	18.2	42.8
Utilised during year	(0.3)	(0.6)	-	(6.8)	(7.7)
Released during year	-	(1.4)	(0.9)	(1.4)	(3.7)
At 31 December	63.8	4.7	5.1	25.6	99.2

The total expected credit loss in 2024 was \$23.1m (2023: \$39.1m (restated*)). The 2023 exceptional charge of \$20.4m relates to an expected credit loss within the EPC LSTK portfolio.

Included within gross trade receivables of \$583.3m above (2023: \$792.1m) and gross amounts due from clients of \$337.4m (2023: \$400.3m) are contract assets of \$224.9m (2023: \$299.2m) which were past due. These relate to clients for whom there is no recent history or expectation of default. The gross amounts due from clients of \$337.4m (2023: \$400.3m) includes provisions of \$15.4m (2023: \$38.9m).

Financial assets

	2024	2023
	\$m	\$m
Derivative financial instruments (note 20)	4.0	9.2
	4.0	9.2

*Refer to pages 171-172 for more information on the restatement.

16 Cash and cash equivalents

	2024 \$m	2023 \$m
Cash at bank and in hand	353.0	356.2
Short-term bank deposits	48.6	28.4
Restricted cash	56.5	49.4
	458.1	434.0

Cash at bank and in hand at 31 December 2024 includes \$84.5m (2023: \$127.7m) that is part of the Group's cash pooling arrangements and both cash and borrowings are grossed up by this amount in the financial statements.

The effective interest rate on short-term deposits at 31 December 2024 was 7.43% (2023: 6.65%) and these deposits have no maturity date.

The restricted cash balance comprises \$52.3m (2023: \$38.1m) of cash held in Equatorial Guinea where the Group are seeking Central Bank approval in order to repatriate cash from a subsidiary via dividends or intercompany loans. A further \$nil (2023: \$9.3m) of cash is held in jurisdictions where there is insufficient liquidity in the local market to allow for immediate repatriation. The prior year balance of \$9.3m was repatriated in full across the course of 2024. The remaining \$nil (2023: \$2.0m) relates to balances held within Russia that are impacted by the sanctions associated with Russia's invasion of Ukraine, and \$4.2m of cash held in accounts that is restricted by clients. Management considers it appropriate to include the restricted cash balance in the Group's net debt figure on the basis that it meets the definition of cash, albeit is not readily available to the Group.

17 Trade and other payables

	2024 \$m	2023 (restated*) \$m
Trade payables	536.7	639.7
Gross amounts due to clients	264.1	105.9
Other tax and social security payable	67.7	57.2
Accruals	446.0	541.2
Derivative financial instruments	3.9	3.4
Amounts due to joint ventures	12.5	12.1
Asbestos related payables	48.3	50.4
Payroll related accruals	155.2	202.3
Other payables	119.8	81.3
	1,654.2	1,693.5

Trade payables includes \$82.6m (2023: \$111.7m) relating to cash received from clients which is due to be paid over to the bank as it has to be paid over under the Group's factoring arrangements.

Gross amounts due to clients included above represent payments on account received in excess of amounts due from clients on fixed price contracts.

Accruals includes amounts due to suppliers and sub-contractors that have not yet been invoiced, unpaid wages, salaries and bonuses.

Other payables includes project related and other liabilities. At 31 December 2023 there was one remaining payment in relation to the investigation of \$35.6m which was paid in January 2024.

*Refer to pages 171-172 for more information on the restatement.

Notes to the financial statements continued

18 Borrowings

	2024 \$m	2023 \$m
Bank loans and overdrafts due within one year or on demand		
Unsecured	875.8	225.7
Senior loan notes		
Unsecured	262.8	89.6
Total current borrowings	1,138.6	315.3
Non-current bank loans		
Unsecured	-	549.3
Senior loan notes		
Unsecured	-	262.9
Total non-current borrowings	-	812.2

Borrowings of \$84.5m (2023: \$127.7m) that are part of the Group's cash pooling arrangements, and are netted against cash for internal reporting purposes, are grossed up in the short-term borrowings figure above.

Bank overdrafts are denominated in a number of currencies and bear interest based on the Bank of England base rate or the relevant foreign currency equivalent plus a 1.15% margin rate.

The Group had total facilities of \$1,787.6m (2023: \$1,901.9m) as at 31 December 2024, which comprises of a \$200.0m (2023: \$200.0m) term loan maturing in October 2026, \$1,200.0m (2023: \$1,200.0m) of Revolving Credit Facility ('RCF') maturing in October 2026, \$262.8m (2023: \$352.5m) of senior loan notes in the US private placement market with varying maturities and \$124.8m (2023: \$149.4m) of other banking facilities.

Of the non-current borrowings of \$nil (2023: \$812.2m), \$nil (2023: \$366.5m) is denominated in sterling, \$nil (2023: \$nil) is denominated in euros and the balance in US dollars. The breakdown of current borrowings is shown in the table below.

As noted in the Basis of Preparation, based on the latest forecasts approved by the directors, the Group expect to pass the financial covenant requirements during the forecast period, including in the severe but plausible downside scenario. Under existing IAS 1 requirements, companies classify a liability as current when they do not have the unconditional right to defer settlement for at least 12 months after the reporting date. The IASB has removed the requirement for a right to be unconditional and instead now requires that a right to defer settlement must exist at the reporting date and have substance. All non-current borrowings have been classified as current due to historical breaches of information and financial covenants due to the presence of material prior year adjustments. These breaches have been remedied post year end through covenant waivers of all historical covenants.

The Group's principal borrowing facilities at 31 December 2024 are set out in the table below.

Facility	Total available \$m	Drawn at 31 December 2024 \$m	Undrawn at 31 December 2024 \$m	Repayable
Term loan	200.0	200.0	-	October 2026
Revolving credit facility	1,200.0	556.4	643.6	October 2026
Senior loan notes	262.8	262.8	-	Various dates
Other facilities	124.8	32.2	92.6	Various dates
Accrued interest	-	7.7	(7.7)	N/A
Unamortised fees	-	(5.0)	5.0	N/A
	1,787.6	1,054.1	733.5	

The above table excludes borrowings of \$84.5m that are part of the Group's cash pooling arrangements and are offset by equivalent cash balances.

18 Borrowings (continued)

The Group's principal borrowing facilities at 31 December 2023 are set out in the table below.

Facility	Total available \$m	Drawn at 31 December 2023 \$m	Undrawn at 31 December 2023 \$m	Repayable
Term loan	200.0	200.0	-	October 2026
Revolving credit facility	1,200.0	356.9	843.1	October 2026
Senior loan notes	352.5	352.5	-	Various dates
Other facilities	149.4	89.6	59.8	Various dates
Accrued interest	-	8.4	(8.4)	N/A
Unamortised fees	-	(7.6)	7.6	N/A
	1,901.9	999.8	902.1	

The above table excludes borrowings of \$127.7m that are part of the Group's cash pooling arrangements and are offset by equivalent cash balances.

The Group has \$262.8m (2023: \$352.5m) of unsecured senior loan notes issued in the US private placement market. The notes mature at varying dates between 2026 and 2031 as shown in the table below. Interest is payable at an average rate of 4.56% (2023: 4.58%).

Repayable	2024 \$m	2023 \$m
July 2024	-	11.5
August 2024	-	55.1
November 2024	-	23.0
July 2026	57.8	57.9
August 2026	58.8	58.8
February 2027	18.4	18.4
February 2029	46.0	46.0
July 2029	59.5	59.5
July 2031	22.3	22.3
	262.8	352.5

The effective interest rates on the Group's bank loans and overdrafts at the balance sheet date were as follows:

	2024 %	2023 %
US dollar	6.13	7.07
Sterling	6.19	6.67
Euro	4.42	4.95

The carrying amounts of the Group's borrowings, including those held within pooling arrangements, are denominated in the following currencies:

	2024 \$m	2023 \$m
US Dollar	758.4	658.7
Sterling	247.5	371.8
Euro	104.9	67.0
Other	27.8	30.0
	1,138.6	1,127.5

The Group is required to issue tender bonds, performance bonds, retention bonds, advance payment bonds and standby letters of credit to certain clients. Management have assessed that the possibility of these being triggered is remote. At 31 December 2024, the Group's bank facilities relating to the issue of bonds, guarantees and letters of credit amounted to \$859.1m (2023: \$1,230.9m). At 31 December 2024, these facilities were 67% utilised (2023: 58%). From 14 February 2025, no new issuances have been permitted, and renewals of other bonds have been considered on a case by case basis by the banks, with some being supported by cash collateral, which has placed further pressure on the Group's liquidity.

Notes to the financial statements continued

18 Borrowings (continued)

Borrowing facilities

The Group has the following undrawn borrowing facilities available at 31 December:

	2024 \$m	2023 \$m
Expiring within one year	87.6	59.8
Expiring between one and two years	640.9	-
Expiring between two and five years	-	842.3
	728.5	902.1

All undrawn borrowing facilities are floating rate facilities. The facilities expiring within one year are annual facilities subject to review at various dates during 2025. As noted previously, the Group has breached information and financial covenants due to the presence of material prior year adjustments and these have been remedied post year end through covenant waivers of all historical periods.

A reconciliation of movements of borrowings and lease liabilities to cash flows arising from financing activities is presented in the table below.

	Short term borrowings \$m	Long term borrowings \$m	Lease liabilities \$m	Total \$m
Balance 1 January 2024	315.3	812.2	400.8	1,528.3
Changes from financing cash flows				
Repayments of short-term borrowings	(185.4)	-	-	(185.4)
Proceeds from long-term borrowings	-	189.7	-	189.7
Payment of lease liabilities (note 12)	-	-	(110.9)	(110.9)
Total changes from financing activities	(185.4)	189.7	(110.9)	(106.6)
Effects of changes in foreign exchange rates (note 31)	(2.4)	9.7	(11.8)	(4.5)
Other changes				
New leases (note 12)	-	-	94.0	94.0
Reclassification to held for sale	(2.4)	-	(0.7)	(3.1)
Interest expense	-	114.6	21.7	136.3
Interest paid	-	(114.6)	-	(114.6)
Other movements	(0.7)	2.6	-	1.9
Reclassification	1,014.2	(1,014.2)	-	-
Total liability other changes	1,011.1	(1,011.6)	115.0	114.5
Balance at 31 December 2024	1,138.6	-	393.1	1,531.7

	Short term borrowings \$m	Long term borrowings \$m	Lease liabilities \$m	Total \$m
Balance 1 January 2023	345.9	584.0	342.9	1,272.8
Changes from financing cash flows				
Repayment of long-term borrowings	-	(200.0)	-	(200.0)
Repayment of short-term borrowings	(133.5)	-	-	(133.5)
Proceeds from short-term borrowings	-	515.0	-	515.0
Payment of lease liabilities (note 12)	-	-	(113.3)	(113.3)
Total changes from financing activities	(133.5)	315.0	(113.3)	68.2
Effects of changes in foreign exchange rates (note 31)	17.1	0.4	10.3	27.8
Other changes				
New leases (note 12)	-	-	142.2	142.2
Reclassification of senior loan notes	89.6	(89.6)	-	-
Interest expense	-	81.7	18.7	100.4
Interest paid	-	(81.7)	-	(81.7)
Other movements	(3.8)	2.4	-	(1.4)
Total liability other changes	85.8	(87.2)	160.9	159.5
Balance at 31 December 2023	315.3	812.2	400.8	1,528.3

19 Other non-current liabilities

	2024 \$m	2023 (restated*) \$m
Other payables	232.5	77.4
	232.5	77.4

Other payables mainly relates to the Aegis Poland contract of \$165.0m, which is described in more detail in note 2 and 5. The remaining balance principally relates to \$50.0m (2023: \$51.3m) relating to the US SERP pension arrangement referred to in note 34. The SERP payables are offset by investments of \$50.0m which are included in note 13.

20 Financial instruments

The Group's activities give rise to a variety of financial risks: market risk (including foreign exchange risk and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management strategy is to hedge exposures wherever practicable in order to minimise any potential adverse impact on the Group's financial performance.

Risk management is carried out by the Group Treasury department in line with the Group's Treasury policies. Group Treasury, together with the Group's business units identify, evaluate and where appropriate, hedge financial risks. The Group's Treasury policies cover specific areas, such as foreign exchange risk, interest rate risk, use of derivative financial instruments and investment of excess cash.

Where the Board considers that a material element of the Group's profits and net assets are exposed to a country in which there is significant geo-political uncertainty a strategy is agreed to ensure that the risk is minimised.

(a) Market risk

(i) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currencies. The Group has subsidiary companies whose revenue and expenses are denominated in currencies other than the US dollar. Where possible, the Group's policy is to eliminate all significant currency exposures at the time of the transaction by using financial instruments such as forward currency contracts. Changes in the forward contract fair values are booked through the income statement, except where hedge accounting is used in which case the change in fair value is recorded in equity.

Hedging of foreign currency exchange risk – cash flow hedges

The notional contract amount, carrying amount and fair values of forward contracts and currency swaps designated as cash flow hedges at the balance sheet date are shown in the table below.

	2024 Notional contract amount \$m	2023 Notional contract amount \$m	2024 Carrying amount and fair value \$m	2023 Carrying amount and fair value \$m
Financial assets	19.0	136.1	0.4	2.1
Trade and other payables	(15.8)	(42.1)	(0.3)	(0.9)

A net foreign exchange loss of \$1.7m (2023: gain \$3.8m) was recognised in the hedging reserve as a result of fair value movements on forward contracts and currency swaps designated as cash flow hedges.

Hedging of foreign currency exchange risk – fair value through income statement

The notional contract amount, carrying amount and fair value of all other forward contracts and currency swaps at the balance sheet date are shown in the table below.

	2024 Notional contract amount \$m	2023 Notional contract amount \$m	2024 Carrying amount and fair value \$m	2023 Carrying amount and fair value \$m
Financial assets	574.4	930.1	3.6	7.1
Trade and other payables	(587.8)	(443.4)	(3.6)	(2.5)

The Group's largest foreign exchange risk relates to movements in the sterling/US dollar exchange rate. Movements in the sterling/US dollar rate can impact the translation of sterling profit earned in the UK and the translation of sterling denominated net assets. A weakening of the pound has a negative impact on translation of UK companies' profits and net assets. Sterling denominated trading profits in the UK are offset by the Group's corporate overhead and a 10% change in the sterling/dollar rate would result in a change to Adjusted EBITDA of less than 1%. A 10% change in the sterling/dollar rate would impact net assets by less than 1%. 10% has been used in these calculations as it represents a reasonable possible change in the sterling/US dollar exchange rate. The Group also has foreign exchange risk in relation to a number of other currencies, such as the Australian dollar, the Canadian dollar and the Euro.

Notes to the financial statements continued

20 Financial instruments (continued)

(ii) Interest rate risk

The Group finances its operations through a mixture of retained profits and debt. The Group borrows in the desired currencies at a mixture of fixed and floating rates of interest to manage the Group's exposure to interest rate fluctuations. At 31 December 2024, 22% (2023: 30%) of the Group's borrowings were at fixed rates. The Group is also exposed to interest rate risk on cash held on deposit. The Group's policy is to maximise the return on cash deposits where possible and deposit cash with a financial institution with a credit rating of BBB+ or better.

If average interest rates had been 2% higher or lower during 2024 (2023: 2%), post-tax profit for the year would have been \$12.4m lower or higher respectively (2023: \$10.3m). 2% has been used in this calculation as it represents a reasonable possible change in interest rates.

(iii) Price risk

The Group is exposed to significant price risk in relation to its financial instruments as an increase in interest rates would result in an increase in the overall cost of debt.

(b) Credit risk

The Group's credit risk primarily relates to its trade receivables. The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 6 months past due and considers a financial asset to be in default when the financial asset is more than 12 months past due. Responsibility for managing credit risk lies within the businesses with support being provided by Group and divisional management where appropriate.

The credit risk associated with clients is considered as part of each tender review process and is addressed initially through contract payment terms. Trade finance instruments such as letters of credit, bonds, guarantees and credit insurance are used to manage credit risk where appropriate. Credit control practices are applied thereafter during the project execution phase. A right to interest and suspension is normally sought in all contracts. There is significant management focus on clients that are classified as high risk in the current challenging market although the Group had no material write offs in the year.

The Group's major clients are typically large companies which have strong credit ratings assigned by international credit rating agencies. Where a client does not have sufficiently strong credit ratings, alternative forms of security such as the trade finance instruments referred to above may be obtained.

The Group uses the simplified provision matrix when calculating expected credit losses on financial assets. The provision matrix is based on historical default rates and is adjusted for forward looking estimates. The historical default rate is determined by comparing actual contract write offs against revenue recognised over each of the prior five years. The average write off over the historical period can be applied to current year revenue. The forward-looking assessment also considers post-year end cash collection, country risk scoring, client disputes and specific financial uncertainties.

Management review trade receivables based on receivable days calculations to assess performance. A table showing trade receivables and receivable days is provided in note 15. Receivable days calculations are not provided on non-trade receivables as management do not believe that this information is a relevant metric.

The maximum credit risk exposure on cash and cash equivalents and bank deposits (more than three months) at 31 December 2024 was \$458.1m (2023: \$434.0m). The Group treasury department monitors counterparty exposure on a global basis to avoid any over exposure to any one counterparty. The Group's policy is to deposit cash at institutions with a credit rating of at least BBB+, however there are jurisdictions in which the Group operate where there are no such rated institutions available. In these cases the Group may grant measured exceptions.

(c) Liquidity risk

The Group's policy is to ensure the availability of an appropriate amount of funding to meet both current and future forecast requirements consistent with the Group's budget and strategic plans. As highlighted in note 1, the Group has disclosed some material uncertainties in relation to the Group's ability to continue as a going concern.

The Group's liquidity has been negatively impacted during 2025 as a result of uncommitted facilities being removed by the banks. The Group is currently being closely monitored by the banking syndicate with rolling 13 week cash forecasts and minimum liquidity cash requirements. Per note 1, the Group has disclosed that its minimum liquidity through 2025 as \$84m in October 2025, highlighting the importance of the Sidara Interim Funding. The new facility will be committed for 3 years.

The Group also had access to bonding lines advanced by the banks as disclosed in note 18. From 14th February 2025, no new issuances have been permitted, and renewals of other bonds have been considered on a case by case basis by the banks, with some being supported by cash collateral, which has placed further pressure on the Group's liquidity. Following the Sidara announcement, a \$60m interim facility is in place and upon shareholder approval of the deal, new additional facilities will be put in place which will be sufficient for the Group's needs. Refer to the basis of preparation disclosure on going concern for further details on the banking facilities. As disclosed in the Group's going concern disclosure, there can be no certainty that the shareholders will accept the terms of the Sidara offer.

The 2024 average net debt (excluding leases) was \$1,100.0m (2023: \$846.4m). The cash balance and undrawn portion of the Group's committed banking facilities can fluctuate throughout the year. Around the covenant remeasurement dates of 30 June and 31 December the Group's net debt is typically lower than these averages due to a combination of factors including a strong focus on collection of receipts from clients. Although revenue is typically weighted towards the second half of the year it is usually higher in June than in December, which means the level of working capital required is typically higher at the end of June and net debt is typically lower by the end of December.

20 Financial instruments (continued)

At 31 December 2024, 93% (2023: 72%) of the Group's principal borrowing facilities (including senior loan notes) were due to mature in more than one year. Based on the Group's latest forecasts the Group has sufficient funding in place to meet its future obligations.

The Group's total bank facilities comprise of a \$200.0m term loan maturing in October 2026 and a \$1,200.0m revolving credit facility which matures in October 2026. The revolving credit facility includes KPIs linked to growing revenues related to energy transition and sustainable infrastructure and reducing scope 1 and 2 carbon emissions. The Group has \$262.8m of unsecured senior loan notes issued in the US private placement market. The notes mature in various tranches between July 2026 and 2031. As per note 18, all non-current borrowings have been classified as current due to historical breaches of information and financial covenants due to the presence of material prior year adjustments. These breaches have been remedied post year end through covenant waivers of all historical covenants. Refer to the basis of preparation disclosure on going concern for further details on the banking facilities.

(d) Capital risk

The current capital structure of the Group is unsustainable, with average net debt in the period of \$1.1 billion, plus business-critical uncommitted facilities. The focus throughout 2024, and into 2025, has been to ensure the Group's liquidity, and thus any cash received, for example through business disposals has been retained within the Group.

The ratio of net debt to Adjusted EBITDA at 31 December 2024 was 3.3 times (2023: 2.3 times (restated*)). This ratio is calculated by dividing net debt before leases by Adjusted EBITDA on a frozen GAAP basis which excludes the impact of IFRS 16. The Adjusted EBITDA also includes other covenant adjustments, including the add-back of share based charges and is adjusted for any EBITDA generated by disposed businesses.

Interest cover is calculated by dividing Adjusted EBITA, by recurring net finance expense, which excludes discounting and IFRS 16 interest and was 2.4 times for the year ended 31 December 2024 (2023: 4.0 times (restated*)). Adjusted EBITA also includes other covenant adjustments as described above for EBITDA. The interest cover covenant failed in 2024 due to material prior year adjustments which affected Adjusted EBITA. During 2025, the Group secured post year covenant waivers to remedy all historic breaches of covenants.

Gearing is calculated by dividing net debt, excluding the impact of IFRS 16, by equity attributable to owners of the parent. Gearing at 31 December 2024 was 158.4% (2023: 21.3% (restated*)).

Financial liabilities

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows which are not usually closed out before contractual maturity.

	Less than 1 year \$m	Between 1 and 2 years \$m	Between 2 and 5 years \$m	Over 5 years \$m
At 31 December 2024				
Borrowings	1,207.7	-	-	-
Trade and other payables	1,586.1	-	-	-
Lease liabilities	110.3	76.7	133.8	194.7
Other non-current liabilities		182.5	50.0	
At 31 December 2023 (restated*)				
Borrowings	365.2	55.6	855.9	24.0
Trade and other payables	1,636.3	-	-	-
Lease liabilities	104.1	74.4	138.9	228.3
Other non-current liabilities	-	29.8	51.7	-

As disclosed in note 18, the Group believe that the presence of prior year adjustments highlights that certain information and financial covenants have been breached which could trigger an event of default and therefore all bank borrowings have been treated as current in 2024. These breaches have been remedied through covenant waivers secured in 2025 in respect of all historical periods.

Fair value of non-derivative financial assets and financial liabilities

The fair value of short-term borrowings, trade and other payables, trade and other receivables, financial assets, short-term deposits and cash at bank and in hand approximates to the carrying amount because of the short maturity of interest rates in respect of these instruments.

The fair value of non-current bank borrowings as at 31 December 2024 was \$759.5m (book value \$759.1m) (2023: \$256.0m, book value \$242.9m). The fair value of the US Private Placement debt at 31 December 2024 was \$263.1m (book value \$262.8m) (2023: \$360.3m, book value \$352.5m).

Fair values (excluding the fair value of assets and liabilities classified as held for sale) are determined using observable market prices (level 2 as defined by IFRS 13 'Fair Value Measurement') as follows:

- The fair value of forward foreign exchange contracts is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate.
- The fair value of interest rate swaps is estimated by discounting estimated future cash flows based on the terms and maturity of each contract and using market rates.

Notes to the financial statements continued

20 Financial instruments (continued)

All derivative fair values are verified by comparison to valuations provided by the derivative counterparty banks.

The Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. During the year ended 31 December 2024 and 31 December 2023, there were no transfers into or out of level 2 fair value measurements.

21 Asbestos related litigation

2024	\$m
At 1 January 2024	306.5
Reclassifications	(0.1)
Utilised	(42.0)
Charge to income statement	41.8
Release of provisions	-
Exchange movements	(0.5)
At 31 December 2024	305.7
Presented as	
Current	-
Non-current	305.7
2023	\$m
At 1 January 2023	311.4
Reclassifications	9.5
Utilised	(58.4)
Charge to income statement	45.1
Release of provisions	(2.6)
Exchange movements	1.5
At 31 December 2023	306.5
Presented as	
Current	-
Non-current	306.5

The Group assumed the majority of its asbestos-related liabilities when it acquired Amec Foster Wheeler in October 2017. Whilst some of the asbestos claims have been and are expected to be made in the United Kingdom, the overwhelming majority have been and are expected to be made in the United States.

Some of Amec Foster Wheeler's US subsidiaries are defendants in numerous asbestos-related lawsuits and out-of-court informal claims pending. Plaintiffs claim damages for personal injury alleged to have arisen from exposure to, or use of, asbestos in connection with work allegedly performed during the 1970s and earlier.

The number and cost of current and future asbestos claims in the US could be substantially higher than estimated and the timing of payment of claims could be sooner than estimated, which could adversely affect the Group's financial position, its results and its cash flows.

The Group expects these subsidiaries to be named as defendants in similar suits and that new claims will be filed in the future. For the purposes of these financial statements, management have estimated the indemnity and defence costs to be incurred in resolving pending and forecasted claims through to 2050. Although we believe that these estimates are reasonable, the actual number of future claims brought against these subsidiaries and the cost of resolving these claims could be higher.

Some of the factors that may result in the costs of asbestos claims being higher than the current estimates include:

- an increase in the rate at which new claims are filed and an increase in the number of new claimants;
- increases in legal fees or other defence costs associated with asbestos claims; and
- increases in indemnity payments, decreases in the proportion of claims dismissed with zero payment and payments being required to be made sooner than expected.

21 Asbestos related litigation (continued)

The Group has worked with its advisors with respect to projecting asbestos liabilities and to estimate the amount of asbestos-related indemnity and defence costs at each year-end through to 2050. Each year the Group records its estimated asbestos liability at a level consistent with the advisors' reasonable best estimate. The Group's advisors perform a quarterly and annual review of asbestos indemnity payments, defence costs and claims activity and compare them to the forecast prepared at the previous year-end. Based on its review, they may recommend that the assumptions used to estimate future asbestos liabilities are updated, as appropriate.

The total liability recorded in the Group's balance sheet at 31 December 2024 is based on estimated indemnity and defence costs expected to be incurred to 2050. Management believe that any new claims filed after 2050 will be minimal.

Asbestos related liabilities and assets recognised on the Group's balance sheet are as follows:

	2024			2023		
	US \$m	UK \$m	Total \$m	US \$m	UK \$m	Total \$m
Asbestos related provision						
Gross provision	419.7	29.4	449.1	409.5	31.1	440.6
Effect of discounting	(93.1)	-	(93.1)	(83.8)	-	(83.8)
Net provision	326.6	29.4	356.0	325.7	31.1	356.8
Insurance recoveries						
Gross recoveries	-	(27.1)	(27.1)	-	(28.7)	(28.7)
Effect of discounting	-	-	-	-	-	-
Net recoveries	-	(27.1)	(27.1)	-	(28.7)	(28.7)
Net asbestos related liabilities	326.6	2.3	328.9	325.7	2.4	328.1
<i>Presented in financial statements as follows:</i>						
Provisions – non-current			305.7			306.5
Trade and other payables			48.3			50.4
Trade and other receivables			(3.4)			(5.6)
Long term receivables			(21.7)			(23.2)
			328.9			328.1

The gross US asbestos related provision of \$419.7m (2023: \$409.5m) includes \$28.5m (2023: \$23.3m) relating to agreed settlements which have not been paid at 31 December 2024. The remaining \$391.2m (2023: \$386.2m) represents the gross US asbestos related provision which is discounted to a net present value of \$298.1m (2023: \$302.4m).

The 2024 charge of \$41.8m included a risk adjustment of \$38.1m to reflect that over the historical 10 year period actual spend exceeded forecast settlement spend. Given that the asbestos actuarial estimate is based on long term forecasting of spend based on data such as number of open claims, forecast future claims and average cost per claim, the Group estimated a risk adjustment by grossing up the US asbestos provision to reflect the adverse variance between actual and forecast settlement spend.

A net interest charge of \$11.1m (2023: \$11.1m) representing the unwinding of the discount over time and a yield curve credit of \$8.4m (2023: \$0.2m) are included within exceptional items since the movements in the provision are non-trading, can be large and are driven by market conditions which are out with the Group's control.

There were no future plan adjustments in 2024, however an additional \$34.2m was charged to the income statement in 2023, reflecting future actuarial adjustments in the overall plan estimates. The increase to the estimates are driven by a higher number of filings compared to the underlying actuarial model, an increased number of settlements at higher settlement values and updated future inflation rates. A further credit or income of \$10.0m was also recorded to the income statement in 2023 as a result of collecting insurance proceeds from an insolvent insurer, not previously recognised.

A summary of the Group's US asbestos claim activity is shown in the table below:

	2024	2023
	Number	Number
Number of open claims		
At 1 January	53,970	57,200
New claims	2,330	2,410
Claims resolved	(6,770)	(5,640)
At 31 December	49,530	53,970
Claims not valued in liability	(33,650)	(38,900)
Open claims valued in liability at 31 December	15,880	15,070

Notes to the financial statements continued

21 Asbestos related litigation (continued)

Claims not valued in the liability include claims on certain inactive court dockets, claims over six years old that are considered abandoned and certain other items.

Based on 2024 activity, the Group's current forecast liabilities have been adjusted for payments made in 2024 of \$42.0m and to reflect the impact of discounting.

In 2024, the liability for asbestos indemnity and defence costs to 2050 was calculated at a gross nominal amount of \$437.3m (present value \$356.0m), which brought the liability to a level consistent with our advisor's reasonable best estimate. The total asbestos-related liabilities are comprised of estimates for liabilities relating to open (outstanding) claims being valued and the liability for future unasserted claims to 2050.

The estimate takes account of the following information and/or assumptions:

- number of open claims;
- forecasted number of future claims; and
- estimated average cost per claim by disease type – mesothelioma, lung cancer and non-malignancies.

The total estimated liability, which has been discounted for the time value of money, includes both the estimate of forecasted indemnity amounts and forecasted defence costs. Total defence costs and indemnity liability payments are estimated to be incurred through to 2050. The Group believes that it is likely that there will be some claims filed after 2050, however these are projected to be minimal.

In the last 5 years from 2020 to 2024, the US average combined indemnity and defence cost per resolved claim has been approximately \$9k. The average cost per resolved claim is increasing and management believe it will continue to increase in the future as the Group continues to resolve the current and estimated future claims inventory. A sensitivity analysis on average indemnity settlement and defence costs is included in the table below.

Asbestos related receivables represent management's best estimate of insurance recoveries relating to liabilities for pending and estimated future asbestos claims through to 2050. The receivables are only recognised when it is virtually certain that the claim will be paid.

The following table sets out the sensitivities associated with a change in certain estimates used in relation to the US asbestos-related liabilities:

Assumption	Impact on asbestos liabilities (range) 2024 \$m	Impact on asbestos liabilities (range) 2023 \$m
25% change in average indemnity settlement amount	50-60	50-60
25% change in forecasted number of new claims	45-55	50-60
25% change in estimated defence costs	35-45	40-50

In addition to the above, the impact on the income statement in the year is sensitive to changes in the blended yield curve rate used to calculate the time value of money.

The Group has used a 26-year blended yield curve rate, based on US Treasury strip rates, to discount its asbestos liabilities. The rate as at 31 December 2023 is 4.58% (2023: 3.64%). A change of 0.1% in the 26-year blended yield curve rate would give rise to a change to the income statement charge/credit of approximately \$1.4m.

The Group's subsidiaries have been effective in managing the asbestos litigation, in part, because the Group has access to historical project documents and other business records going back more than 50 years, allowing it to defend itself by determining if the claimants were present at the location of the alleged asbestos exposure and, if so, the timing and extent of their presence. In addition, the Group has identified and validated insurance policies issued since 1952 and has consistently and vigorously defended claims that are without merit and settled meritorious claims for reasonable amounts.

The table below summarises the asbestos-related net cash impact for indemnity and defence costs and collection of insurance proceeds:

	2024 \$m	2023 \$m
Asbestos litigation, defence and case resolution payments	42.0	58.4
Insurance proceeds	(2.1)	(16.4)
Net asbestos related payments	39.9	42.0

The Group expects to have a net cash outflow of approximately \$45m as a result of asbestos liability indemnity and defence payments in excess of insurance proceeds during 2025. This estimate assumes no elections by the Group to fund additional payments. The Group has discounted the expected future cash flows with respect to the asbestos related liabilities using the blended yield curve rates.

22 Provisions

	Insurance \$m	Property \$m	Litigation related provisions \$m	Project related provisions \$m	Total \$m
2024					
At 1 January 2024	40.7	27.4	2.1	105.7	175.9
Reclassifications	(2.2)	-	1.8	(23.3)	(23.7)
Utilised	-	(1.4)	(0.3)	(12.6)	(14.3)
Charge to income statement	14.8	2.2	24.3	47.4	88.7
Release of provisions	(21.5)	(5.4)	-	(11.1)	(38.0)
Exchange movements	-	(0.3)	(0.3)	(0.7)	(1.3)
At 31 December 2024	31.8	22.5	27.6	105.4	187.3
Presented as:					
Current	-	1.2	1.4	40.0	42.6
Non-current	31.8	21.3	26.2	65.4	144.7
2023					
At 1 January 2023	46.2	26.0	12.8	63.3	148.3
Prior year adjustments*	-	-	-	14.0	14.0
Restated at 1 January 2023	46.2	26.0	12.8	77.3	162.3
Reclassifications*	1.3	-	-	8.8	10.1
Utilised	-	(0.4)	(11.2)	(17.0)	(28.6)
Charge to income statement*	12.4	2.9	0.2	53.7	69.2
Release of provisions*	(19.2)	(1.7)	(0.2)	(18.4)	(39.5)
Exchange movements*	-	0.6	0.5	1.3	2.4
At 31 December 2023	40.7	27.4	2.1	105.7	175.9
Presented as:					
Current*	-	7.4	-	58.3	65.7
Non-current*	40.7	20.0	2.1	47.4	110.2

*Refer to pages 171-172 for more information on the restatement.

Insurance provisions

The Group has liabilities in relation to its captive insurance companies of \$31.8m (2023: \$40.7m).

The Group currently has one captive insurance company, Garlan Insurance Limited, which is active and is registered in Guernsey with tax domicile in the UK. The company provides insurance solely to other Group companies and does not provide any insurance to third parties. The provisions recorded represent amounts payable to external parties in respect of claims, the value of which is based on actuarial reports which assess the likelihood and value of these claims. These are reassessed annually, with movements in claim reserves being recorded in the income statement.

Property provisions

Property provisions total \$22.5m (2023: \$27.4m). Property provisions mainly comprise of dilapidations relating to the cost of restoring leased property back into its original, pre-let condition. The estimate of costs is the greatest area of uncertainty and the timing of future cash outflows is linked to the term dates of numerous individual leases.

Notes to the financial statements continued

22 Provisions (continued)

Litigation related provisions

The Group is party to litigation involving clients and sub-contractors arising from its contracting activities. Management has taken internal and external legal advice in considering known or reasonably likely legal claims and actions by and against the Group. Where a known or likely claim or action is identified, management carefully assesses the likelihood of success of the claim or action. A provision is recognised only in respect of those claims or actions where management consider it is probable that a cash outflow will be required.

Provision is made for management's best estimate of the likely settlement costs and/or damages to be awarded for those claims and actions that management considers are likely to be successful. Due to the inherent commercial, legal and technical uncertainties in estimating project claims, the amounts ultimately paid or realised by the Group could differ from the amounts that are recognised in the financial statements.

The 2024 charge includes a claim intimated against the Group in respect of alleged breaches of the Defective Premises Act (2022) as amended by the regulations of the Building Safety regulations (2022). The Group is currently in active commercial discussions or at the preliminary stage of legal proceedings with the presumptive claimant and it would therefore be prejudicial to provide further disclosure in these financial statements. The Group's position is assessed as the most likely outcome at this stage and reflects the best estimate of the likely obligation, considering both the current legal position and the company's expectation of the outcome, as required under IAS 37. The risks and uncertainties surrounding this matter have also been taken into account, in line with IAS 37. While the current provision reflects a balanced view of the probable outcome, there remains risk that the final cost could be higher. However, the Group does not believe that it is reasonably possible that the final outcome would be materially higher than the amount provided. The Group have currently not provided for any additional legal costs and have not assumed any potential supply chain recoveries and note our assessment of any supply chain liability would depend on the outcome of the claim. If unsuccessful the Group believe that they may be able to recover some of the remediation costs, the quantum of which is uncertain, from subcontractors or other third parties, however, any such recoveries are not deemed to be virtually certain and therefore no contingent assets have been recognised at the balance sheet date.

Project related provisions

The Group has numerous provisions relating to the projects it undertakes for its clients. The value of these provisions relies on specific judgements in areas such as the estimate of future costs or the outcome of disputes. These provisions primarily relate to contracts that have become onerous or to warranty / indemnification obligations arising from projects. These differ from litigation related provisions, which generally relate to contracts which the Group is no longer delivering services on and is subject to litigation proceedings. Whether or not each of these provisions will be required, the exact amount that will require to be paid and the timing of any payment will depend on the actual outcomes. The balance is made up of a large number of provisions, which are not individually material or significant. Of the \$105.4m provision recognised at year end, around \$60m relates to matters with the Group's Projects segment, of which \$20m relates to a position within Projects LSTK and EPC segment.

Certain of the jurisdictions in which the Group operates, in particular the US and the EU, have environmental laws under which current and past owners or operators of property may be jointly and severally liable for the costs of removal or remediation of toxic or hazardous substances on or under their property, regardless of whether such materials were released in violation of law and whether the operator or owner knew of, or was responsible for, the presence of such substances. Largely as a consequence of the acquisition of Amec Foster Wheeler, the Group currently owns and operates, or owned and operated, industrial facilities. It is likely that, as a result of the Group's current or former operations, hazardous substances have affected the property on which those facilities are or were situated.

As described in note 35, the Group agreed to indemnify certain third parties relating to businesses and/or assets that were previously owned by the Group and were sold to them.

23 Deferred tax

Deferred tax is calculated in full on temporary differences under the liability method using the tax rate applicable to the territory in which the asset or liability has arisen. The Group has provided deferred tax in relation to UK companies at 25% (2023: 25%) with the exception of deferred tax on defined benefit pension assets which was provided at 35% in 2023, during 2024 a reduced rate of 25% was substantively enacted. The movement on the deferred tax account is shown below:

(Asset)/liability

	As at 1 January 2024 (*restated) \$m	Income statement \$m	OCI \$m	Other \$m	As at 31 December 2024 \$m
Accelerated capital allowances	(36.0)	17.4	0.7	-	(17.9)
Intangibles	178.2	(116.2)	(2.7)	-	59.3
Pension	139.4	4.5	(55.5)	(2.8)	85.6
Share based charges	(1.7)	1.1	-	-	(0.6)
Other temporary differences	2.1	1.9	(0.1)	(1.0)	2.9
Provisions	(40.5)	(7.0)	3.1	-	(44.4)
Unremitted earnings	26.6	1.1	(1.8)	-	25.9
Deferred interest deduction	(4.0)	(2.7)	0.3	0.1	(6.3)
Tax credits	-	-	0.1	(0.1)	-
Losses	(95.2)	39.2	0.7	1.0	(54.3)
Total	168.9	(60.7)	(55.2)	(2.8)	(50.2)

	As at 1 January 2023 \$m	Prior year restatement \$m	Restated 1 January 2023 \$m	Income statement (restated*) \$m	OCI \$m	Other (restated*) \$m	As at 31 December 2023 \$m
Accelerated capital allowances	(31.5)	-	(31.5)	(2.7)	(1.8)	-	(36.0)
Intangibles	179.8	-	179.8	(4.7)	3.1	-	178.2
Pension	106.8	43.2	150.0	5.9	(19.0)	2.5	139.4
Share based charges	(1.4)	-	(1.4)	(0.3)	-	-	(1.7)
Other temporary differences	8.4	-	8.4	(2.5)	(3.3)	(0.5)	2.1
Provisions	(47.7)	10.1	(37.6)	(1.9)	(1.0)	-	(40.5)
Unremitted earnings	23.5	-	23.5	2.7	0.4	-	26.6
Deferred interest deduction	-	-	-	(3.8)	(0.2)	-	(4.0)
Tax credits	-	-	-	(0.2)	-	0.2	-
Losses	(199.0)	97.1	(101.9)	7.6	0.7	(1.6)	(95.2)
Total	38.9	150.4	189.3	0.1	(21.1)	0.6	168.9

Deferred tax is presented in the financial statements as follows:

	2024 \$m	2023 (*restated) \$m
Deferred tax assets	(62.9)	(43.2)
Deferred tax liabilities	113.1	212.1
Net deferred tax (asset)/liability	50.2	168.9

No deferred tax liability has been recognised in respect of \$18,104.3m (2023: \$17,591.7m) of unremitted reserves of subsidiaries because the Group is in a position to control the timing of the reversal of the temporary difference and it is not probable that such differences will reverse in the foreseeable future. The amount of unrecognised deferred tax liabilities in respect of these unremitted reserves is estimated to be \$34.9m (2023: \$49.4m).

Notes to the financial statements continued

23 Deferred tax (continued)

The deferred tax balances are analysed below.

31 December 2024

	Accelerated capital allowances	Intangibles	Pension	Share based charges	Other temporary differences	Provisions	Unremitted earnings	Deferred interest deduction	Losses	Netting	Total
	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Deferred tax assets	(31.2)	-	(3.5)	(0.6)	(3.8)	(44.4)	-	(6.3)	(54.3)	81.2	(62.9)
Deferred tax liabilities	13.3	59.3	89.1	-	6.7	-	25.9	-	-	(81.2)	113.1
Net	(17.9)	59.3	85.6	(0.6)	2.9	(44.4)	25.9	(6.3)	(54.3)	-	50.2

Included in the \$54.3m (2023: \$95.2m) of deferred tax assets in respect of losses is an amount of \$1.8m (2023: \$3.6m) relating to the UK tax group of which no asset (2023: no asset) is recognised based on forecast profits of the UK business, and \$32.6m (2023: \$84.4m) relating to the US tax group of which no asset (2023: no asset) is recognised based on forecast profits of the US business. The balances are supported by deferred tax liabilities.

31 December 2023 (*restated)

	Accelerated capital allowances	Intangibles	Pension	Share based charges	Other temporary differences	Provisions	Unremitted earnings	Deferred interest deduction	Losses	Netting	Total
	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Deferred tax assets	(49.7)	-	(1.7)	(1.7)	(1.6)	(40.5)	-	(4.0)	(95.2)	151.2	(43.2)
Deferred tax liabilities	13.7	178.2	141.1	-	3.7	-	26.6	-	-	(151.2)	212.1
Net	(36.0)	178.2	139.4	(1.7)	2.1	(40.5)	26.6	(4.0)	(95.2)	-	168.9

The expiry dates of unrecognised gross deferred tax assets carried forward are as follows:

	Tax losses	Deductible temporary differences	Total
	\$m	\$m	\$m
31 December 2024			
Expiring within 5 years	45.4	68.9	114.3
Expiring within 6-10 years	18.6	-	18.6
Expiring within 11-20 years	226.8	-	226.8
Unlimited	7,866.2	1,581.4	9,447.6
	8,157.0	1,650.3	9,807.3

	Tax losses	Deductible temporary differences	Total
	\$m	\$m	\$m
31 December 2023 (*restated)			
Expiring within 5 years	711.0	123.1	834.1
Expiring within 6-10 years	19.6	-	19.6
Expiring within 11-20 years	170.0	-	170.0
Unlimited	7,516.2	1,652.5	9,168.7
	8,416.8	1,775.6	10,192.4

The expiry dates of unrecognised net deferred tax assets carried forward are as follows:

	Tax losses	Deductible temporary differences	Total
	\$m	\$m	\$m
31 December 2024			
Expiring within 5 years	16.6	68.9	85.5
Expiring within 6-10 years	2.5	-	2.5
Expiring within 11-20 years	57.0	-	57.0
Unlimited	1,876.8	398.5	2,275.3
	1,952.9	467.4	2,420.3

	Tax losses	Deductible temporary differences	Total
	\$m	\$m	\$m
31 December 2023 (*restated)			
Expiring within 5 years	147.8	123.1	270.9
Expiring within 6-10 years	5.9	-	5.9
Expiring within 11-20 years	42.4	-	42.4
Unlimited	1,863.7	410.0	2,273.7
	2,059.8	533.1	2,592.9

24 Share based charges

The Group currently has a number of share plans that give rise to equity settled share based charges. These are the Executive Share Option Scheme ('ESOS'), the Long-Term Plan ('LTP'), the Discretionary Share Plan ('DSP'), the Employee Share Plan ('ESP') and the Share Incentive Plan ('SIP'). The charge to operating profit for these plans for the year amounted to \$25.8m (2023: \$19.6m) and is included in administrative expenses with the corresponding credit included in retained earnings. All of the Groups share plans are governed by the respective plan rules and each has change of control provisions within them. The treatment of a change of control on our plans as it relates to Sidara is also set out in the co-operation agreement which is disclosed in the public domain.

Long Term Plan and Discretionary Share Plan

The Group's LTP was introduced in 2013. The plan was replaced at the Group's Annual General Meeting in 2023 with the new Discretionary Share Plan. There are two distinct awards made under the DSP, performance-based awards to the executive leadership team made based on achievement of performance measures and non-performance awards to senior management either in the form of conditional share awards or nil cost share options.

The performance measures relevant to active cycles are total shareholder return, EBITDA margin, revenue growth, EBITDA and ESG targets including reducing carbon emissions and leadership gender diversity. Participants may be granted conditional share awards or nil cost options at the start of the cycle. Where performance applies, this is measured over a three-year period and up to 80% of an award may vest based on the performance over that period. The vesting of at least 20% of any award is normally deferred for a further period of at least two years.

Employees may also be granted non-performance awards either in the form of conditional share awards or share options. These awards typically have a three-year vesting period. From 2022, a large portion of senior management who were previously eligible for the performance-based element of the LTP and DSP were instead awarded these non-performance awards.

Performance based awards

Details of the performance based awards under the LTP and DSP are set out in the table below. The charge for market related performance targets has been calculated using a Monte Carlo simulation model taking account of share price volatility against peer group companies, risk free rate of return, dividend yield and the expected lifetime of the award. Further details of the LTP are provided in the Directors' Remuneration Report.

Cycle	Performance period	Fair value of award	Awards outstanding 31 December 2024	Awards outstanding 31 December 2023
11	2018-20	£6.67	-	130,233
12	2019-21	£5.69	-	227,146
13	2020-22	£3.64	-	-
14	2021-23	£3.17	131,386	7,048,776
15	2022-24	£1.88	1,307,657	1,354,999
16	2023-25	£1.32	4,526,656	3,567,754
17	2024-26	£1.54	3,129,522	-
			9,095,221	12,328,908

4,435,925 awards were made during the year, 908,783 awards were exercised during the year and 6,760,829 awards lapsed or were cancelled due to performance targets not being achieved.

Zero awards remain outstanding under cycle 13 as performance measures were missed. Awards under cycles 15, 16 and 17 were granted to directors and the executive leadership team only, with other senior management receiving non-performance awards under the LTP and DSP.

Further details on the long-term incentives are provided in the Directors' Remuneration Report.

ESOS

For the purposes of calculating the fair value of the share options, a Black-Scholes option pricing model has been used. Based on past experience, it has been assumed that options will be exercised, on average, six months after the earliest exercise date, which is four years after grant date, and a lapse rate of 25% has been assumed. The share price volatility used in the calculation of 40% is based on the actual volatility of the Group's shares as well as that of comparable companies. The risk-free rate of return is based on the implied yield available on zero coupon gilts with a term remaining equal to the expected lifetime of the options at the date of grant.

Notes to the financial statements continued

24 Share based charges (continued)

Share awards

A summary of the basis for the charge for ESOS options and LTP and DSP awards are set out below together with the number of awards granted, exercised and lapsed during the year.

	ESOS		LTP and deferred bonus	
	2024	2023	2024	2023
Number of participants	Nil	156	304	261
Lapse rate	N/A	25%	10%	10%
Risk free rate of return on grants during year	N/A	N/A	4.11%	3.69%
Share price volatility	N/A	40%	40%	40%
Dividend yield on grants during year	N/A	N/A	0%	0%
Fair value of options granted during year	N/A	N/A	£0.50-£2.11	£1.41-£2.25
Weighted average remaining contractual life	N/A	0.3 years	0.8 years	1.8 years
Options outstanding 1 January	449,500	995,000	13,600,518	8,254,534
Options granted during the year	-	-	10,355,784	7,942,031
Options exercised during the year	-	-	(3,111,331)	(1,406,735)
Options lapsed during the year	(449,500)	(545,500)	(2,443,330)	(1,189,312)
Options outstanding 31 December	-	449,500	18,401,641	13,600,518
No. of options exercisable at 31 December	-	449,500	-	597,733
Weighted average share price of options exercised during year	N/A	N/A	£1.31	£1.85

Executive Share Option Schemes

The following options to subscribe for new or existing shares were outstanding at 31 December:

Year of Grant	Number of ordinary shares under option		Exercise price (per share)	Exercise period
	2024	2023		
2014	-	449,500	767 ² / ₃ p	2018-2024
	-	449,500		

Share options are granted at an exercise price equal to the average mid-market price of the shares on the three days prior to the date of grant.

Nil value share awards

The following awards granted under the Group's LTP/DSP were outstanding at 31 December:

Year of Grant	Number of ordinary shares under award		Exercise price (per share)	Exercise period
	2024	2023		
2020	-	5,000	0.00p	2023-2024
2021	385,000	627,000	0.00p	2025-2026
2022	-	83,222	0.00p	2024-2025
2022	490,000	880,000	0.00p	2025-2026
2022	3,406,934	4,606,367	0.00p	2025
2023	375,968	465,634	0.00p	2025-2026
2023	5,415,528	6,933,295	0.00p	2026
2024	256,723	-	0.00p	2026
2024	5,962,219	-	0.00p	2027
2024	2,109,269	-	0.00p	2024-2027
	18,401,641	13,600,518		

Awards are granted under the Group's LTP/DSP at nil value. There are no performance criteria relating to the exercise of the options. Further details on the LTP/DSP are provided in the Directors' Remuneration Report.

24 Share based charges (continued)

Employee share plan

The Group introduced the ESP in 2016. Under the plan employees contribute regular monthly amounts which are used to purchase shares over a one-year period. At the end of the year, the participating employees are awarded one free share for every two shares purchased, providing they remain in employment for a further year. During 2024, 2,318,459 shares were awarded in relation to the ESP, of which 482,454 and 1,836,005 shares related to the 2023/24 and 2024/25 schemes respectively.

Share incentive plan

The Group introduced the SIP in 2021 for UK employees. Under the plan, which is recognised by HM Revenue and Customs, employees contribute regular monthly amounts of up to £150 per month to purchase shares. The participating employees are awarded one free share for every two purchased, provided that they hold the purchased shares for 3 years and remain in employment. During 2024, 1,028,735 partnership shares and 514,307 matching shares were awarded.

25 Share capital

Ordinary shares of 4½ pence each (2023: 4½ pence)

Authorised, issued and fully paid	shares	2024 \$m	shares	2023 \$m
At 1 January and 31 December	691,839,369	41.3	691,839,369	41.3

Holders of ordinary shares are entitled to receive any dividends declared by the Company and are entitled to vote at general meetings of the Company.

26 Share premium

	2024 \$m	2023 \$m
At 1 January and 31 December	63.9	63.9

27 Retained earnings

	2024 \$m	2023 (*restated) \$m
At 1 January	938.4	1,224.4
Prior year adjustments*	-	(301.2)
Restated balance at 1 January	938.4	923.2
Loss for the year attributable to owners of the parent (restated*)	(2,778.0)	(191.2)
Credit relating to share based charges (note 24)	25.8	19.6
Re-measurement losses on retirement benefit liabilities (note 34)	(50.6)	(82.2)
Movement in deferred tax relating to retirement benefit liabilities	16.6	25.2
Impact of change in tax rate applicable to the UK defined benefit scheme	40.3	-
Deferred tax impact of rate change in equity	0.1	0.7
Tax on derivative financial instruments	(0.1)	(0.4)
Other tax movements in equity	(1.5)	(0.1)
Proceeds from Share Incentive Plan (SIP) shares	-	1.6
Purchase of shares by employee share trust	(4.1)	-
Transfer from merger reserve	1,163.5	242.0
Transactions with non-controlling interests	2.7	-
At 31 December	(646.9)	938.4

*Refer to pages 171-172 for more information on the restatement.

Retained earnings are stated after deducting the investment in own shares held by employee share trusts. No options have been granted over shares held by the employee share trusts (2023: nil).

Notes to the financial statements continued

27 Retained earnings (continued)

Shares held by employee share trusts

	2024		2023	
	Shares	\$m	Shares	\$m
Balance 1 January	4,352,958	99.4	8,442,031	99.4
Shares purchased during year	2,500,000	4.1	-	-
Shares issued to satisfy option exercises	(3,111,331)	-	(1,406,735)	-
Shares issued to satisfy awards under Long Term Incentive Plan	(908,783)	-	(299,928)	-
Shares issued to satisfy awards under Employee Share Plan	(1,671,970)	-	(1,114,466)	-
Shares issued to satisfy awards under Share Incentive Plan	(514,307)	-	(1,267,944)	-
Recycled matching shares under Share Incentive Plan	(29,361)	-	-	-
Exchange movement	-	-	-	-
Balance 31 December	617,206	103.5	4,352,958	99.4

Shares acquired by the employee share trusts are purchased in the open market using funds provided by John Wood Group PLC to meet obligations under the Employee Share Option Schemes and LTP. Shares are allocated to the employee share trusts in order to satisfy future option exercises at various prices. Matching shares which are forfeited for leavers are recycled against future allocations.

The costs of funding and administering the trusts are charged to the income statement in the period to which they relate. The market value of the shares at 31 December 2024 was \$0.5m (2023: \$9.5m) based on the closing share price of £0.66 (2023: £1.72) and closing exchange rate of 1.2523 (2023: 1.2749). The employee share trusts have waived their rights to receipt of dividends on ordinary shares.

28 Merger reserve

	2024 \$m	2023 \$m
At 1 January	2,298.8	2,540.8
Transfer to retained earnings	(1,163.5)	(242.0)
At 31 December	1,135.3	2,298.8

On 6 October 2017, 294,510,217 new shares were issued in relation to the acquisition of Amec Foster Wheeler Group. As the acquisition resulted in the Group securing 90% of Amec Foster Wheeler's share capital, the acquisition qualified for merger relief under section 612 of the Companies Act 2006 and the premium arising on the issue of the shares was credited to a merger reserve rather than the share premium account.

In November 2019, John Wood Group PLC (the Company) sold its investment in Amec Foster Wheeler Limited and other subsidiaries to another subsidiary company, John Wood Group Holdings Limited for \$2,815.2m in exchange for a promissory note. To the extent that the promissory note is settled by qualifying consideration, the related portion of the merger reserve is considered realised and becomes available for distribution.

In 2023, John Wood Group Holdings Limited paid \$242.0m to John Wood Group PLC in a partial settlement of the promissory note. The repayment represented qualifying consideration.

During 2024, John Wood Group Holdings Limited settled a further \$1,163.5m to John Wood Group PLC in a further partial settlement of the promissory note. The repayment represented qualifying consideration and as a result the Company transferred an equivalent portion of the merger reserve to retained earnings.

29 Other reserves

	Capital reduction reserve \$m	Capital redemption reserve \$m	Currency translation reserve \$m	Hedging reserve \$m	Total \$m
At 1 January 2023	88.1	439.7	(665.5)	(4.7)	(142.4)
Cash flow hedges	-	-	-	3.8	3.8
Exchange movement on retranslation of foreign operations (restated*)	-	-	54.7	-	54.7
At 31 December 2023 (restated*)	88.1	439.7	(610.8)	(0.9)	(83.9)
Cash flow hedges	-	-	-	(1.7)	(1.7)
Exchange movement on retranslation of foreign operations	-	-	(76.8)	-	(76.8)
At 31 December 2024	88.1	439.7	(687.6)	(2.6)	(162.4)

The capital reduction reserve was created subsequent to the Group's IPO in 2002 and is a distributable reserve.

The capital redemption reserve was created following a share issue that formed part of a return of cash to shareholders in 2011. This is not a distributable reserve.

The currency translation reserve relates to the retranslation of foreign currency net assets on consolidation. This was reset to zero on transition to IFRS at 1 January 2004. The movement during the year relates to the retranslation of foreign operations, including goodwill and intangible assets recognised on acquisition.

The hedging reserve relates to the accounting for derivative financial instruments under IFRS 9. Fair value gains and losses in respect of effective cash flow hedges are recognised in the hedging reserve.

30 Non-controlling interests

	2024 \$m	2023 \$m
At 1 January	5.4	1.5
Share of profit for the year	5.7	5.5
Dividends paid to non-controlling interests	(3.4)	(1.6)
Transactions with non-controlling interests	(2.7)	-
At 31 December	5.0	5.4

Notes to the financial statements continued

31 Analysis of net debt

	At 1 January 2024 \$m	Cash flow \$m	Other \$m	Exchange movements \$m	At 31 December 2024 \$m
2024					
Short term borrowings	(315.3)	185.4	(1,011.1)	2.4	(1,138.6)
Long term borrowings	(812.2)	(189.7)	1,011.6	(9.7)	-
Borrowings included in liabilities held for sale	-	-	(2.4)	-	(2.4)
	(1,127.5)	(4.3)	(1.9)	(7.3)	(1,141.0)
Cash and cash equivalents	434.0	28.8	-	(4.7)	458.1
Net debt excluding leases	(693.5)	24.5	(1.9)	(12.0)	(682.9)
Leases	(400.8)	110.9	(115.0)	11.8	(393.1)
Leases included in liabilities held for sale	-	-	(0.7)	-	(0.7)
Net debt including leases	(1,094.3)	135.4	(117.6)	(0.2)	(1,076.7)
	At 1 January 2023 \$m	Cash flow \$m	Other \$m	Exchange movements \$m	At 31 December 2023 \$m
2023					
Short term borrowings	(345.9)	133.5	(85.8)	(17.1)	(315.3)
Long term borrowings	(584.0)	(315.0)	87.2	(0.4)	(812.2)
	(929.9)	(181.5)	1.4	(17.5)	(1,127.5)
Cash and cash equivalents	536.7	(107.6)	-	4.9	434.0
Net debt excluding leases	(393.2)	(289.1)	1.4	(12.6)	(693.5)
Leases	(342.9)	113.3	(160.9)	(10.3)	(400.8)
Net debt including leases	(736.1)	(175.8)	(159.5)	(22.9)	(1,094.3)

Cash at bank and in hand at 31 December 2024 includes \$84.5m (2023: \$127.7m) that is part of the Group's cash pooling arrangements. For internal reporting and the calculation of interest, this amount is netted with short-term overdrafts and is presented as a net figure on the Group's balance sheet. In preparing these financial statements, the Group is required to gross up both its cash and short-term borrowings figures by this amount.

Cash and cash equivalents of \$458.1m (2023: \$434.0m) includes restricted cash of \$52.3m (2023: \$49.4m). The restricted cash balance comprises \$52.3m (2023: \$38.1m) of cash held in Equatorial Guinea where the Group are seeking Central Bank approval in order to repatriate cash from a subsidiary via dividends or intercompany loans. A further \$nil (2023: \$9.3m) of cash is held in jurisdictions where there is insufficient liquidity in the local market to allow for immediate repatriation. The remaining \$nil (2023: \$2.0m) relates to balances held within Russia that are impacted by the sanctions associated with Russia's invasion of Ukraine, and \$4.2m of cash held in accounts that is restricted by clients. Management considers it appropriate to include the restricted cash balance in the Group's net debt figure on the basis that it meets the definition of cash, albeit is not readily available to the Group.

The lease liability at 31 December 2024 is made up of non-current leases of \$308.3m (2023: \$317.4m) and current leases of \$84.8m (2023: \$83.4m).

The other movements of \$117.6m (2023: \$159.5m) in the above table represents new leases entered into of \$94.0m (2023: \$142.2m), interest expense of \$21.7m (2023: \$18.7m), amortisation of bank facility fees of \$2.6m (2023: \$2.4m) and accrued interest on loan notes of \$0.7m (2023: \$3.8m). The other movement also includes the reclassification of non-current borrowings to current. Based on legal analysis, and some of the findings of the independent review, the Group believe that the presence of prior year adjustments resulted in breaches of certain information and financial covenants and therefore all bank borrowings have been treated as current and therefore all bank borrowings have been treated as current. These breaches have been cured post year end through covenant waivers.

As at 31 December 2024, the Group had received \$197.4m (2023: \$198.2m) of cash relating to non-recourse financing arrangements. An equivalent amount of trade receivables was derecognised on receipt of the cash. At 31 December 2024, \$82.6m (2023: \$111.7m) had been received from clients in the normal course of business in relation to the same amounts received from the factors. This \$82.6m (2023: \$111.7m) is due to be paid over to the factors and is included in trade payables. The impact of both the cash received from the facility and the cash received from clients is included within cash generated from operations.

32 Divestments

During 2024, the Group disposed of its joint venture interest in Ethos Energy Group Limited and its subsidiary undertaking CEC Controls Company Inc. The assets and liabilities disposed of are set out in the table below:

	\$m
Investment in joint ventures	74.6
Goodwill	10.8
Property plant and equipment	0.4
Right of use asset	1.1
Trade and other receivables	15.1
Income tax receivable	1.1
Cash and cash equivalents	2.0
Lease liabilities	(1.2)
Trade and other payables	(3.3)
Income tax payable	(0.9)
Net assets disposed	99.7
Cash received	178.3
Provision for future obligations	(4.0)
Disposal costs	(4.9)
Disposal costs - exceptional	(7.8)
Gain on disposal (note 5)	61.9

The cash inflow in respect of these disposals is analysed below.

	\$m
Gross proceeds received	175.5
Disposal costs paid	(5.2)
Cash inflow	170.3

The gain on disposal is made up of a \$63.9m gain on disposal of Ethos Energy Limited less the exceptional disposal costs of \$7.8m, a \$7.6m gain on disposal of CEC Controls Company Inc. and a loss on disposal of other subsidiaries of \$1.8m in the year.

The sale of Kelchner, Inc completed during 2025 for proceeds of \$31.2m. The assets and liabilities of this disposal group are classified as held for sale as at 31 December 2024 because as at the year end date the appropriate level of management was committed to selling the asset and was confident that the deal would complete within one year of the balance sheet date due to the presence of a letter of intent with the ultimate buyer at the balance sheet date.

Assets held for sale	\$m
Goodwill	16.9
Property plant and equipment	4.3
Right of use assets	0.9
Trade and other receivables	15.1
Total	37.2

Liabilities held for sale	\$m
Trade and other payables	24.6
Borrowings	2.4
Lease liability	0.7
Total	27.7

Notes to the financial statements continued

33 Employees and directors

	2024 \$m	2023 \$m
Employee benefits expense		
Wages and salaries	2,466.3	2,414.3
Social security costs	191.4	180.6
Pension costs – defined benefit schemes (note 34)	2.0	2.9
Pension costs – defined contribution schemes (note 34)	98.4	97.4
Share based charges (note 24)	25.8	19.6
	2,783.9	2,714.8

	2024 No.	2023 No.
Average monthly number of employees (including executive directors)		
By geographical area:		
UK	5,293	4,928
US	5,556	6,443
Rest of the World	21,526	20,701
	32,375	32,072

The average number of employees excludes contractors and employees of joint venture companies.

	2024 \$m	2023 \$m
Key management compensation		
Salaries and short-term employee benefits	12.4	9.0
Amounts receivable under long-term incentive schemes	0.8	0.8
Social security costs	1.2	0.8
Post-employment benefits	0.2	0.2
Share based charges	7.1	2.5
Termination benefits	1.9	-
	23.6	13.3

Key management compensation represents the charge to the income statement in respect of the remuneration of the Group board and Group Executive Leadership Team ('ELT') members. At 31 December 2024, key management held 0.2% of the voting rights of the Company.

	2024 \$m	2023 \$m
Directors		
Aggregate emoluments	5.0	3.6
Aggregate amounts receivable under long-term incentive schemes	0.4	0.3
Aggregate gains made on the exercise of share options	2.7	0.1
Share based charges	5.1	1.1
	13.2	5.1

At 31 December 2024, two directors (2023: two) had retirement benefits accruing under a defined contribution pension plan and no directors (2023: none) had benefits accruing under a defined benefit pension scheme. Further details of directors' emoluments are provided in the Directors' Remuneration Report.

34 Retirement benefit schemes

The Group operates a number of defined benefit pension schemes which are largely closed to future accrual. The assets of the defined benefits schemes are held separately from those of the Group, being invested with independent investment companies in trustee administered funds. The trustees of the pension schemes are required by law to act in the best interests of the scheme participants and are responsible for setting certain policies (such as investment, contribution and indexation policies) for the schemes.

At 31 December 2024, the largest schemes by gross obligation are the Wood Pension Plan ('WPP') in the UK, the Foster Wheeler Inc Salaried Employees Pension Plan ('FW Inc SEPP') in the US and the Foster Wheeler Inc Pension Plan for Certain Employees ('FW Inc PPCE') in the US. These pension plans provide certain former employees with leaving service benefits that are generally based on service and salary.

The scheme valuations are based on the membership data contained within the triennial valuation of Wood Pension Plan as at 31 March 2023, and the valuation of the Foster Wheeler Inc SEPP/PPCE as at 1 January 2023. The scheme valuations have been updated by the schemes' actuaries for the requirement to assess the present value of the liabilities of the schemes as at 31 December 2024. The assets of the schemes are stated at their aggregate market value as at 31 December 2024. It is expected that the Group will make funding and expense contributions to these pension plans totalling \$7.1m in the calendar year 2025 (2024: \$6.9m) in line with the funding requirements agreed for the plans.

The actuarial valuation method is prescribed by the IAS 19 accounting standard and uses discount rates determined by the yields on high quality, AA rated, bonds at the measurement date. Conversely, each pension scheme is subject to a separate technical provisions or funding basis valuation which is considered to be more prudent than the IAS 19 methodology. Under IAS 19, the Wood Pension Plan is 114.8% funded on 31 December 2024 compared to 110.6% funded on the technical provisions basis.

Management have considered the requirements of IFRIC 14, 'The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction' and consider it is appropriate to recognise the IAS 19 surplus in the Wood Pension Plan. The rules governing these schemes provide an unconditional right to a refund assuming the gradual settlement of the scheme's liabilities over time until all members have left the schemes. The requirements of IFRIC 14 also mean there is no requirement to recognise any additional liabilities in relation to deficit funding requirements. At the balance sheet date, there are no plans to exercise the unconditional right to a refund and other options are being explored to use the surplus. The tax rate applied to the surplus of the UK scheme is 25% (2023: 35% restated).

Scheme membership at the date of the most recent scheme census was as follows:

	2024 Wood Pension Plan	2024 FW Inc SEPP	2024 FW Inc PPCE	2023 Wood Pension Plan	2023 FW Inc SEPP	2023 FW Inc PPCE
Active members	303	19	18	303	30	22
Deferred members	7,190	701	251	7,190	734	266
Pensioner members	10,178	2,171	835	10,178	2,245	833

The most recent scheme census for the Wood Pension Plan was the triennial valuation as at 31 March 2023.

Active members include deferred members still employed but not actively contributing to the scheme.

The principal assumptions made by the actuaries at the balance sheet date were:

	2024 Wood Pension Plan %	2024 FW Inc SEPP %	2024 FW Inc PPCE %	2023 Wood Pension Plan %	2023 FW Inc SEPP %	2023 FW Inc PPCE %
Discount rate	5.5	5.4	5.4	4.8	4.9	4.9
Rate of increase in pensions in payment and deferred pensions	2.9	N/A	N/A	2.8	N/A	N/A
Rate of retail price index inflation	3.1	N/A	N/A	3.0	N/A	N/A
Rate of consumer price index inflation	2.8	N/A	N/A	2.6	N/A	N/A

At 31 December 2024, the methodology for calculating the discount rate has changed. The new method has been updated from the prior year to use the "expanded dataset" curve. The Group changed the model to the Mercer AA Yield Curve with expanded dataset as it produces discount rates which are generally closer to the market median rate than the previous Mercer AA Yield Curve without options. The actuary confirmed that the new approach reduces the discount rate by 20bps. Based on the disclosed discount rate sensitivity, we estimated the impact of this change in discount rate methodology to be an increase of around \$51.1m to the DBO.

The assumptions on the FW Inc SEPP and FW Inc PPCE in the above table are not applicable since there are no post-retirement increases or cost of living adjustments provided in these plans. With no cost of living adjustments, there are no underlying retail price index or consumer price index assumptions to consider.

Notes to the financial statements continued

34 Retirement benefit schemes (continued)

The mortality assumptions used to determine pension liabilities in the main schemes at 31 December 2024 were as follows:

Scheme	Mortality assumption
Wood Pension Plan	Base table Non-pensioners: Males: 102% of S3PMA Females: 104% of S3PFA_M Pensioners: Males: 97% of S3PMA Females: 99% of S3PFA_M Future improvements Scheme specific table with CMI 2023 (Sk =7.0) projections and a long-term rate of improvement of 1.25% pa, initial addition ("A" parameter) of 0.3, 15% weight on 2022 data and 2023 data, and no weight on 2020 and 2021 data
FW Inc SEPP and FW Inc PPCE	Pri-2012 Employee and Annuitant tables for males and females with generational projection using Scale MP-2021 with no collar adjustments and Pri-2012 Contingent Annuitant mortality for spouses and beneficiaries with generational projection using Scale MP-2021 with no collar adjustments

The mortality assumption uses data appropriate to each of the Group's schemes adjusted to allow for expected future improvements in mortality using the latest projections. Assumptions regarding future mortality are based on published statistics and the latest available mortality tables. In relation to the Wood Pension Plan, the Group has reflected the latest available data on the mortality characteristics of plan members following a mortality study undertaken since the prior year-end. The Group has also adopted the CMI_2023 model for projecting future improvements in life expectancy with the following parameters: s-kappa of 7.0, no weight to 2020 and 2021 death data and 15% weight to 2022 and 2023 death data and an initial addition parameter of 0.3. The impact of adopting this revised mortality assumption, compared to the assumption adopted for the prior year, is a slight reduction in the value of the defined benefit obligation of around 0.2%.

For the schemes referred to above the assumed life expectancies are shown in the following table:

	2024 Wood Pension Plan	2024 FW Inc SEPP	2024 FW Inc PPCE	2023 Wood Pension Plan	2023 FW Inc SEPP	2023 FW Inc PPCE
Life expectancy at age 65 of male aged 45	22.9	22.2	22.2	22.9	22.2	22.2
Life expectancy at age 65 of male aged 65	21.9	20.7	20.7	22.0	20.7	20.7
Life expectancy at age 65 of female aged 45	24.9	24.1	24.1	24.8	24.1	24.1
Life expectancy at age 65 of female aged 65	23.8	22.7	22.7	23.7	22.6	22.6

The amounts recognised in the income statement are as follows:

	2024 \$m	2023 (restated*) \$m
Current service cost	2.0	2.9
Past service credit	-	-
Total expense included within operating profit	2.0	2.9

Interest cost	126.0	126.7
Interest income on scheme assets	(140.9)	(145.0)
Total included within finance income	(14.9)	(18.3)

The amounts recognised in the balance sheet are determined as follows:

	2024 \$m	2023 \$m
Present value of funded obligations	(2,378.9)	(2,707.3)
Fair value of scheme assets	2,650.2	3,019.1
Net surplus	271.3	311.8

34 Retirement benefit schemes (continued)

Changes in the present value of the defined benefit liability are as follows:

	2024 \$m	2023 \$m
Present value of funded obligations at 1 January	2,707.3	2,533.0
Current service cost	2.0	2.9
Interest cost	126.0	126.7
Re-measurements:		
- actuarial (gains)/losses arising from changes in financial assumptions (including changes in onerous liability)	(200.8)	48.1
- actuarial gains arising from changes in demographic assumptions	(26.7)	(16.9)
- actuarial losses arising from changes in experience	1.9	41.6
Benefits paid	(192.5)	(164.4)
Decrease due to divestments	-	-
Exchange movements	(38.3)	136.3
Present value of funded obligations at 31 December	2,378.9	2,707.3

Changes in the fair value of scheme assets are as follows:

	2024 \$m	2023 \$m
Fair value of scheme assets at 1 January	3,019.1	2,892.2
Interest income on scheme assets	140.9	145.0
Contributions	11.4	3.1
Benefits paid	(192.5)	(164.4)
Re-measurement losses on scheme assets	(276.2)	(9.4)
Expenses paid	(7.8)	(7.6)
Decrease due to divestments	-	-
Exchange movements	(44.7)	160.2
Fair value of scheme assets at 31 December	2,650.2	3,019.1

Analysis of the movement in the balance sheet surplus:

	2024 \$m	2023 \$m
Surplus at 1 January	311.8	359.2
Current service cost	(2.0)	(2.9)
Finance income	14.9	18.3
Contributions	11.4	3.1
Re-measurement losses recognised in the year	(50.6)	(82.2)
Expenses paid	(7.8)	(7.6)
Exchange movements	(6.4)	23.9
Surplus at 31 December	271.3	311.8

The net surplus at 31 December is presented in the Group balance sheet as follows:

	2024 \$m	2023 \$m
Wood Pension Plan	345.8	391.9
Retirement benefit scheme surplus	345.8	391.9
Foster Wheeler Inc SEPP/PPCE	(45.7)	(52.5)
All other schemes	(28.8)	(27.6)
Retirement benefit scheme deficit	(74.5)	(80.1)
Net surplus	271.3	311.8

Notes to the financial statements continued

34 Retirement benefit schemes (continued)

For the principal schemes the defined benefit obligation can be allocated to the plan participants as follows:

	2024 Wood Pension Plan %	2024 FW Inc SEPP %	2024 FW Inc PPCE %	2023 Wood Pension Plan %	2023 FW Inc SEPP %	2023 FW Inc PPCE %
Active members	3.8	0.6	0.9	3.9	2.4	1.6
Deferred members	31.3	21.4	10.4	32.9	24.6	12.8
Pensioner members	64.9	78.0	88.7	63.2	73.0	85.6

The weighted average duration of the defined benefit obligation is as follows:

	2024 Wood Pension Plan years	2024 FW Inc SEPP years	2024 FW Inc PPCE years	2023 Wood Pension Plan years	2023 FW Inc SEPP years	2023 FW Inc PPCE years
Duration of defined benefit obligation	12.0	7.5	6.7	13.0	8.1	7.3

The major categories of total scheme assets are as follows:

	2024 Wood Pension Plan \$m	2024 FW Inc SEPP \$m	2024 FW Inc PPCE \$m	2023 Wood Pension Plan \$m	2023 FW Inc SEPP \$m	2023 FW Inc PPCE \$m	2024 Quoted on active market %	2023 Quoted on active market %
Equities	2.9	21.8	46.9	5.2	26.2	53.1	96.1	89.8
Property ^a	19.0	-	-	34.0	-	-	-	-
Bonds (including gilts)	1,321.0	34.0	43.3	1,398.2	39.8	48.5	100.0	100.0
Liability-Driven Investments (LDIs)	1,215.6	-	-	1,554.5	-	-	100.0	100.0
Cash	128.9	0.8	1.4	101.9	0.9	1.7	100.0	100.0
Liquidity funds	16.6	-	-	14.8	-	-	100.0	100.0
Derivatives ^b	(230.0)	-	-	(286.0)	-	-	-	-
Investment funds	-	4.2	8.7	-	3.7	7.6	100.0	100.0
	2,474.0	60.8	100.3	2,822.6	70.6	110.9	n/a	n/a

Notes

- a. Property assets are valued based on an analysis of recent market transactions supported by market knowledge derived from third-party, independent valuation experts
b. Derivatives are mainly related to repurchase agreements used to fund liability driven investments

As at 31 December 2024, 107.9% (2023: 108.2%) of total scheme assets in the principal schemes have quoted prices in active markets.

The Plan has a target allocation of 50% of investments held in cashflow-matching assets, with the remaining 50% allocated to liability-matching assets, designed to partially offset the movements in the Plan's liabilities caused by movements in interest rates and inflation. This asset split reflects the Trustee's current view of the most appropriate investments balancing risk/reward characteristics of the funds the Plan is invested in. During the accounting period the Plan has continued the process of selling down the growth assets in the portfolio.

As a result, the value of the property portfolio has declined over the reporting period. This was mainly due to two properties being sold during 2024, totalling \$21.3m of disposal proceeds.

The reduction in the cash allocation over the 12 months to 31 December 2024 is predominantly down to the cash and cash equivalents balance within the BlackRock LDI mandate. This cash balance has been invested into gilts and other hedging instruments during 2024 reducing the allocation. The majority of the change is the result of derivatives exposure at the buy and maintain credit managers who use derivatives to hedge currency risk. As currency pairs fluctuate, the market value of derivatives within these mandates will also fluctuate.

The Trustee's policy and beliefs in relation to ESG factors for the Plan are set out in the Statement of Investment Principles. The Trustee also undertakes TCFD reporting annually, which assesses the climate impact of the Plan's portfolio as well as the potential risks that differing climate change scenarios may pose to the Plan over differing time horizons. Individual investment manager ESG ratings are reviewed in detail annually and the Trustee discusses ESG related issues when meeting with the Plan's investment managers.

The Group seeks to fund its pension plans to ensure that all benefits can be paid as and when they fall due. The Group finalised the 31 March 2023 valuation in June 2024, but due to the significant surplus, no contribution is required.

The US plans are funded to ensure that statutory obligations are met and contributions are generally payable to at least minimum funding requirements.

In June 2023, the High Court handed down a decision in the case of Virgin Media Limited v NTL Pension Trustees II Limited and others relating to the validity of certain historical pension changes due to the lack of actuarial confirmation required by law.

34 Retirement benefit schemes (continued)

Following the July 2024 Court of Appeal decision in the case of Virgin Media Ltd v. NTL Pension Trustees II Ltd, which confirmed that any amendments to scheme benefits made without the required actuarial confirmation are void, the trustee and company have taken legal advice and thoroughly reviewed the implications of the ruling. After careful consideration and taking into account the uncertainties that remain around the decision the trustee and company agree that it is reasonable not to investigate historic compliance at this time given that no Section 37 compliance risks have been identified and in line with legal advice received.

On 5 June 2025, the Department for Work and Pensions (DWP) announced that the Government will introduce legislation to give pension schemes affected by the Virgin Media ruling the ability to retrospectively obtain written actuarial confirmation that historic benefit changes met the necessary standards.

On 2 September 2025, the Government published draft amendments to the Pensions Scheme Bill which would give affected pension schemes the ability to retrospectively obtain written actuarial confirmation that historical benefit changes met the necessary standards. The draft legislation will need to be agreed by both Houses of Parliament before it passes into law.

Based on the Directors' previous assessment that no further investigation was required, they believe that the DWP announcement confirms their belief that no additional liabilities will arise from the Virgin media case and therefore the DBO has not been adjusted.

Scheme risks

The retirement benefit schemes are exposed to a number of risks, the most significant of which are –

Volatility

The defined benefit obligation is measured with reference to corporate bond yields and if scheme assets underperform relative to this yield, this will create a deficit, all other things being equal. The scheme investments are well diversified such that the failure of a single investment would not have a material impact on the overall level of assets.

The schemes hold various liability driven investments comprising physical gilts, swap and leveraged gilt exposures to provide asset protection against interest and inflation factors inherent in their liability valuations. Collateral buffers have been further strengthened by de-risking steps taken to disinvest from equities and it is believed the WPP has sufficient collateral to withstand a sizable level of movement in interest rates. Of the scheme's liabilities 102.5% are currently hedged against interest rates and 102.8% against inflation rate risk.

Changes in bond yields

A decrease in corporate bond yields will increase the defined benefit obligation. This would however be offset to some extent by a corresponding increase in the value of the scheme's bond asset holdings.

Inflation risk

The majority of benefits in deferment and in payment are linked to price inflation so higher actual inflation and higher assumed inflation will increase the defined benefit obligation.

Life expectancy

The defined benefit obligation is generally made up of benefits payable for life and so increases to members' life expectancies will increase the defined benefit obligation, all other things being equal.

Sensitivity of the retirement benefit obligation

The impact of changes to the key assumptions on the retirement benefit obligation is shown below. The sensitivity is based on a change in an assumption whilst holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method has been applied as when calculating the pension obligation recognised in the Group balance sheet.

	Wood Pension Plan 2024 \$m	Wood Pension Plan 2023 \$m	FW Inc SEPP 2024 \$m	FW Inc SEPP 2023 \$m	FW Inc PPCE 2024 \$m	FW Inc PPCE 2023 \$m
Approximate increase/(decrease) on scheme liabilities						
Discount rate						
Plus 0.5%	(115.8)	(146.6)	(2.6)	(3.2)	(4.2)	(5.2)
Minus 0.5%	127.9	163.0	2.7	3.5	4.6	5.6
Inflation						
Plus 0.25% (2023: 0.1%)	28.8	15.0	N/A	N/A	N/A	N/A
Minus 0.25% (2023: 0.1%)	(28.3)	(14.9)	N/A	N/A	N/A	N/A
Life expectancy						
Plus 1 year	77.8	86.5	2.5	3.0	5.5	6.2
Minus 1 year	(77.5)	(87.0)	(2.6)	(3.0)	(5.4)	(6.1)

The sensitivity analysis covering the impact of reasonably plausible movements in pension assumptions are included in the above table. The 0.5% sensitivity applied is considered to be sufficient on the basis of minimal movements between 2024 and 2023 on the interest rates of high-quality corporate bonds in the currency in which the benefits will be paid and that have terms to maturity similar to those of the related retirement benefit obligation. The discount rate sensitivities can be extrapolated downwards and upwards to broadly calculate the impact of a 0.25% and 1% discount rate movement respectively.

Notes to the financial statements continued

34 Retirement benefit schemes (continued)

Defined contribution plans

Pension costs for defined contribution plans were as follows:

	2024 \$m	2023 \$m
Defined contribution plans	98.4	97.4

There were no material contributions outstanding at 31 December 2024 in respect of defined contribution plans.

The Group operates a Supplemental Executive Retirement Plan (SERP) pension arrangement in the US for certain employees. During the year, the Group made contributions of \$0.1m (2023: \$0.1m) to the arrangement. Contributions are invested in a portfolio of US funds and the fair value of the funds at the balance sheet date are recognised by the Group in other investments. Investments held by the Group at 31 December amounted to \$50.0m (2023: \$51.3m) and will be used to pay benefits when employees retire. The corresponding liability is recorded in other non-current liabilities.

35 Contingent liabilities

General

A contingent liability is a potentially material present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Cross guarantees

At the balance sheet date, the Group had cross guarantees extended to its principal bankers and surety providers in respect of sums advanced to subsidiaries and certain joint ventures. A liability will occur in the event of a default of relevant obligations. Refer to the basis of preparation disclosure on going concern for further details on the banking facilities.

Legal Claims

Legal Claims: From time to time, the Group is notified of claims in respect of work carried out on customer projects or as a subcontractor to others. For a number of these claims the potential exposure is material. Where management believes we are in a strong position to defend these claims no provision is made, such that no economic outflow is probable. This includes:

(i) a civil administrative determination, made by the Contraloría General de la República de Colombia against two Amec Foster Wheeler subsidiaries, along with 22 others, in relation to work carried out for Refinería de Cartagena, S.A between 2009 and 2016. We are continuing to vigorously challenge this determination and whilst an economic outflow is possible, a reliable estimate cannot be determined at this stage, and we are confident in our ability to prevail;

(ii) commercial disputes which arise predominantly within our Projects business, some of which may evolve within the next 12 months and these will be reassessed in future periods as the Group engages in defences to the claims; and

(iii) a potential risk of claims against the Group arising out of the risks identified through the Independent Review surrounding management override and weaknesses in key controls, or other risks that may emerge as the remediation plan continues. Based on the substantial work undertaken in preparing the financial statements for the year ended 31 December 2024, the Group does not consider any future cash outflow to be probable, and consequently no provision has been recorded.

(iv) The Group acquired Sunstone now known as Wood Group Canada, Inc. on March 31, 2014. One of Sunstone's projects, completed prior to the acquisition date, later became the subject of ongoing legal proceedings in North America post-acquisition. The Group's position is that it is too early to assess the likelihood of an outflow or an amount.

As a consequence of the acquisition of AFW the Group was exposed to Legacy construction risk obligations in respect of a business sold by AFW in 2007. The Group has conducted a desktop review of the portfolio of completed contracts at the point of disposal of the business. To date we have not been able to perform any intrusive investigations into the properties and have no indication of any cause for a potential claim against Wood Group. Based on the absence of any contradictory information and the information known today, there is no meaningful way possible to value or reliably estimate any potential future obligation to Wood Group.

At any point in time there are a number of claims where it is too early to assess any probable outflow based on the merit of the claim. In performing this assessment, the directors considered the nature of existing litigations or claims, the progress of matters, existing law and precedent, the opinions and views of legal counsel and other advisors, the Group's experience in similar cases (where applicable) and other facts available to the Group at the time of assessment. The director's assessment of these factors may change over time as individual litigations or claims progress.

The group carries insurance coverage and in the event of future economic outflow arising with respect to any of these contingencies, an element of reimbursement may occur, subject to any excess or other policy restrictions and limits.

35 Contingent liabilities (continued)

Investigations

Following the settlement of the various regulatory investigations in 2021, it remains possible that there may be other adverse consequences for the Group's business including actions by authorities in other jurisdictions. At this time, these consequences appear unlikely and therefore no provision has been made in respect of them in the financial statements.

As announced on 27 June 2025, the Company is currently subject to an investigation by the UK Financial Conduct Authority. At this time, the investigation is ongoing, and both the timing and outcome are uncertain but an economic outflow is probable. It has not been possible to reliably estimate the quantum of any such cash outflow, which could be material, and therefore no provision has been recorded.

Cyber incident

On 5 October 2025, Wood identified that an external threat actor had exploited a zero day vulnerability on 21 August 2025 with the aim of exfiltrating data from one of the Group's Oracle applications, noting Wood was one of many victims globally. An investigation was undertaken using external cyber security specialists and no indicators of any additional malicious activity were identified. Wood has made a preliminary notification to the Information Commissioner's Office (ICO), the National Cyber Security Centre (NCSC) and Action Fraud, and is considering its notification obligations to other authorities and any potentially impacted individuals. At the date of these financial statements, no formal action has been taken by the ICO, or any other competent authority, in connection with the incident. The Group does not consider any future cash outflow to be probable, and consequently no provision has been recorded.

Employment claims

The Group received assessments from HMRC into the historical application of employer's National Insurance Contributions to workers on the UK Continental Shelf. The assessments have been appealed, and the case was heard at the First Tier Tax Tribunal in July 2025. We believe it is more likely than not that we will be able to defend this challenge and therefore as a result do not expect that it is probable a liability will arise. The maximum potential exposure to the Group in relation to tax and interest should we be unsuccessful in our position is approximately \$33.7m.

Indemnities and retained obligations

The Group has agreed to indemnify certain third parties relating to businesses and/or assets that were previously owned by the Group and were sold to them. Such indemnifications relate primarily to breach of covenants, breach of representations and warranties, as well as potential exposure for retained liabilities, environmental matters and third-party claims for activities conducted by the Group prior to the sale of such businesses and/or assets. We have established provisions for those indemnities in respect of which we consider it probable that there will be a successful claim, to the extent such claim is quantifiable. The Group sold its Built Environment Consulting business to WSP in late 2022 and the share purchase agreement provided an indemnity for losses on three specified contracts, one of which is the subject of ongoing legal proceedings in North America, an outflow is possible, but there is no reliable estimation of outflow. No provisions were considered necessary for these contracts as at 31 December 2024.

Tax planning

HMRC have challenged the deductibility of certain interest expenses in relation to loans from Irish resident finance companies to the UK. The tax treatment of the Irish finance companies under the UK controlled foreign company regime was previously considered as part of the EU State Aid challenge, but no state aid was found to apply. A significant amount of contemporaneous documentation has been provided to HMRC regarding the transition from a previous finance company structure in the Netherlands, and subsequent funding of acquisitions via the Irish companies. HMRC continue with their enquiries. We believe that the interest deductions have been appropriately taken in line with tax legislation and guidance and therefore do not expect any outflow as a result. However we continue to monitor case law in the area and will consider any challenges of HMRC if raised. The maximum potential exposure to the Group including interest in relation to the interest deductions is approximately \$39.7m and in the event of any amount ultimately being payable there is no prospect of any reimbursement.

Management override and control risk

The company acknowledges that the risks identified through the independent review surrounding management over-ride and the weaknesses in key controls presents an increased risk of financial mis-statement. At the date of these financial statements, through the Remediation plan, the Company has taken significant steps to strengthen its processes, control environment and management. However, the remediation process remains on-going and a risk therefore exists that further weaknesses could be identified. Based on the substantial work undertaken in preparing the financial statements for the year ended 31 December 2024, the Group does not consider any future cash outflow to be probable, and consequently no provision has been recorded.

Following the Independent Review the Group has received a claim seeking damages for alleged losses as a result of the reduction in the Group's share price. The Group has continued to assess the merit, likely outcome and potential impact on the Group of any such litigation that either has been or might potentially be brought against the Group. Any outcome is subject to a number of significant uncertainties.

Notes to the financial statements continued

36 Capital and other financial commitments

	2024 \$m	2023 (restated*) \$m
Contracts placed for future capital expenditure not provided in the financial statements	92.0	92.7

The capital expenditure above relates to software costs which will be included within intangible asset additions when incurred.

2023 has been restated to remove \$9.6m of contractual future spend on the SaaS arrangements, which following restatement (see note 1) is no longer capitalised.

37 Related party transactions

The following transactions were carried out with the Group's joint ventures. These transactions comprise sales and purchases of goods and services and funding provided in the ordinary course of business. The receivables include loans to joint venture companies.

	2024 \$m	2023 \$m
Sale of goods and services to joint ventures	3.9	3.6
Purchase of goods and services from joint ventures	0.4	0.6
Receivables from joint ventures	6.8	9.8
Payables to joint ventures	12.5	12.1

Compensation of key management personnel includes salaries, non-cash benefits and contributions to post-retirement benefits schemes disclosed in note 33.

The Group operates a number of defined benefit pension arrangements and seeks to fund these arrangements to ensure that all benefits can be paid as and when they fall due. The Group has an agreed schedule of contributions with the UK plan's trustees where amounts payable by the Group are dependent on the funding level of the respective scheme. The US plans are funded to ensure that statutory obligations are met and contributions are generally payable to at least minimum funding requirements. Note 34 sets out details of the Group's pension obligations under these arrangements.

38 Post balance sheet

Stable Platform

The Company has agreed with its lenders an alternative package of amendments to the Existing Committed Debt Facilities and certain of its other lenders to implement an alternative refinancing structure (the "Stable Platform") in the event that:

- the Acquisition terminates;
- Wood does not receive the Sidara Interim Funding following the Amendment and Extension becoming effective;
- the Scheme is withdrawn, terminates or lapses in accordance with its terms (unless followed within five business days by a revised offer from Sidara to implement the Acquisition on substantially the same or improved terms and subject to no new conditions);
- the Acquisition does not become Effective by 1 March 2027 (or any such later date agreed between Wood and Sidara with the consent of the UK Takeover Panel); or
- the agreements documenting the Sidara Interim Funding and the commitment to provide the Sidara Completion Funding are terminated.

In this scenario:

- The Group would be required to deliver a recapitalisation plan to its lenders within 30 days of the Stable Platform coming into effect, and failure to agree such plan with Wood's lenders would lead to an event of default;
- the maturity date of the Existing Committed Debt Facilities would be subject to a shorter extension to 20 October 2027 (unless the Company and 75% of each the RCF creditors, the Term Loan creditors and the USPP creditors agreed to extend the maturity date to 20 October 2028);
- the Group would be subject to tighter undertakings and covenants;
- the New Money Facility and the Existing Guarantee Facility would each be draw-stopped (unless consent was provided by the required super majorities under each facility); and
- the Group would be required to apply net disposal proceeds over \$250 million in prepayment of the secured debt stack.

The Amendment and Extension can also toggle to switch to the more restrictive Stable Platform terms upon the prepayment or cancellation of the agreements documenting the Sidara Interim Funding and the commitment to provide the Sidara Completion Funding, without affecting the maturity date or pricing (i.e. without toggling into a full Stable Platform terms). Refer to the basis of preparation disclosure on going concern for further details on the banking facilities.

38 Post balance sheet (continued)

Kelchner sale

In April, the Group announced the disposal of Kelchner for net cash proceeds of around \$30m. The business was classified held for sale at the balance sheet date.

RWG announcement

The Group announced in July 2025 that it had reached an agreement with Siemens to sell its 50% interest in RWG for a cash consideration of \$135m. The carrying value of the Group's joint venture investment in RWG is \$73.9m.

North American transmission and distribution business

The Group announced in Aug 28, 2025 that it had reached an agreement with Qualus, LLC to sell its North American transmission and distribution business for a cash consideration of \$110m. The carrying value of the of the business is \$9.6m this does not include an goodwill allocation.

Borrowing limit

As the Company finalised the accounts, it became apparent that, upon publication of these accounts, the current level of borrowings of the Company would exceed the borrowing limit set out in the Company's articles of association (the "Articles"). The borrowing limit is set out in Article 98(B) of the Articles and is determined by reference to the adjusted capital and reserves of the Company, as shown on the latest audited balance sheet.

Accordingly, as permitted by Article 98(B) of the Articles, the Company sought the sanction of shareholders, to exceed the borrowing limit set out in Article 98(B) of the Articles for the period commencing on 23 October 2025 until 31 October 2028, which enables the Company to operate without a constitutional borrowing limit during this period. This resolution was duly passed on 23 October 2025.

This ensures that the Group's current and forecast borrowings do not breach the threshold set out in Article 96.

Other

The directors have reviewed the position of the Group, up to the date authorised for issue of these financial statements and have not identified any events arising after the reporting period which require disclosure.

Notes to the financial statements continued

39 Subsidiaries, joint ventures and other related undertakings

The Group's subsidiary and joint venture undertakings at 31 December 2024 are listed below. All subsidiaries are fully consolidated in the financial statements. Ownership interests noted in the table reflect holdings of ordinary shares.

Subsidiaries

Company Name	Registered Address	Ownership Interest %
Algeria		
SARL Wood Group Algeria	Regus Algeria, Tour Nord, Centre Commercial et Administratif de Bab Ezzouar,, Quartier d'affaires de Bab Ezzouar, Algeria Properties	100
Wood Group Somias SPA	PO Box 67, Elmalaha Road (Route des Salines), Elbouni, Annaba, Algeria	55
Angola		
Production Services Network Angola Limitada	RuaKima Kienda, Edificio SGEP, 2nd Floor, Apartment 16, Boavista District, Ingombota, Luanda, Angola	49*
Wood Group Kianda Limitada	No 201, Rua Engenheiro Armindo de Andrade,Bairro Miramar, Simbizanga, Luanda, Angola	41*
Argentina		
Foster Wheeler E&C Argentina S.A.	Paraguay 1866, Buenos Aires, Argentina	100
ISI Mustang (Argentina) S.A.	Pedro Molina 714, Provincia de Mendoza, Ciudad de Mendoza, Argentina	100
Wood Solar Argentina S.A.U.	Tucuman 1 Floor 4, Buenos Aires, Argentina	100
Wood Wind Argentina S.A.U.		
Australia		
Amec Foster Wheeler Australia Pty Ltd	Level 1, 240 St Georges Terrace, Perth, WA 6000, Australia	100
Aus-Ops Pty Ltd		
Innofield Services Pty Ltd		
SVT Holdings Pty Ltd		
Wood Australia Architecture Pty Ltd		
Wood Group Australia PTY Ltd		
Wood Group Kenny Australia Pty Ltd	Level 3, 171 Collins Street, Melbourne, VIC 3000, Australia	100
RIDER HUNT INTERNATIONAL (AUSTRALIA) PTY LTD		
Wood Australia Pty Ltd		
Wood Field Services Pty Ltd		
Azerbaijan		
AMEC Limited Liability Company	37 Khojali Street, Baku, AZ1025, Azerbaijan	100
Wood Group PSN Azerbaijan LLC	Khojali Avenue,Building 37, Khatal District, Baku, AZ1025, Azerbaijan	100
Bermuda		
Foster Wheeler Ltd.	Clarendon House, 2 Church Street, Hamilton, HM-11, Bermuda	100
FW Management Operations, Ltd.	Clarendon House, 2 Church Street, Hamilton HM CX, Bermuda	100
Brazil		
Amec Foster Wheeler America Latina, Ltda.	Rua Evaristo da Veiga No. 65, Salas 1101, 1201 e 1202 do Sector 1, Edificio Passeio Corporate, Centro, Rio de Janeiro, CEP 20.031-040, Brazil	100
Amec Foster Wheeler Brasil S.A.	Avenida das Americas, n 3.434, Bloco 2, salas 307 e 308, Centro Empresarial Mario Henrique	100
AMEC Petroleo e Gas Ltda.	Simonsen, Barra da Tijuca, CEP 22.640-102, Brazil	
AMEC Projetos e Consultoria Ltda	Rua Professor Moraes No. 476, Loja 5, Sobreloja, Bairro Funcionarios, Belo Horizonte, Minas Gerais, 30150-370, Brazil	100
FW Industrial Power Brazil Ltda	Alameda Santos, 1293, Room 63, Cerqueira César, Sao Paulo, 01419-002, Brazil	100
Santos Barbosa Tecnica Comercio e Servicos Ltda.	Estrada Sao Jose do Mutum, 301 - Imboassica, Cidade de Macae, Rio de Janeiro, CEP 27973-030, Brazil	100
Wood Group Engineering and Production Facilities Brasil Ltda.	Rua Ministro Salgado Filho,119, Cavaleiros, Cidade de Macae,CEP 27920-210, Estado do Rio de Janeiro	100
Wood Group Kenny do Brasil Servicos de Engenharia Ltda.	Rua Sete de Setembro, 54 - 4 andares, Centro, Rio de Janeiro - RJ, CEP 20050-009, Brazil	100
Brunei Darussalam		
Amec Foster Wheeler (B) SDN BHD	Unit No.s 406A-410A, Wisma Jaya, Jalan Pemancha, Bandar Seri Begawan BS8811, Brunei Darussalam	100
Cameroon		
Amec Foster Wheeler Cameroun SARL	Cap Limboh, Limbe, BP1280, Cameroon	100
Canada		
2292127 Alberta Ltd.	1900, 520 - 3rd Ave. S.W., Calgary, AB, T2P 0R3, Canada	100
Amec Foster Wheeler Canada Ltd.	Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Ave. S.W., Calgary, AB, T2P 0R3, Canada	100
Rider Hunt International (Alberta) Inc.	900 AMEC Place, 801-6th Avenue S.W., Calgary, AB, T2P 3W3, Canada	100
Wood Canada Limited	1900, 520 - 3rd Avenue SW, Calgary, AB, T2P 0R3, Canada	100
Wood Group Asset Integrity Solutions, Inc.		
Wood Group Canada, Inc.	Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Ave. S.W., Calgary, AB, T2P 0R3, Canada	100
Wood Solar Canada Ltd.	1900, 520 - 3rd Ave. S.W., Calgary, AB, T2P 0R3, Canada	100
Wood Wind Canada Ltd.		
Cayman Islands		
FW Chile Holdings Ltd.	Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, George Town, KY1-1111	100
Wood Group O&M International, Ltd.	Sterling Trust (Cayman) Limited, Whitehall House, 238 North Church Street, George Town, KY1-1102, Cayman Islands	100
Chile		
Amec Foster Wheeler Talcahuano, Operaciones y Mantenciones Limitada	Camino A Ramuntcho 3230, Sector 4 Esquinas, Talcahuano, Chile	100
ISI Mustang Chile SpA	Calle Providencia 337, off. 7, Comuna de Providencia, Santiago, Chile	100
Wood Chile Limitada	Avenida Presidente Riesco 5335, piso 8, Las Condes, Chile	100
Wood Ingenieria y Consultoria Chile Limitada	Avenida Larrain 5862, Piso 11, La Reina, Santiago, 7870154, Chile	100
China		
Liaoning Province Pharmaceutical Planning and Designing Institution Co. Ltd.	3rd Floor, Gate 4, 153-10 Chuangxin Road, Hunnan District, Shenyang, Liaoning Province, China	100
Shenyang Dongyu Youan Pharmaceutical Technology Co. Ltd.	Gate 2, 8# Wulihe Street, Heping District, Shenyang, Liaoning Province, China	76

39 Subsidiaries, joint ventures and other related undertakings (continued)

Subsidiaries

Company Name	Registered Address	Ownership Interest %
Colombia		
Wood Engineering & Consultancy Colombia S.A.S.	Carrera 11 A No. 96-51 5th floor, Bogota D.C., Colombia	100
Cyprus		
WGPS International Limited	Elenion Building, 2nd Floor, 5 Themistocles Street, CY-1066 Nicosia, CY-1310 Nicosia, PO Box 25549, Cyprus	100
Wood Group Angola Limited		
Wood Group Equatorial Guinea Limited		
Democratic Republic of Congo		
MDM Engineering SPRL	32 Avenue 3Z, Commune de Kasuku, Ville de Kindu, Democratic Republic of Congo	100
Egypt		
Foster Wheeler Petroleum Services S.A.E.	Al-Amerya General Free Zone, Alexandria, Egypt	100
Equatorial Guinea		
Baker Energy International Equatorial Guinea S.A.	Bioko, Island Region, Malabo	65
Hexagon Sociedad Anonima con Consejo de Administracion	c/o Solege, Calle Kenia S/N, Malabo, Equatorial Guinea	65
France		
Amec Foster Wheeler France S.A.	14, Place de la Coupole, Charenton-le-Pont, France, 94220	100
Wood Group Engineering Services (France) SAS	6Pl de la Madeleine, 75008, Paris, France	100
Wood Group France SAS	108 rue de Longchamp 75116 Paris	100
Gabon		
Production Services Network Gabon SARL	1.149, Republic Boulevard, CEDAM Building, 6th Floor, Bali - Douala, Douala, PO Box 3586, Cameroon	100
Germany		
Bauunternehmung Kittelberger GmbH i.L.	Liebigstr. 1-3, Kaiserslautern, 67661, Germany	100
KIG Immobilien Beteiligungsgesellschaft mbH	Hammstrasse 6, 04129 Leipzig, Germany	100
KIG Immobiliengesellschaft mbH & Co. KG		
Wood E&IS (Renewables) GmbH	Zippelhaus 4, 20457 Hamburg, Germany	100
Ghana		
Wood & BBS Ghana Ltd	No 4 Momotsa Avenue, Behind All Saints Anglican Church, Adabraka, Accra, Ghana	80
Wood Group Ghana Limited	20 Jones Nelson Road, Adabraka, Accra, Ghana	49*
Greece		
Amec Foster Wheeler Hellas Engineering and Construction Societe Anonyme	15 Meandrou Street, Athens, 115 28, Greece	100
Guatemala		
AMEC Guatemala Engineering and Consulting, Sociedad Anonima	Ciudad Guatemala, Guatemala	100
Guernsey		
AMEC Operations Limited	22 Havilland Street, St Peter Port, GY1 2QB, Guernsey	100
Garlan Insurance Limited	PO Box 33, Maison Trinity, Trinity Square, St Peter Port, GY1 4AT, Guernsey	100
Wood USA Holdings Limited	22 Havilland Street, St Peter Port, GY1 2QB, Guernsey	100
Hong Kong		
AMEC Asia Pacific Limited	3806, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong	99
India		
Ingenious Process Solutions Private Limited	307, Atlanta Estate, 3rd Floor, Hanuman Tekdil Road Vitbhatti, Off. W.E. Highway, Goregaon (East) Mumbai MH 400063	100
Mustang Engineering India Private Limited	6th Floor, Zenith Building, Ascendas IT Park, CSIR Road, Taramani, Chennai 600 113, India	100
Wood India Engineering & Projects Private Limited		
Wood Group Kenny India Private Limited	15th Floor Tower-B, Building No. 5, DLF Cyber City, ,HR, Phase III Gurgaon Gurgaon, 122002, India	100
Wood Group PSN India Private Limited	5th Floor, Zenith Building, Ascendas IT Park, CSIR Road, Taramani, Chennai, 600113, India	100
Indonesia		
PT AGRA Monenco	c/o 2020 Winston Park Drive, Suite 700, Oakville, ON, L6H 6X7, Canada	100
PT Amec Foster Wheeler Indonesia	Perkantoran Pulo mas Blok VII No. 2, Jl Perintis Kemerdekaan, Pulo Gadung, Jakarta, Timur, Indonesia	55
PT Australian Skills Training	Green Town Warehouse No. 2, Bengkong-Batam-Indonesia, Indonesia	95
PT Foster Wheeler O&G Indonesia	Perkantoran Pulo mas Blok VII No.2, Jl. Perintis Kemerdekaan, Pulo Gadung, Jakarta Timur 13260, Indonesia	90
PT Harding Lawson Indonesia	c/o 2020 Winston Park Drive, Suite 700, Oakville, ON, L6H 6X7, Canada	95
PT Simons International Indonesia	c/o 2020 Winston Park Drive, Suite 7000, Oakville, Ontario, Canada	100
PT Wood Group Indonesia	Gedung Perkantoran Prudential Centre, Kota Kasablanka, Lantai 22, Unit A, J1, Cassablanca Kav, 88 Kel. Menteng Dalam, Kec.Tebet, Kota Adm, Jarkarta Selatan, DKI Jarkarta, Malaysia	90
Iran		
Foster Wheeler Adibi Engineering	9th Floor Aluminum Building, Avenue Shah, Tehran	45
Wood Group Iran - Qeshm Company (pjs)	No 2564, Hafez Street, Toola Industrial Park,Qeshm Island, Annaba, Iran	97
Iraq		
Ghabet Al Iraq for General Contracting and General Engineering Services and Engineering Consultancy, and Employment of Iraqi, Arabs, and Foreign Manpower Limited Liability Company	Suite 24, Building 106,St 19, Sec 213, Al-Kindi St, Al-Haritheeya Qts, Baghdad, Iraq	100
Touchstone General Contracting, Engineering Consultancy and Project Management LLC	Flat no. 23A, 3rd Floor, near Kahramana Square Anbar Building, District no. 903, Hay Al Karada, Baghdad, Iraq	100
Ireland		
Wood Group Kenny Ireland Limited	Second Floor, Blocks 4 and 5, Galway Technoloav Park, Parkmore, Galway, Ireland	100

Notes to the financial statements continued

39 Subsidiaries, joint ventures and other related undertakings (continued)

Subsidiaries

Company Name	Registered Address	Ownership Interest %
Italy		
Concetto Green S.r.l	Via S. Caboto 15, Corsico, Milan, 20094, Italy	100
Concettorinnovabile s.r.l.		
ForEarth S.r.l		
Geo Rinnovabile S.r.l.		
Green2dream s.r.l.		
Green2grid S.r.l		
Greendream1 S.r.l.		
Greendream2 S.r.l.		
HWF S.r.l.		
Hybrid Energy S.r.l.		
Newagro s.r.l.		
Oro Rinnovabile s.r.l.		
Orosolare s.r.l.		
Res4green s.r.l.		
Res4planet S.r.l		
Res4power s.r.l.		
Resergy S.r.l		
Transizione s.r.l.		
Transizioneverde s.r.l.		
Tre Rinnovabili S.r.l.		
Versogreen s.r.l.		
Wood Italiana S.r.l.		
Wood Solare Italia S.r.l.		
Jamaica		
Monenco Jamaica Limited	c/o 2020 Winston Park Drive, Suite 700, Oakville, ON, L6H 6X7, Canada	100
Jersey		
RHI Talent UK Limited	28 Esplanade, St Helier, JE2 3QA, Jersey	100
Wood Group Engineering Services (Middle East) Limited		
Wood Group Production Facilities Limited		
Kazakhstan		
AMEC Limited Liability Partnership	46 Satpayev St., Atyrau City, Atyrau Oblast, 060011, Kazakhstan	100
QED International (Kazakhstan) Limited Liability Partnership		
Wood Group Kazakhstan LLP		100
Kuwait		
AMEC Kuwait Project Management and Contracting Company W.L.L.	2nd Floor, Al Mutawa Building, Ahmed Al Jaber Street, Sharq, Kuwait City	49*
Luxembourg		
Financial Services S.à r.l.	15, Boulevard Friedrich Wilhelm Raiffeisen, L-2411, Luxembourg	100
FW Investment Holdings S.à r.l.		
Malaysia		
Amec Foster Wheeler OPE Sdn. Bhd.	Suite 1005, 10th Floor, Wisma Hamzah-Kwong Hing, No. 1, Leboh Ampang, Kuala Lumpur, 50100, Malaysia	100
Foster Wheeler (Malaysia) Sdn. Bhd.		70
Foster Wheeler E&C (Malaysia) Sdn. Bhd.	Unit C-12-4, Level 12, Block C, Megan Avenue II, Wilayah Persekutuan, Wilayah Persekutuan, Kuala Lumpur, 50450, Malaysia	100
BMA Engineering SDN. BHD.		
Rider Hunt International (Malaysia) Sdn Bhd	Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, Kuala Lumpur, 50490, Malaysia	100
Wood Group Mustang (M) Sdn. Bhd.		
Wood Group Kenny Sdn Bhd	c/o Securities Services (Holdings) Sdn Bhd, level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, ,Kuala Lumpur, Damansara Town Centre, Damansa, 50490, Malaysia	25*
Mauritius		
MDM Engineering Investments Ltd	1st Floor, Felix House, 24 Dr Joseph Street, Port Louis, Mauritius	100
MDM Engineering Projects Ltd		
P.E. Consultants, Inc.	c/o First Island Trust Company Ltd, Suite 308, St. James Court, St. Denis Street, Port Louis, Mauritius	100
Mexico		
AGRA Ambiental S.A. de C.V.	c/o 2020 Winston Park Drive, Suite 700, Oakville, ON, L6H 6X7, Canada	100
Amec Foster Wheeler Energia Mexico S. de R.L. de C.V.	Av. Vasconcelos 453, Colonia del Valle 66220 Nuevo Leon, Monterrey (Estados Unidos de México), Mexico	100
Amec Foster Wheeler Mexico, S.A. de C.V.	David Alfaro Siqueiros No.104, Piso 2, Colonia Valle Oriente, San Pedro Garza Garcia, Nuevo Leon, C.P. 66269, Mexico	100
Foster Wheeler Constructors de Mexico S. de R.L. de C.V.	699 15th Street, 6th Avenue, Agua Prieta, Sonora, Mexico	80
Global Mining Projects and Engineering, S.A. de C.V.	Calle Coronado 124, Zona Centro, Chihuahau, Chihuahau, 31000, Mexico	100
Harding Lawson de Mexico S.A. de C.V.	Edificio Omega, Campos Eliseos 345, floors 2, 3 & 11, Chapultepec Polanco 11560 Mexico, D.F.	100
Wood Group de Mexico S.A. de C.V.	Insurgentes Sur #619 piso 10, Colonia Napoles, Municipio Benito Juarez, between Calle Vermont and Calle Yosemite, Mexico City, 03810, Mexico	100
Wood Group Management Services de Mexico, S.A. de C.V.	Bldv. Manuel Avila Camacho 40 - 1801, Lomas de Cahpultepec, Delgacion Miguel Hidalgo, Mexico, D.F. 11000	100
Mongolia		
AMEC LLC	Mongol TV Tower-1005, Chinggis Avenue, Sukhbaatar District, 1st khoroo, Ulaanbaatar, Mongolia	100
Mozambique		
Amec Foster Wheeler Mozambique Limitada	Mocambique, Maputo Cidade, Distrito Urbano 1, Bairro Sommerschild II, Av. Julius Nyerere, n° 3412, Maputo, Mozambique	100
Wood Group Mozambique, Limitada	73 Rua Jose Sidumo, Bairro da Polana, Maputo, Mozambique	100

39 Subsidiaries, joint ventures and other related undertakings (continued)

Subsidiaries

Company Name	Registered Address	Ownership Interest %
Netherlands		
AMEC GRD SA B.V.	Meander 251, Arnhem, 6825 MC, Netherlands	100
AMEC Holland B.V.	EDGE Amsterdam West, Basisweg 10, 1043 AP, Amsterdam, Netherlands	100
AMEC Investments B.V.		
Foster Wheeler Continental B.V.	Naritaweg 165, 1043 BW Amsterdam, Netherlands	100
Foster Wheeler Europe B.V.		
John Wood Group B.V.	C/O Centralis Netherlands BV, Zuidplein 126, WTC, Toren H 15e, Amsterdam, 1077XV, Netherlands	100
John Wood Group Holdings BV		
New Zealand		
M&O Pacific Limited	26 Manadon Street, Spotswood, New Plymouth, 4310, New Zealand	100
Nigeria		
AMEC Contractors (W/A) Limited	13A AJ Marinho Drive, Victoria Island, Lagos, Nigeria	100
AMEC King Wilkinson (Nigeria) Limited	No 3, Hospital Road, PO Box 9289, Lagos, Nigeria	100
AMEC Offshore (Nigeria) Limited	18th Floor, Western House, 8/10 Broad street, Lagos, Nigeria	75
Foster Wheeler (Nigeria) Limited	1 Murtala Muhammed Drive, (Formerly Bank Road), Ikoyi, Lagos, Nigeria	100
Foster Wheeler Environmental Company Nigeria Limited	c/o Nwokedi & Co., 21 Ajasa Street, Onikan, Nigeria	87
JWVG Nigeria Limited	13 Sumbo Jibowu Street, Ikoyi, Lagos, Nigeria	100
Overseas Technical Services Nigeria Limited	13 Sumbo Jibowu Street, Ikoyi, Lagos, Nigeria	93
Norway		
Wood Group Norway AS	Fokserodveien 12, Sandefjord, 3241, Norway	100
Oman		
Wood Engineering Consultancy LLC	PO Box 1469, Postal Code 133, Al-Khuwair, Sultanate of Oman	60
Wood LLC	Bldg No. 89, Way No. 6605, Al Oman Street, Ghala Industrial Area, P.O. Box 293, Al Khuwair, PC 133, Oman	70
Papua New Guinea		
Wood Engineering PNG Ltd	Deloitte Touche Tohmatsu, Level 9, Deloitte Haus, Macgregor Street, Section 8, Allotment 19, Port Moresby, National Capital District, Papua New Guinea	100
Wood Group PNG Limited	Dentons PNG, Level 5, Bsp Haus, Harbour City, Port Moreseby, Papua New Guinea, National Capital District, Papua New Guinea	100
Peru		
Wood Group Peru S.A.C.	Av. de la Floresta 407, 5th Floor, San Borja, Lima, Peru	100
Philippines		
Foster Wheeler (Philippines) Corporation	U-7A, 7/F PDCP Bank Centre/V.A. Rufino St. Corner L.P. Leviste St., Salcedo Village, Makati City, PH, 1227	100
Production Services Network Holdings Corp.	585 ME National Road HW, Barangay Alangilan, Batangas City, Batangas, Philippines	100
PSN Production Services Network Philippines Corp	12th Floor, Net One Center, 26th Street Corner, 3rd Avenue, Crescent Park West, Taguig, Metro Manila, Bonifacio Global City, 1634, Philippines	100
Poland		
Amec Foster Wheeler Consulting Poland Sp. z o.o.	ul. Chmielna 132/134, Warsaw, 00-805, Poland	100
Portugal		
Amec Foster Wheeler (Portugal) Lda	Avenida Barbosa du Bocage 113-4, Lisboa, 1050-031, Portugal	100
Romania		
AMEC Operations S.R.L	Rooms 1 and 2, 2nd Floor, No. 59 Strada Grigore Alexandrescu, Sector 1, Bucharest 010623, Romania	100
Russia		
OOO Amec Foster Wheeler	Office E-100, Park Place, 113/1, Leninsky Prospekt, 117198, Moscow, Russian Federation 113/1, Leninsky Prospekt, 117198, Moscow, Russian Federation	100
Production Services Network Eurasia LLC		100
Production Services Network Sakhalin LLC	2-6 Floors, 88 Amurskaya, Yuzhno-Sakhalinsk, 693020, Russian Federation	99
Saudi Arabia		
Amec Foster Wheeler Energy and Partners Engineering Company	Majd Business Center, Tower B, P.O. Box 30920, King Faisal Road, Al-Khobar, 31952, Saudi Arabia	75
Mustang and Faisal Jamil Al-Hejailan Consulting Engineering Company	PO Box 9175, Almalaz, Salahuddin Alayoubi Street, Riyadh, 11413, Saudi Arabia	70
Mustang Saudi Arabia Co. Ltd.	King Fahad Road, Rakah, Po Box 8145, Al-Khobar, 34225, Saudi Arabia	100
Singapore		
Amec Foster Wheeler Asia Pacific Pte. Ltd.	One Marina Boulevard #28-00, Singapore, 018989, Singapore	100
AMEC Global Resources Pte Limited	991E Alexandra Road, #01 - 25, 119973, Singapore	100
Foster Wheeler Eastern Private Limited		
OPE O&G Asia Pacific Pte. Ltd.	1 Marina Boulevard, #28-00, Singapore 018989	100
Rider Hunt International (Singapore) Pte Limited	24 Raffles Place, #24-03 Clifford Centre, Singapore, 048621	100
Simons Pacific Services Pte Ltd.	8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore, 018981, Singapore	100
Wood Group International Services Pte. Ltd.	991E Alexandra Road, #01 - 25, 119973, Singapore	100
Slovakia		
The Automated Technology Group (Slovakia) s.r.o.	c/o, Kinstellar s.r.o., Hviezdoslavovo nám 13, Bratislava, 811 02, Slovakia	100
South Africa		
Amec Foster Wheeler Properties (Pty) Limited		100
Wood BEE Holdings (Proprietary) Ltd	Waterfall Corporate Campus, Building 6, 74 Waterfall Drive Waterval City, Gauteng, 2090, South Africa	58
Wood South Africa (PTY) Ltd		70
AMEC Minproc (Proprietary) Limited	2 Eglin Road, Sunninghill, 2157, South Africa	100
Wood Minerals and Metals Africa (Pty) Ltd		100
Rider Hunt International South Africa (Pty) Ltd	Building Number 2 - Silverstream Business Park, 10 Muswell Road South, Bryanston, Gauteng, 2021	83
Wood Mining South Africa (Pty) Ltd	Building No. 2, Silver Stream Business Park, 10 Muswell Road South, Bryanston, Gauteng, 2021, South Africa	100
South Korea		
AMEC Korea Limited	KG Tower 5F, 92 Tongil-ro, Jung-gu, Seoul 04517, Korea	100

Notes to the financial statements continued

39 Subsidiaries, joint ventures and other related undertakings (continued)

Subsidiaries

Company Name	Registered Address	Ownership Interest %
Spain		
Amec Foster Wheeler Energia, S.L.U.	Calle Gabriel Garcia Marquez, no 2, Parque Empresarial Madrid, Las Rozas, 28232 Las Rozas, Madrid, Spain	100
Wood Iberia S.L.U.		
Switzerland		
A-FW International Investments GmbH	c/o Intertrust Services (Schweiz) AG, Alpenstrasse 15, 6300, Zug, Zug, Switzerland	100
Wood Engineering AG	Lohweg 6, 4054 Basel, Switzerland	100
Tanzania		
MDM Projects-Tanzania Limited	Plot No. 483, Garden Road, Mikocheni Ward, Kinondoni District, Dar es Salaam, 14112, Tanzania, the United Republic of	100
Thailand		
Amec Foster Wheeler Holding (Thailand) Limited	1st Floor Talaythong Tower, 53 Moo 9, Sukhumvit Road, Thungsukla, Sriracha, Chonburi, 20230, Thailand	100
Foster Wheeler (Thailand) Limited		
Trinidad and Tobago		
Wood Group Trinidad & Tobago Limited	18 Scott Bushe Street, Port of Spain, Trinidad and Tobago	100
Turkey		
Amec Foster Wheeler Bimas Birlesik Insaat ve Muhendislik A.S.	Kucukbakkalkoy Mah, Çardak Sok, No.1A Plaza, 34750 Atasehir, Istanbul, Turkey	100
Uganda		
Wood Group PSN Uganda Limited	KAA House, Plot 41,Nakasero Road, PO Box 9566, Kampala, Uganda	100
Ukraine		
Wood Ukraine LLC	Room 398, Building 26, Obolonskyi Avenue, Kyiv City, 04205, Ukraine	100
United Arab Emirates		
Production Services Network Emirates LLC	Unit 1301-CI Tower, Level 13, Al Bateen Street, Khalidiya, Abu Dhabi, PO Box 105828	49*
PSN Overseas Holding Company Limited	The MAZE Tower, 15th Floor, Sheikh Zayed Road, PO Box 9275, Dubai, United Arab Emirates	100
United Kingdom		
Amec Construction Scotland Ltd	Annan House, Palmerston Road, Aberdeen, Scotland, AB11 5QP	100
AFW Finance 2 Limited		
AMEC (F.C.G.) Limited		
AMEC (MH1992) Limited		
AMEC (MHL) Limited		
AMEC (WSL) Limited		
AMEC BKW Limited		
AMEC Bravo Limited		
AMEC Building Limited		
AMEC Capital Projects Limited		
AMEC Civil Engineering Limited		
Amec Foster Wheeler (Holdings) Limited		
Amec Foster Wheeler Earth and Environmental (UK) Limited		
Amec Foster Wheeler Energy Limited		
Amec Foster Wheeler Finance Asia Limited		
Amec Foster Wheeler Finance Limited		
Amec Foster Wheeler Group Limited		
Amec Foster Wheeler International Limited		
Amec Foster Wheeler Limited		
AMEC Investments Europe Limited		
AMEC Offshore Limited		
AMEC Process and Energy Limited		
AMEC Project Investments Limited		
AMEC Services Limited		
AMEC Trustees Limited		
AMEC USA Holdings Limited		
AMEC Wind Developments Limited		
Automated Technology Group Holdings Limited		
Foster Wheeler (G.B.) Limited		
Foster Wheeler (London) Limited		
Foster Wheeler (Process Plants) Limited		
Foster Wheeler E&C Limited		
Foster Wheeler Environmental (UK) Limited		
Foster Wheeler Europe		
Foster Wheeler World Services Limited		
FW Investments Limited		
Integrated Maintenance Services Limited		
Metal and Pipeline Endurance Limited		
Press Construction Limited		
Process Plants Suppliers Limited		
Production Services Network Bangladesh Limited		
PSJ Fabrications Ltd		
Rider Hunt International Limited		
Sandivay Solutions (No 3) Limited		
Wood and Company Limited		
Wood Finance UK Limited		
The Automated Technology Group Limited		
Wood Group/OTS Limited		
Wood International Limited		
Wood Limited		
Wood Pensions Trustee Limited		
Wood Transmission and Distribution Limited		
Wood UK Limited		
Wood Group Kenny Limited		
Wood Group Kenny UK Limited		

39 Subsidiaries, joint ventures and other related undertakings (continued)

Subsidiaries

Company Name	Registered Address	Ownership Interest %
East Mediterranean Energy Services Limited	c/o Ledingham Chalmers LLP, 3rd Floor, 68-70 George Street, Edinburgh, EH2 2LR, United Kingdom	100
James Scott Limited	Ground Floor, 15 Justice Mill Lane, Aberdeen, AB11 6EQ, Scotland	100
Foster Wheeler UK Investments Limited	Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, Scotland, United Kingdom	100
HFA Limited		
John Wood Group Holdings Limited		
JWG Investments Limited		
JWGUSA Holdings Limited		
Mustang Engineering Limited		
Production Services Network (UK) Limited		
PSN (Angola) Limited		
PSN (Philippines) Limited		
PSN Asia Limited		
PSN Overseas Limited		
QED International (UK) Limited		
WGPSN (Holdings) Limited		
WGPSN Eurasia Limited		
Wood (Indonesia) Limited		
Wood Group Algeria Limited		
Wood Group Algiers Limited		
Wood Group Annaba Limited		
Wood Group Arzew Limited		
Wood Group Engineering & Operations Support Limited		
Wood Group Engineering (North Sea) Limited		
Wood Group Hassi Messaoud Limited		
Wood Group Holdings (International) Limited		
Wood Group Investments Limited		
Wood Group Kenny Corporate Limited		
Wood Group Limited		
Wood Group Power Investments Limited		
Wood Group Production Services UK Limited		
Wood Group UK Limited		
SgurrEnergy Limited	St Vincent Plaza, 319 St Vincent Street, Glasgow, G2 5LP, Scotland, United Kingdom	100
United States		
Foster Wheeler US Investments, Inc.	Brandywine Plaza 1521 Concord Pike, Suit 201, Wilmington, New Castle County, DE, 19803, United States	100
Amec Foster Wheeler Power Systems, Inc.	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE, 19801	100
Foster Wheeler Intercontinental Corporation		
Foster Wheeler Realty Services, Inc.		
Thelco Co.	Corporation Trust Company, 1209 Orange Street, Wilmington, DE, 19801	100
Equipment Consultants, Inc.		
Barsotti's Inc.	Perryville Corporate Park, 53 Frontage Road, PO Box 9000, Hampton, NJ, 08827-90000	100
Amec Foster Wheeler Arabia Ltd.	United Agent Group Inc., 3411 Silverside Road Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States	100
Amec Foster Wheeler Environmental Equipment Company, Inc.		
Amec Foster Wheeler Industrial Power Company, Inc.		
Amec Foster Wheeler Martinez, Inc.		
Amec Foster Wheeler North America Corp.		
Amec Foster Wheeler USA Corporation		
AMEC Oil & Gas World Services, Inc.		
AMEC Holdings, Inc.		
BMA Solutions Inc.		
Foster Wheeler Inc.		
Foster Wheeler International LLC		
Foster Wheeler LLC		
JWGUSA Holdings, Inc.		
MACTEC E&C International, Inc.		
Process Consultants, Inc.		
Wood Group Alaska, LLC		
Wood Group US Holdings, Inc.		
Martinez Cogen Limited Partnership		99
Ceres Solar 1, LLC	United Agent Group Inc., 8275 South Eastern Av., #200, Las Vegas, NV, 89123, United States	100
Ceres Solar 2, LLC		
Ceres Solar 3, LLC		
RHI Talent USA Inc.		
Wood Group PSN, Inc.		
Wood Group Support Services, Inc.	United Agent Group, 2425 W Loop South #200, Houston, TX, 77027, United States	100
Cape Software, Inc.		
Ingenious Inc.		
ISI Group, L.L.C.		
Rider Hunt International (USA) Inc.		
Kelchner, Inc.	United Agent Group Inc., 119 E. Court Street, Cincinnati, OH, 45202, United States	100
Swaggart Brothers, Inc.	United Agent Group Inc., 5708 S.E. 136th Avenue, #2, Portland, OR, 97236, United States	100
Swaggart Logging & Excavation LLC		
AMEC North Carolina, Inc.	225, Hillsborough Street, Raleigh, NC, 27603, United States	100
4900 Singleton, L.P.	400 North St. Paul, Dallas, TX, 75201	100

Notes to the financial statements continued

39 Subsidiaries, joint ventures and other related undertakings (continued)

Subsidiaries

Subsidiaries		Ownership Interest %
Company Name	Registered Address	
Wood Programs, Inc.	2475 Northwinds Parkway, #200-260, Alpharetta, GA, 30009, United States	100
Energy Transition Developments LLC	5444 Westheimer #1000, Houston, Harris County, TX, 77056, United States	100
Energy Transition Texas Ventures 1 LLC		
Energy Transition Texas Ventures 2 LLC		
Energy Transition Texas Ventures 3 LLC		
Energy Transition Texas Ventures 4 LLC		
Energy Transition Texas Ventures 5 LLC		
Energy Transition Texas Ventures 6 LLC		
Energy Transition Texas Ventures 7 LLC		
Foster Wheeler Energy Corporation		
Foster Wheeler Environmental Corporation		
Mustang International, Inc.		
Wood Group USA, Inc.		
Wood Contract Services LLC	17325 Park Row, Suite 500, Houston, TX, 77084, United States	100
Uzbekistan		
Wood Energy Solutions LLC	Sulton Darvoza Business Center, 38/1 Shakhrisabz Street, Tashkent, 100060, Uzbekistan	100
Vanuatu		
O.T.S. Finance and Management Limited	Law Partners House, Rue Pasteur, Port Vila, Vanuatu	100
Overseas Technical Service International Limited		
Venezuela		
Amec Foster Wheeler Venezuela, C.A.	Avenida Francisco de Miranda, Torre Cavendes, Piso 9, Ofic 903, Caracas, Venezuela	100

* Companies consolidated for accounting purposes as subsidiaries on the basis of control. There is no material impact on the financial statements of the judgements applied in assessing the basis of control for these entities.

** The Group does not have a direct shareholding in these entities but considers them to be under group control.

39 Subsidiaries, joint ventures and other related undertakings (continued)

Joint Ventures

Company Name	Registered Address	Ownership Interest %
Australia		
Clough Wood Pty Ltd ¹	Level 6, QV1 Building, 250 St Georges Terrace, Perth, WA, 6000, Australia	50
Brunei Darussalam		
TendrillWood Sdn Bhd	Lot 29 & 30, Tapak Perindustrian Sungai Bera, Kampong Sungai Bera, Seria, Belait, KB1933, Brunei Darussalam	75
Canada		
ABV Consultants Ltd ¹	Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, BC, V6C 2B5, Canada	50
AMEC Black & McDonald Limited ¹	60 Cutler Avenue, Dartmouth, NS, B3B 0J6, Canada	50
ODL Canada Limited	689 Water Street, Newfoundland, St. John's, NL, A1E 1B5, Canada	50
Vista Mustang JV	Suite B12, 6020 2nd Street S. E., Calgary, AB, T2H 2L8, Canada	50
Chile		
Consortio AMEC CADE / PSI Consultores Limitada	Av. Jose Domingo, Canas No 2640, Nunoa, Santiago, 7750164, Chile	50
Consortio Consultor Cade Zañartu Limitada	Seminario 714, Ñuñoa, Santiago de Chile	50
Consortio Consultor Systra / Cade Idepe / Geoconsult Limitada	Av. Jose Domingo, Canas No 2640, Nunoa, Santiago, 7750164, Chile	40
Consortio de Ingenieria Geoconsult Cade Idepe Limitada		50
Consortio de Ingenieria Systra Cade Limitada		50
Consortio de Ingenieria Transporte Systra Cade Idepe Consultores Limitada	Jose Domingo Cañas 2640, Ñuñoa, Santiago Chile	50
Construcción e Ingenieria Chile FI Limitada	Avenida Andrés Bello 2711, Piso 22 - Comuna Las Condens, Santiago, Chile	50
China		
Wood Zone Co., Ltd	No. 143 Jinyi Road, Jinshan District, Shanghai, 200540, China	50
Cyprus		
Wood Group – CCC Limited	Elenion Building, 2nd Floor, 5 Themistocles Street, CY-1066 Nicosia, CY-1310 Nicosia, PO Box 25549, Cyprus	50
Iraq		
Ghabat Al Majal for Operation and Maintenance of Energy Projects LLC Al	Majal Business Park, North Rumalia, Basra, Iraq	50
Kazakhstan		
WOOD KSS JSC	Satpayev str. 46, Atyrau, 060011, Kazakhstan	50
Mexico		
AFWA DUBA Salina Cruz, S. de R.L. de C.V.	Carlos Salazar, #2333, Colonia Obrera, Monterrey, Nuevo Leon, Mexico	50
Grupo Industrial de Ingenieria Ecologica III HLA & Iconsa S.A. de C.V.	Edificio Omega, Campos Eliseos 345, floors 2, 3 & 11, Chapultepec Polanco 11560 Mexico, D.F.	51
Northam Conip Consorcio, S.A. de C.V.	David Alfaro Siqueiros 104 piso 2, Col. Valle Oriente, San Pedro Garza Garcia, Nuevo Leon, CP. 66269, Mexico	50
Malaysia		
ICE Wood Sdn. Bhd.	Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, Wilayah Persekutuan, Kuala Lumpur, 50490, Malaysia	49
Netherlands		
Wood Group Azerbaijan B.V.	C/O Centralis Netherlands BV, Zuidplein 126, WTC, Toren H 15e, Amsterdam, 1077XV, Netherlands	51
New Zealand		
Wood Beca Limited	Ground Floor, Beca House, 21 Pitt Street, Auckland, 1010, New Zealand	50
Oman		
AMEC Al Turki LLC	c/o Al Alawi, Mansoor Jamal & Co., Barristers & Legal Consultants, Muscat International Centre, Mezzanine Floor, Muttrah Business District, P.O. Box 686 Ruwi, Oman	35
Qatar		
Wood Black Cat LLC	5th Floor Al Aqaria Tower, Building No. 34, Museum Street, Old Salata Area, Street 970, Zone 18, P.O Box No. 24523 Doha, Qatar	49
Saudi Arabia		
AMEC BKW Arabia Limited ¹	Al Rushaid Petroleum Investment Co. Building, Prince Hamoud Street, PO Box 31685 – Al Khobar 31952, Saudi Arabia	50
Spain		
Insolux Monenco Medio Ambiente S.A.	Calle Juan Bravo, 3-C, Madrid, 28006, Spain	49
Trinidad and Tobago		
Massy Wood Group Ltd.	4th Floor, 6A Queens Park West, Victoria Avenue, Port of Spain, Trinidad and Tobago	50
United Kingdom		
ACM Health Solutions Limited	Booths Park, Chelford Road, Knutsford, Cheshire, WA16 8QZ, England, United Kingdom	33
RWG (Repair & Overhauls) Limited	Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, Scotland, United Kingdom	50
South Kensington Developments Limited	Ground Floor T3 Trinity Park, Bickenhill Lane, Birmingham, B37 7ES, United Kingdom	50

¹ Entities are consolidated as joint operations on the basis of control.

In addition to the subsidiaries listed above, the Group has a number of overseas branches.

Details of the direct subsidiaries of John Wood Group PLC are provided in note 1 to the parent company financial statements.

Notes to the financial statements continued

39 Subsidiaries, joint ventures and other related undertakings (continued)

The Group will be exempting the following companies from an audit in 2024 under Section 479A of the Companies Act 2006. All of these companies are fully consolidated in the Group Financial Statements.

AFW Finance 2 Limited (Registered number 09861575)	Mustang Engineering Limited (Registered number SC273548)
AMEC Building Limited (Registered number 165287)	Press Construction Limited (Registered number 471400)
AMEC (F.C.G) Limited (Registered number 148585)	Process Plants Suppliers Limited (Registered number 957881)
AMEC (MH1992) Limited (Registered number 222870)	Production Services Network (UK) Limited (Registered number SC293004)
AMEC (MHL) Limited (Registered number 713103)	Production Services Network Bangladesh Limited (Registered number 02214332)
AMEC (WSL) Limited Registered number 514311)	PSJ Fabrications Ltd (Registered number 01205595)
AMEC BKW Limited (Registered number 169831)	PSN (Angola) Limited (Register number SC311500)
AMEC Bravo Limited (Registered number 6206015)	PSN (Philippines) Limited (Registered number SC345547)
AMEC Capital Projects Limited (Registered number 2804109)	PSN Asia Limited (Registered number SC317111)
AMEC Civil Engineering Limited (Registered number 1265199)	PSN Overseas Limited (Registered number SC319469)
Amec Foster Wheeler (Holdings) Limited (Registered number 00163609)	QED International (UK) Limited (Registered number SC106477)
Amec Foster Wheeler Earth and Environmental (UK) Limited (Registered number 4987981)	Rider Hunt International Limited (Register number 02305615)
Amec Foster Wheeler Energy Limited (Registered number 1361134)	Sandiway Solutions (No 3) Limited (Registered number 5318249)
Amec Foster Wheeler Finance Asia Limited (Registered number 6205760)	SgurrEnergy Limited (Registered number SC245814)
Amec Foster Wheeler Finance Limited (Registered number 1332332)	The Automated Technology Group Limited (Registered number 03109235)
Amec Foster Wheeler Group Limited (Registered number 4612748)	WGPSN (Holdings) Limited (Registered number SC288570)
Amec Foster Wheeler International Limited (Registered number 3203966)	WGPSN Eurasia Limited (Registered number SC470501)
AMEC Investments Europe Limited (Registered number 3704533)	Wood (Indonesia) Limited (Registered number SC693591)
AMEC Offshore Limited (Registered number 1054207)	Wood and Company Limited (Registered number 01580678)
AMEC Process and Energy Limited Registered number 2028340)	Wood Group Algeria Limited (Registered number SC299843)
AMEC Project Investments Limited (Registered number 2619408)	Wood Group Algiers Limited (Registered number SC299845)
AMEC Services Limited (Registered number 2804093)	Wood Group Annaba Limited (Registered number SC299848)
AMEC Trustees Limited (Registered number 2830098)	Wood Group Arzew Limited (Registered number SC299850)
Amec USA Holdings Limited (Registered number 4041261)	Wood Group Engineering (North Sea) Limited (Registered number SC030715)
Amec Wind Developments Limited (Registered number 8781332)	Wood Group Engineering and Operations Support Limited (Registered number SC159149)
Automated Technology Group Holdings Limited (Registered number 07871655)	Wood Group Hassi Messaoud Limited (Registered number SC299851)
East Mediterranean Energy Services Limited (Registered number SC505318)	Wood Group Holdings (International) Limited Register number SC169712)
Foster Wheeler (G.B.) Limited (Registered number 745470)	Wood Group Investments Limited (Registered number SC301983)
Foster Wheeler (London) Limited (Registered number 887857)	Wood Group Kenny Corporate Limited (Registered number SC147353)
Foster Wheeler (Process Plants) Limited (Registered number 1184855)	Wood Group Kenny Limited (Registered number 1398385)
Foster Wheeler E&C Limited (Registered number 2247293)	Wood Group Kenny UK Limited (Registered number 2331383)
Foster Wheeler Environmental (UK) Limited (Registered number 1657494)	Wood Group Power Investments Limited (Registered number SC454342)
Foster Wheeler Europe (Registered number 04127813)	Wood Group Production Services UK Limited (Registered number SC278252)
Foster Wheeler UK Investments Limited Registered number SC649888)	Wood Group/OTS Limited (Registered number 1579234)
Foster Wheeler World Services Limited (Registered number 1439353)	Wood International Limited (Registered number 10517856)
FW Investments Limited (Registered number 6933416)	Wood Limited (Registered number 9861563)
HFA Limited (Registered number SC129298)	Wood Finance UK Limited (Registered number 03725076)
Integrated Maintenance Services Limited (Registered number 3665766)	Wood Pensions Trustee Limited (Registered number 1889899)
James Scott Limited (Registered number SC35281)	Wood Transmission and Distribution Limited (Registered number 11829648)
John Wood Group Holdings Limited (Registered number SC642609)	Wood UK Limited (Registered number 3863449)
JWG Investments Limited (Registered number SC484872)	
JWGUSA Holdings Limited (Registered number SC178512)	
Metal and Pipeline Endurance Limited (Registered number 534109)	

Company balance sheet

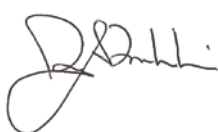
As at 31 December 2024

	Note	2024 \$m	2023 \$m
Non-current assets			
Investments	1	1,308.6	4,410.7
Long term receivables	2	1,946.2	3,061.7
		3,254.8	7,472.4
Current assets			
Trade and other receivables	3	262.5	324.4
Income tax receivable		3.5	7.5
Cash and cash equivalents	4	10.7	11.7
		276.7	343.6
Current liabilities			
Borrowings	5	1,091.4	257.4
Trade and other payables	6	1,998.6	2,112.3
		3,090.0	2,369.7
Net current liabilities		(2,813.3)	(2,026.1)
Non-current liabilities			
Borrowings	5	-	812.2
Other non-current liabilities	7	19.8	1,034.8
		19.8	1,847.0
Net assets		421.7	3,599.3
Equity			
Share capital	9	41.3	41.3
Share premium	10	63.9	63.9
Retained earnings	11	(1,357.0)	657.1
Merger reserve	12	1,135.3	2,298.8
Other reserves	13	538.2	538.2
Total equity		421.7	3,599.3

As permitted by Section 408 (3) of the Companies Act 2006, no profit and loss account of the Company is presented. The loss for the financial year of the Company was \$3,200.2m (2023: \$4.2m profit).

The accompanying notes form part of these financial statements.

The financial statements on pages 239 to 247 were approved by the board of directors on 30 October 2025, and signed on its behalf by:



Roy A Franklin, Director



Iain Torrens, Director

Company Registration Number: SC036219

Company statement of changes in equity

For the year ended 31 December 2024

	Share capital \$m	Share premium \$m	Retained earnings \$m	Merger reserve \$m	Other reserves \$m	Total equity \$m
At 1 January 2023	41.3	63.9	394.5	2,540.8	538.2	3,578.7
Profit for the year	-	-	4.2	-	-	4.2
Total comprehensive profit for the year	-	-	4.2	-	-	4.2
Transactions with owners:						
Credit relating to share based charges	-	-	19.6	-	-	19.6
Proceeds from share incentive plan (SIP)	-	-	1.6	-	-	1.6
Foreign exchange movements on employee share trust	-	-	(4.8)	-	-	(4.8)
Transfer from merger reserve to retained earnings	-	-	242.0	(242.0)	-	-
At 31 December 2023	41.3	63.9	657.1	2,298.8	538.2	3,599.3
Loss for the year	-	-	(3,200.2)	-	-	(3,200.2)
Total comprehensive loss for the year	-	-	(3,200.2)	-	-	(3,200.2)
Transactions with owners:						
Credit relating to share based charges	-	-	25.8	-	-	25.8
Purchase of company shares by employee share trust	-	-	(4.1)	-	-	(4.1)
Foreign exchange movements on employee share trust	-	-	0.9	-	-	0.9
Transfer from merger reserve to retained earnings	-	-	1,163.5	(1,163.5)	-	-
At 31 December 2024	41.3	63.9	(1,357.0)	1,135.3	538.2	421.7

During 2023, John Wood Group Holdings Limited paid \$242.0m to John Wood Group PLC in a partial settlement of the promissory note, which was put in place during 2019. The repayment represented qualifying consideration and as a result the Company transferred an equivalent portion of the merger reserve to retained earnings.

During 2024, John Wood Group Holdings Limited settled a further \$1,163.5m to John Wood Group PLC in a further partial settlement of the promissory note. The repayment represented qualifying consideration and as a result the Company transferred an equivalent portion of the merger reserve to retained earnings.

The accompanying notes form part of these financial statements.

Notes to the Company financial statements

For the year ended 31 December 2024

General information

John Wood Group PLC is a public limited company, incorporated and domiciled in the United Kingdom and listed on the London Stock Exchange. The Company's registered address is Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE.

Summary of significant accounting policies

The principal accounting policies, which have been applied in the preparation of the Company financial statements, are set out below. These policies have been consistently applied to all the years presented.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards ("UK-adopted IFRS") in conformity with the requirements of the Companies Act 2006 but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company is a qualifying entity for the purposes of FRS 101.

The application of FRS 101 has enabled the Company to take advantage of certain disclosure exemptions that would have been required had the Company adopted International Financial Reporting Standards in full. The only such exemptions that the directors consider to be significant are:

- no detailed disclosures in relation to financial instruments;
- no cash flow statement;
- no disclosure of related party transactions with wholly owned subsidiaries;
- no statement regarding the potential impact of forthcoming changes in financial reporting standards;
- no disclosure of "key management compensation" for key management other than the directors;
- no disclosures relating to the Company's policy on capital management; and
- no detailed disclosure in relation to share based payments.

Where required, equivalent disclosures are given in the consolidated financial statements of John Wood Group PLC.

The financial statements are presented in US dollars and all values are rounded to the nearest \$0.1m except where otherwise indicated.

The financial position of the Company is shown in the balance sheet on page 239. Note 8 includes the Company's objectives, policies and processes for managing its financial risks, details of its financial instruments and hedging activities, and its exposures to interest rate risk and liquidity risk. The Company adopts the going concern basis of accounting in preparing these financial statements.

In accordance with Section 408(3) of the Companies Act (2006), the Company is exempt from the requirement to present its own income statement. The amount of the profit for the year is disclosed in the statement of changes in equity.

Going concern

The going concern assessment for the parent is included on pages 159 of the consolidated accounts.

Reporting currency

The Company's transactions are primarily US dollar denominated and the functional currency is the US dollar.

The following sterling to US dollar exchange rates have been used in the preparation of these financial statements:

	2024	2023
Average rate £1=\$	1.2781	1.2425
Closing rate £1=\$	1.2523	1.2749

Investments in subsidiaries

Investments are measured initially at cost, including transaction costs. Investments in the Company balance sheet are presented at cost less any provision for impairment.

Impairment of assets

At each balance sheet date, the Company reviews the carrying amounts of its investments to assess whether there is an indication that those assets may be impaired. If any such indication exists, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods. A reversal of an impairment loss is recognised immediately in the income statement.

The Company recognises loss allowances for Expected Credit Losses ('ECLs') on loans and receivables measured at an amount equal to lifetime ECLs. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired include a customer being in significant financial difficulty or a breach of contract such as a default. The gross carrying amount of a financial asset is written off when the Company has no reasonable expectation of recovering a financial asset in its entirety or a portion thereof.

Notes to the Company financial statements continued

Foreign currencies

Transactions in foreign currencies are translated to the Company's functional currencies at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rates ruling at the balance sheet dates or at a contractual rate, if applicable, and any exchange differences are taken to the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

The directors consider it appropriate to record sterling denominated equity share capital and share premium in the financial statements of John Wood Group PLC at the exchange rate ruling on the date it was raised.

Financial instruments

The accounting policy for financial instruments is consistent with the Group accounting policy as presented in the notes to the Group financial statements. The Company's financial risk management policy is consistent with the Group's financial risk management policy outlined in note 20 to the Group financial statements.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the Company considers these to be in the scope of IFRS 9 and accounts for them as such. Financial guarantee contracts issued are initially measured at fair value. Subsequently, they are measured at the higher of the loss allowance determined in accordance with IFRS 9 (see 1.5(iv)) and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15.

Employee share trusts

The Company is deemed to have control of the assets, liabilities, income and costs of its employee share trusts. They have therefore been included in the financial statements of the Company. The cost of shares held by the employee share trusts is deducted from equity.

Share based charges

The Company has a number of share schemes as detailed in the Group accounting policies and note 24 to the Group financial statements. Details relating to the calculation of share based charges are provided in note 24 to the Group financial statements. In respect of the Company, the charge is shown as an increase in the Company's investments, as the employees to which the charge relates are employed by subsidiary companies.

Dividends

Dividends to the Group's shareholders are recognised as a liability in the period in which the dividends are approved by shareholders. Dividend income is credited to the income statement when the dividend has been approved by the board of directors of the subsidiary company making the payment.

Trade receivables

Trade receivables are recognised initially at fair value less an allowance for any amounts estimated to be uncollectable. An estimate for doubtful debts is made when there is objective evidence that the collection of the debt is no longer probable.

Interest-bearing loans and borrowings

All interest-bearing loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs. Borrowing costs are expensed through the income statement.

De-recognition of financial assets and liabilities

A financial asset is derecognised where the rights to receive cash flows from the asset have expired. A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

Taxation

The tax expense in the income statement represents the sum of taxes currently payable and deferred taxes. The tax currently payable is based on taxable profit for the year and the Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible.

Deferred tax is provided using the liability method on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised only to the extent that it is probable that a taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised. Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the asset is realised or the liability is settled, based on tax rates and tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are offset, only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred taxes relate to the same taxation authority and that authority permits the Company to make a single net payment.

Tax is charged or credited directly to equity if it relates to items that are credited or charged to equity. Otherwise, tax is recognised in the income statement.

Judgements and key sources of estimation or uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Impairment of investments from Group companies (estimate)

The Company assesses whether there are any indicators of impairment of investments from Group companies at each reporting date. Investments from Group companies are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Details of impairments of investments recorded during the year and the carrying value of investments are contained in note 1.

Disclosure of impact of new and future accounting standards

The Company early adopted the amendments to IAS 1 – Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants which came into effect from 1 January 2024 in the prior year. As described in note 18, the Group has reclassified all non-current borrowings as current due to the presence of historical information and financial covenant breaches which have been remedied post year end through a covenant waiver.

Amendments to other existing standards do not have a material impact on the financial statements.

1 Investments

	2024 \$m	2023 \$m
Cost		
At 1 January	4,410.7	4,391.1
Additions	25.8	19.6
At 31 December	4,436.5	4,410.7
Impairment		
At 1 January	-	-
Charge for the year	3,127.9	-
At 31 December	3,127.9	-
Net book value		
At 31 December	1,308.6	4,410.7

During the year, the Company contributed \$25.8m (2023: \$19.6m) of share based charges against John Wood Group Holdings Ltd.

The Directors performed an assessment of the carrying value of the investment in John Wood Group Holdings Limited as at 31 December 2024. A value in use calculation was performed for the Group using cash flow projections prepared by management and approved by the Board for the period 2024 through to 2028. The assumptions underpinning the forecasts and impairment model are discussed in note 10 of the Group financial statements.

The Group post-tax discount rate was 12.6% (2023: 9.6%), pre-tax discount rate was 14.7% (2023: 11.2%), the group terminal growth rate was 2.0% (2023: 2.4%), the group CAGR was 4.3% (2023: 8.4%), and the group EBITDA margin was 6.4% (2023: 7.2%). The recoverable amount of the Group at the test date was \$1,165m (2023: \$4,767m) based on the assumptions described above and note 10 of the Group financial statements. A fair value adjustment of \$143.8m (2023: \$30.2m) was made to the recoverable amount of the group reflecting the fair value of the external debt held by the parent, the intercompany assets and liabilities held by the parent and surplus assets and liabilities held by John Wood Group Holdings Limited and subsidiaries.

Reasonably possible changes would result in material changes to the impairment charge. A 1% increase in the post-tax discount rate would result in an impairment of \$3,278m. A 0.5% reduction in the long-term growth rate would result in an impairment of \$3,203m. A 2.3% reduction in the revenue CAGR would result in an impairment of \$3,369.1m. A 1% reduction in EBITDA margin would result in an impairment of \$3,584m. These changes are deemed to be reasonably possible and are discussed in note 10 to the Group financial statements.

The Company's direct subsidiaries at 31 December 2024 are listed below. Ownership interests reflect holdings of ordinary shares.

Details of other related undertakings are provided in note 39 to the Group financial statements.

Name of subsidiary	Country of incorporation or registration	Registered address
John Wood Group Holdings Limited	UK	Sir Ian Wood House, Aberdeen

The Company owns 100% of all of the subsidiaries listed above.

Notes to the Company financial statements continued

2 Long term receivables

	2024 \$m	2023 \$m
Loans to Group undertakings	1,946.2	3,061.7

The long-term loan receivable at 31 December 2024 includes the promissory note of \$1,136.7m (2023: \$2,323.2m), which related to the transfer of the Company's investment in Amec Foster Wheeler Limited to John Wood Group Holdings Limited in exchange for a promissory note during 2019.

3 Trade and other receivables

	2024 \$m	2023 \$m
Loans to Group undertakings	25.4	46.8
Trade receivables – Group undertakings	230.3	269.3
Other receivables	2.0	1.2
Prepayments and accrued income	4.8	7.1
	262.5	324.4

Interest on loans to Group undertakings is charged at market rates. At 31 December 2024, \$58.9m (2023: \$45.7m) of the amounts owed by Group companies were impaired. These amounts relate to balances due from Group companies from whom there is no expectation of payment.

The ageing of these amounts is as follows:

	2024 \$m	2023 \$m
Over 3 months	58.9	45.7

The movement on the provision for impairment is as follows:

	2024 \$m	2023 \$m
At 1 January	45.7	45.7
Charge for the year	13.2	-
At 31 December	58.9	45.7

The Company had \$354.6m (2023: \$230.5m) of outstanding balances that were past due but not impaired at either 31 December 2024 or 31 December 2023. The other classes within receivables do not contain impaired assets.

The ageing of these amounts is as follows:

	2024 \$m	2023 \$m
Under 3 months	36.3	38.8
Over 3 months	318.3	191.7
	354.6	230.5

4 Cash and cash equivalents

	2024 \$m	2023 \$m
Cash and cash equivalents	10.7	11.7

5 Borrowings

	2024 \$m	2023 \$m
Current borrowings		
Bank loans and overdrafts	828.6	167.8
Senior loan notes	262.8	89.6
	1,091.4	257.4
Non-current borrowings		
Bank loans	-	549.3
Senior loan notes	-	262.9
	-	812.2

The bank overdrafts relate to the Group's cash pooling arrangements, of which \$69.5m relate to the Company, and are largely denominated in US dollars and pounds sterling. At 31 December 2024 interest on US dollar overdrafts was payable at 5.48% (2023: 6.48%) and on sterling overdrafts at 5.90% (2023: 6.40%).

Bank loans are unsecured and bear interest based on the Bank of England base rate or foreign currency equivalent. At 31 December 2024, bank loans included \$443.8m of US dollar loans, \$211.2m of GBP loans and \$104.0m of Euro loans. Interest was payable at 6.21% (2023: 7.4%) on the US dollar loans, 6.23% (2023: 6.71%) on the GBP loans and 4.43% on Euro loans. Non-current bank loans are stated net of unamortised fees totalling \$5.0m (2023: \$7.6m).

The Company has \$262.8m (2023: \$352.5m) of unsecured senior notes in the US private placement market maturing between 2026 and 2031 at an average fixed rate of 4.56% (2023: 4.58%). These notes are largely US dollar denominated. \$22.3m (2023: \$127.8m) of the notes are repayable after more than 5 years.

As noted in the Group Basis of Preparation, based on the latest forecasts approved by the directors, the Group expect to pass the financial covenant requirements during the forecast period, including in the severe but plausible downside scenario. Under existing IAS 1 requirements, companies classify a liability as current when they do not have the unconditional right to defer settlement for at least 12 months after the reporting date. The IASB has removed the requirement for a right to be unconditional and instead now requires that a right to defer settlement must exist at the reporting date and have substance. All non-current borrowings have been classified as current due to historical breaches of information and financial covenants due to the presence of material prior year adjustments. These breaches have been remedied post year end through covenant waivers of all historical covenants.

6 Trade and other payables

	2024 \$m	2023 \$m
Loans from Group undertakings	1,873.7	2,005.7
Trade payables – Group undertakings	103.5	98.6
Other creditors	19.3	2.0
Accruals	2.1	6.0
	1,998.6	2,112.3

Interest on loans from Group undertakings is payable at market rates.

Loans from Group undertakings reflect amounts which are repayable on demand or are due within the next 12 months.

7 Other non-current liabilities

	2024 \$m	2023 \$m
Amounts due to Group undertakings	19.8	1,034.8

The amounts due to Group undertakings are inter-company loans with varying maturities greater than 1 year. Interest on these loans is charged at market rates.

The decrease in amounts due to group undertakings in 2024 is primarily the result of the repayment of a loan amounting to \$1,034.8m.

Notes to the Company financial statements continued

8 Financial instruments

Financial risk factors

The Company's activities give rise to a variety of financial risks: market risk (including foreign exchange risk and cash flow interest rate risk), credit risk and liquidity risk. The Company's overall risk management strategy is to hedge exposures wherever practicable in order to minimise any potential adverse impact on the Company's financial performance.

Risk management is carried out by the Group Treasury department in line with the Group's Treasury policies which are approved by the Board of Directors. Group Treasury identify, evaluate and where appropriate, hedge financial risks. The Group Treasury policies cover specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and investment of excess cash.

(a) Market risk

(i) Foreign exchange risk

The Company is exposed to foreign exchange risk arising from various currencies. Where possible the Company's policy is to eliminate all significant currency exposures at the time of the transaction by using financial instruments such as forward currency contracts. Changes in the forward contract fair values are recorded in the income statement.

(ii) Interest rate risk

The Company finances its operations through a mixture of retained profits and debt. The Company borrows in the desired currencies at a mixture of fixed and floating rates of interest to generate the desired interest profile and to manage the Company's exposure to interest rate fluctuations. At 31 December 2024, 22.3% (2023: 38.7%) of the Company's borrowings were at fixed rates.

The Company is also exposed to interest rate risk on cash held on deposit. The Company's policy is to maximise the return on cash deposits whilst ensuring that cash is deposited with a financial institution with a credit rating of at least BBB+.

(iii) Price risk

The Company is not exposed to any significant price risk in relation to its financial instruments.

(b) Credit risk

The Company's credit risk primarily relates to its inter-company loans and inter-company receivables. Management believe that no further risk provision is required in excess of the current provision for impairment.

The Company also has credit risk in relation to cash balances or cash held on deposit. The Company's policy is to deposit cash at institutions with a credit rating of at least BBB+.

(c) Liquidity risk

With regard to liquidity, the Company's policy is to ensure continuity of funding. At 31 December 2024, 93% (2023: 77%) of the Company's borrowings (including bank overdrafts) were due to mature in more than one year. Based on the current outlook the Company has sufficient funding in place to meet its future obligations.

(d) Capital risk

The Company's capital risk is determined by that of the Group. See note 20 to the Group financial statements.

9 Share capital

	2024 \$m	2023 \$m
Issued and fully paid		
691,839,369 (2023: 691,839,369) ordinary shares of 4 ² / ₅ p each	41.3	41.3

The additional information required in relation to share capital is given in note 25 to the Group financial statements.

10 Share premium

	2024 \$m	2023 \$m
At 1 January and 31 December	63.9	63.9

11 Retained earnings

Retained earnings are stated after deducting the investment in own shares held by employee share trusts. Investments in own shares represents the cost of 617,206 (2023: 4,352,958) of the Company's ordinary shares totalling \$103.5m (2023: \$99.4m).

The Company's loss for the financial year was \$3,200.2m (2023: \$4.2m profit).

The Company does not have any employees other than the directors of the Company. Details of the directors' remuneration are provided in the Directors' Remuneration Report in the Group financial statements. Details of dividends paid and proposed are provided in note 8 to the Group financial statements. Further details of share based charges are provided in note 24 to the Group financial statements.

12 Merger reserve

	2024 \$m	2023 \$m
At 1 January	2,298.8	2,540.8
Transfer to retained earnings	(1,163.5)	(242.0)
At 31 December	1,135.3	2,298.8

In October 2017, 294,510,217 new shares were issued in relation to the acquisition of Amec Foster Wheeler Limited and \$2,790.8m was credited to the merger reserve. The merger reserve was initially considered unrealised on the basis it was represented by the investment in Amec Foster Wheeler Limited and did not meet the definition of qualifying consideration under Tech 02/17BL Guidance on realised and distributable profits under the Companies Act 2006.

In November 2019, the Company sold its investment in Amec Foster Wheeler Limited to John Wood Group Holdings Limited for \$2,815.2m in exchange for a promissory note. To the extent that the promissory note is settled by qualifying consideration, the related portion of the merger reserve is considered realised and becomes available for distribution.

During 2023, John Wood Group Holdings Limited paid \$242.0m to John Wood Group PLC in a partial settlement of the promissory note. The repayment represented qualifying consideration and as a result the Company transferred an equivalent portion of the merger reserve to retained earnings.

During 2024, John Wood Group Holdings Limited settled a further \$1,163.5m to John Wood Group PLC in a further partial settlement of the promissory note. The repayment represented qualifying consideration and as a result the Company transferred an equivalent portion of the merger reserve to retained earnings.

13 Other reserves

	Capital reduction reserve \$m	Capital redemption reserve \$m	Hedging reserve \$m	Total \$m
At 1 January 2023, 31 December 2023 and 31 December 2024	88.1	439.7	10.4	538.2

No movements in other reserves have occurred during 2023 or 2024.

The capital reduction reserve was created following the Initial Public Offering in 2002 and is a distributable reserve. The capital redemption reserve was created in 2011 as part of a return of cash to shareholders and is not a distributable reserve.

14 Financial guarantee contracts and contingent liabilities

Where the Company enters into financial guarantee contracts in respect of its subsidiary companies they are accounted for under IFRS 9. The Company issues financial guarantee contracts to its subsidiaries regarding drawdowns in the Revolving Credit Facility (RCF). There were no financial guarantee contracts issued at year-end.

At 31 December 2024, the Company had outstanding guarantees for performance bonds and contracting arrangements given on behalf of its subsidiaries amounting to \$471.2m (2023: \$617.6m).

Independent auditor's report

to the members of John Wood Group PLC

1. Qualified opinion on the Parent Company Financial Statements and qualification and disclaimer of opinion on the Group Financial Statements

We were engaged to audit the financial statements of John Wood Group plc ("the Company" or "the Parent Company") for the year ended 31 December 2024 which comprise:

- the Consolidated Income Statement, Consolidated Statement of Comprehensive Income/Expense, the Consolidated Balance Sheet, the Consolidated Statement of Changes in Equity, the Consolidated Cash Flow Statement and the related notes including the accounting policies on pages 152 to 238 ("the Group Financial Statements"); and
- the Company Balance Sheet, the Company Statement of Changes in Equity and the related notes including the summary of significant accounting policies on pages 239 to 247 ("the Parent Company Financial Statements").

Due to the significance of the matter described in the Basis for modification of opinion on the financial statements in section 2 of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion, and accordingly we do not express an opinion, as to whether the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Qualification and disclaimer of opinion on the Group Financial Statements

Due to the significance of the matter described in the *Basis for modification of opinion on the financial statements* in section 2 of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion, and accordingly we do not express an opinion, as to whether:

- the Group Financial Statements give a true and fair view of the Group's loss for the year ended 31 December 2024; and
- the Group Financial Statements have been properly prepared in accordance with UK-adopted international accounting standards.

In our opinion, except for the possible effects solely on the comparative information for the year ended 31 December 2023 of the matters described in the Basis for modification of opinion on the financial statements section of our report, the Group Financial Statements give a true and fair view of the state of the Group's affairs as at 31 December 2024.

Qualified opinion on the Parent Company Financial Statements

In our opinion, except for the possible effects solely on the comparative information for the year ended 31 December 2023 of the matter described in the *Basis for modification of opinion on the financial statements* section of our report, the Parent Company Financial Statements give a true and fair view of the state of the Parent Company's affairs as at 31 December 2024.

In our opinion, except for the possible effects of the matter described in the *Basis for modification of opinion on the financial statements* section of our report, the Parent Company Financial Statements have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework.

2. Basis for modification of opinion on the financial statements

Historical accounting positions and potential prior year errors

While undertaking our audit work for the year ended 31 December 2024 we became concerned that the Group had provided us with incomplete and/or inaccurate information regarding the performance of certain contracts in the Projects business unit during our audit for the year ended 31 December 2023.

Following our communication to the Board in October 2024 of this and other concerns that we had identified at that point in our current year audit, we requested the Group to commission an independent review focusing on reported positions in the Projects business unit, accounting, governance and controls. This independent review is further described on page 122 and was a condition of us continuing the 2024 audit that we communicated to the Board.

The findings from this independent review included material weaknesses and failures in the Group's financial culture within the Projects business unit and engagement between Group Finance and the Projects business unit. Among these failures were inappropriate management pressure and override to maintain previously reported accounting positions, including through unsupported dispensations from applying the Group's accounting policies, and over-optimism and/or lack of evidence in respect of accounting judgements. The cultural failings led to instances of information being inappropriately withheld from us, and unreliable information being provided to us. Issues were identified in certain contracts in the Projects business unit, particularly in relation to legacy lump sum turnkey ("LSTK") projects. Those issues included the incorrect application of relevant accounting standards. Gaps and deficiencies were identified in the design and implementation of controls which relate to the monitoring and reporting of project positions within the Projects business unit.

Before the commencement of the independent review, given our concerns and anticipating the potential findings from the independent review, we had identified an increased risk of management override of controls (see section 4 of our report) and additional significant risks of material misstatement due to fraud, and had planned incremental procedures in response. We further reassessed our audit strategy and revised our procedures throughout the audit in response to the findings from our audit work and the independent review where we considered appropriate. The planning and performance of these additional procedures extended the period necessary to perform our work.

2. Basis for modification of opinion on the financial statements (continued)

As a result of our concerns raised during the current year audit, many of which were subsequently confirmed by the results of the independent review, the Group has reconsidered several previous accounting positions and judgements, including the impairment assessments of goodwill and the Parent Company's investment in subsidiary as at 31 December 2023. The Group identified several potential prior period errors in the Group Financial Statements, including in relation to LSTK contracts, Software and the Projects business unit's central balances and contingency releases. For some of these positions the Group has made judgements as to whether a prior period error existed or whether the circumstances represent a change in estimate or judgement, and what period(s) any errors related to. As a result, the Group has recorded various restatements, as set out in note 1, that have overall reduced the Group's net assets by \$301.2m as at 1 January 2023 and \$378.0m as at 31 December 2023 and increased the Group's total comprehensive expense for year ended 31 December 2023 by \$76.8m. The Group has concluded that other matters were changes in accounting estimates and/or judgements, or any prior period errors were immaterial and therefore have been accounted for in the current year.

We identified a specific key audit matter in relation to the treatment of identified potential prior period errors on the basis that the determination of the appropriate accounting adjustment and the appropriate financial period in which to recognise any adjustment, and the decision as to which errors to restate comparatives for, present both a significant risk of error, and an opportunity for management bias. We planned incremental audit procedures over the Group's accounting for these matters, as set out in section 4 of our report. However, it was not possible for us to obtain sufficient appropriate audit evidence over the Group's reconsidered accounting position at 31 December 2023 and, where relevant, 1 January 2023 for a number of these historical accounting positions due to several factors including, but not limited to, the following:

- i. Findings arising from the independent review concluded during 2025 regarding the conduct of certain key personnel, who were responsible for a number of original judgements and estimates. These findings include matters being misrepresented to us, instances where information was inappropriately withheld from us, and/or misleading information provided to us. As a result, we were not provided with all the relevant information that should have been made available to us to in forming our opinion on the Company's 2023 financial statements that we issued on 28 March 2024.
- ii. These findings from the independent review gave rise to concerns about the competence, integrity, ethical values or diligence of certain key personnel who were involved in providing us information relevant to the current year audit. Management and those charged with governance have sought to take action to address those concerns, including in relation to the individuals concerned. However, the effect that such concerns had on the reliability of representations and audit evidence in general was such that we considered it necessary to obtain evidence from alternative sources in relation to a number of these historical accounting positions. In some cases, this evidence was limited due to the matters noted below.
- iii. Inadequate accounting records were retained by the Group and/or knowledge of historical accounting has been lost following the departure of key finance and operational personnel who were responsible for the original judgements and estimates.
- iv. Whilst we requested that the directors provide additional contemporaneous evidence regarding the accounting treatments, including judgements and estimates, previously applied they were unable to do so within the time the directors made available to us to conclude the audit (see further details below), or they concluded that it was not practicable or possible to obtain such further evidence. In addition, the availability of contemporaneous evidence that was not affected by hindsight at each potentially affected balance sheet date was, in some cases, inherently limited.
- v. In relation to the majority of revenue related matters identified in the independent review, the directors have only considered accounting estimates and judgements related to certain aspects of the contract without performing a full contract accounting analysis as at 31 December 2023. Had such a full analysis been performed, it may have identified further prior year accounting considerations, particularly given the significant amounts of judgement involved in contract accounting.

In addition, the directors have imposed time constraints upon us (see below). As a result, we have either been unable to perform alternative audit procedures, or unable to complete our assessment of whether there were alternative audit procedures that we could perform, to obtain sufficient appropriate audit evidence in respect of these matters. This includes not being able to obtain sufficient appropriate audit evidence over the appropriateness of the Group's assessment of whether some of these matters represent errors; their determination of the appropriate accounting adjustment and the appropriate financial period(s) to adjust; and their decision as to which errors to restate comparatives for.

Accordingly, we have been unable to obtain sufficient appropriate audit evidence over the accounting recorded for numerous of these historical positions in the 2024 Group Financial Statements as at 1 January 2023 and 31 December 2023, and consequentially the associated amounts recognised in the Group's profit and loss account for the years ended 31 December 2023 and 2024. In addition, we have been unable to obtain sufficient appropriate audit evidence over whether an impairment of the Parent Company's investment in subsidiary should have been recognised in the Parent Company Financial Statements as at 31 December 2023, and if so the quantum, and consequentially any potential impacts on the Parent Company's disclosed profit for the year ended 31 December 2023 and loss for the year ended 31 December 2024.

Independent auditor's report continued

2. Basis for modification of opinion on the financial statements (continued)

Management-imposed time constraints

In September 2025 the directors informed us that they would not provide us with any further information and would refuse us any further time to complete our audit after 27 October 2025 and would require us to sign as soon as they had authorised and signed the 2024 financial statements. Whilst we have continued to progress our audit procedures until the directors authorised and signed the 2024 financial statements on the 30 October 2025, as a result, we have been unable to complete our audit procedures and obtain sufficient appropriate audit evidence over the Group's loss, other comprehensive expenses and cash flows and the Parent Company's disclosed loss for the year ended 31 December 2024, including in respect of the risk of material misstatement due to management override in relation to amounts recognised in the income statement.

Overall impact

We requested the directors remove these limitations on the scope of our audit, and communicated this to the Audit, Risk and Ethics Committee. We also considered, as is required by auditing standards, whether we should withdraw from the audit. Given the stage of completion of our audit at the time that management imposed the scope limitation, we concluded that it was not practicable nor in the public interest to withdraw and resolved to complete the audit to the fullest extent possible based on the information and evidence available to us.

Group Financial Statements

As a result of all the above matters, we have been unable to determine whether any adjustments were necessary to the Group's reported balances as at 1 January 2023 or 31 December 2023, and therefore whether there were any consequential effects on the Group's losses and cash flows for the years ended 31 December 2023 and 2024. Due to the potentially pervasive impacts to the consolidated income statement for the year ended 31 December 2024 because of all the above matters, we have disclaimed our opinion on the Group's loss for the year ended 31 December 2024.

Nevertheless, we have concluded that the audit evidence we have obtained is a sufficient and appropriate basis for our qualified opinion on the state of the Group's affairs as at 31 December 2024. Our opinion on the state of the Group's affairs is qualified solely in relation to the comparative information as at 31 December 2023.

Parent Company Financial Statements

As a result of all the above matters, we have been unable to determine whether any adjustments were necessary to the Parent Company's investment in subsidiary balance as at 31 December 2023 and therefore whether there were any consequential effects on the Parent Company's disclosed profit for the year ended 31 December 2023 and loss for the year ended 2024.

We have concluded that the audit evidence we have obtained is a sufficient and appropriate basis for our qualified opinion on the Parent Company Financial Statements.

Our responsibilities in relation to our qualified opinion on the Group's affairs as at 31 December 2024 and our qualified opinion on the Parent Company Financial Statements are described in section 11 of our report.

3. Material uncertainty related to going concern

	The risk	Our response
Going concern <i>Refer to page 119 (Audit, Risk & Ethics Committee Report)</i> We draw attention to pages 159 to 162 of the Group Financial Statements which indicates that the directors have identified a material uncertainty concerning the completion of the planned acquisition by Sidara, Sidara's plans for future operations and in the absence of the successful completion of the acquisition the continued availability of sufficient, appropriate funding. These events and conditions, along with the other matters explained on pages 159 to 162 of the Group Financial Statements, constitute a material uncertainty that may cast significant doubt on the Group's and the Parent Company's ability to continue as a going concern. Our opinion is not further modified in respect of this matter.	Disclosure quality The financial statements explain how the Board has formed a judgement that it is appropriate to adopt the going concern basis of preparation for the Group and Parent Company. That judgement is based on an evaluation of the inherent risks to the Group's and Parent Company's business model and how those risks might affect the Group's and Parent Company's financial resources or ability to continue operations over the period from the date of approval of the financial statements to 31 December 2026 ("the going concern assessment period"). There is little judgement involved in the directors' conclusion that risks and circumstances described on pages 159 to 162 of the Group Financial Statements represent a material uncertainty over the ability of the Group and Parent Company to continue as a going concern over the going concern assessment period. However, the assessment as to whether the Group and Parent Company were a going concern represented a significant judgement. Clear and full disclosure of the facts and the directors' rationale for the use of the going concern basis of preparation, including that there are related material uncertainties, is a key financial statement disclosure and so was the focus of our audit in this area. Auditing standards require that to be reported as a key audit matter. We identified a fraud risk associated with the risk of management bias in relation to estimation of the revenue, gross margins and overheads forecasts assumptions used in the forecasts. This is as a result of our concerns identified throughout the audit (as set out in section 2 of our report) and the findings from the independent review, which increased our assessment of the potential for management bias in the forecasts.	Our procedures included: Funding assessment: We inspected the Group's funding agreements, including the "Amendment and Extension" agreements associated with the Group's debt refinancing, to identify relevant financial and non-financial covenants and key terms, including the maturity dates. For the "Amendment and Extension" agreements, we also identified the key terms and conditions, including the dependencies required before these agreements become effective. Based on the maturity dates of these agreements we assessed the appropriateness of the Group's going concern assessment period. We also inspected the facility agreement to understand the terms and conditions of the Sidara financing. Covenant assessment: We assessed whether the forecasts used for the purpose of assessing compliance with covenants appropriately reflected the definitions set out in the funding agreements. We reperformed calculations for key financial covenants at each test date in the going concern assessment period, in order to assess the expected compliance with these covenants. Use of specialists: We involved our debt restructuring and turnaround advisory specialists to support our assessment of the risks associated with going concern, including supporting our procedures over assessing the Group's short term and longer-term liquidity assumptions, solvency and sensitivity analysis. Our sector experience: We considered the directors' initial sensitivities over the level of available financial resources indicated by the Group's financial forecasts taking account of severe, but plausible adverse effects that could arise individually and collectively. Using our knowledge of the Group, and its industry, we identified that there were risks which could impact the Group's adjusted EBITDA and cashflows during the going concern assessment period that had not been factored into the directors' initial assessment. We challenged the directors to perform additional sensitivity analysis by preparing an alternative more severe but plausible downside scenario, to take these risks into account. Our work on the revised assessment included evaluating whether the Group's key assumptions over forecast revenue, gross margin, overheads and resulting adjusted EBITDA margin are realistic, sufficiently severe in the plausible downside scenario and consistent with the external and internal environment. We performed this evaluation with reference to our knowledge of the business, and general market and macro-economic conditions, as well as assessing whether the forecasts reflected the current uncertainties surrounding the Group. Independent expectation: In response to the fraud risk identified in respect of the revenue, gross margin and overheads cash flow forecasts, we developed an independent expectation of these cashflows and compared this to the Group's cashflow forecasts. We conducted interviews of key personnel across the Group and considered our sector knowledge to inform our independent expectation. Enquiry of directors: we inquired with the directors as to their discussions to date with Sidara in relation to their intention if the acquisition completes. Assessing transparency: We assessed the completeness and accuracy of the matters covered in the going concern disclosure, to consider whether they sufficiently explain the uncertainties and related judgements made by the directors in assessing whether the going concern basis of preparation is appropriate. Our results: We found the going concern disclosure on pages 159 to 162 of the Group Financial Statements with a material uncertainty to be acceptable.

Independent auditor's report continued

4 Other key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. The matters described in the Basis for modification of opinion on the financial statements and Material uncertainty related to going concern sections of our report are both significant key audit matters and are described in sections 2 and 3 of our report respectively. We summarise below the other key audit matters, in decreasing order of audit significance, in arriving at any audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming any opinion thereon, and consequently are incidental to any opinion, and we do not provide a separate opinion on these matters.

	The risk	Our response
Management override of controls <i>Refer to pages 116 to 121 (Audit, Risk & Ethics Committee Report)</i>	During the course of our current year audit we became concerned that the Group had provided us with incomplete and/or inaccurate information regarding the performance of certain contracts in the Projects business unit that was known at the date of our audit report on the 2023 financial statements, and during management's preparation of the interim financial statements for the six month period ended 30 June 2024. Given this and the subsequent challenges that we faced in our audit in obtaining sufficient and appropriate audit evidence regarding amounts recognised in the first half of the year, we requested that the Board commission an independent review into the reported positions on contracts in the Projects business unit and the actions of senior management during the financial close processes. The Board engaged advisors to carry out an independent review focusing on reported positions in the Projects business unit, accounting, governance and controls. The independent review identified material weaknesses and failures in the Group's financial culture within the Projects business unit, misalignment between tone from the top and corporate governance requirements, leading to management override of internal controls over financial reporting and instances of information being inappropriately withheld from us, and unreliable information being provided to us. Our audit and the independent review also identified: - a number of potential prior period errors to the Group's previously reported income statement, balance sheet and cash flow statement (see below our separate key audit matter on the treatment of identified potential prior period errors). - weaknesses in the ethics and compliance processes and the "speak up" culture of the group. Further details of the independent review can be found in the Audit, Risk and Ethics Committee section on pages 122 to 123.	Our response included revisiting our risk assessment and materiality, which resulted in us reducing performance materiality as a percentage of materiality and increasing the number of components where we performed audit procedures for the Group audit purposes. In response to the increased risk, we involved additional senior audit team members in the audit, and a significant amount of senior audit team member time was spent in response to this risk. We also determined a range of incremental procedures to be undertaken both at the Group level and at certain components. This included: Use of forensic specialists: with the assistance of our forensic specialists we: - attended meetings with management and advisors appointed by the Board in relation to the independent review and challenged the scope and methodology of the independent review carried out by the Board's advisors; - read whistleblowing reports and for a selection of reports we understood the Group's response to the matter and actions in response to assess possible impacts on the financial statements and our audit approach. - identified fraud risks. This included holding a discussion with the engagement partner, engagement manager and engagement quality control reviewer, and assisting with designing and executing relevant audit procedures to respond to the identified fraud risks. Extended scope: we identified incremental risk criteria, informed by the findings of the independent review, for journal entries that we considered had characteristics of being fraudulent. For journals that met this risk criteria, we sought to compare the entry to supporting documentation. In response to an instance of management override that we identified through our journals testing, we exercised judgement as to whether it was acceptable for the Group not to record an adjustment in relation to this matter. In addition, we considered whether an amendment to our risk assessment or approach was appropriate. Enquiry of management: for components where we performed audit procedures, we made inquiries of individuals involved in the financial reporting process about whether they were aware of any inappropriate or unusual activity relating to the processing of journal entries and other judgements. Extended scope: we performed additional unpredictable procedures, including extending our testing over the existence of all reported cash balances by either obtaining external confirmations or performing alternative procedures. Extended scope: for components where we performed no audit procedures, we applied increased scrutiny in the analytical procedures we performed at the aggregated Group level to re-examine our assessment that there was not a risk of material misstatements relating to these components. Accounting analysis: we assessed accounting estimates for bias and evaluated whether the circumstances producing the bias, if any, represented a risk of material misstatement due to fraud. Where fraud risks were identified in relation to our other key audit matters, the incremental responses to these have been included in the respective key audit matters - see our key audit matters on goodwill impairment, contract accounting in respect of fixed price contracts, going concern, treatment of identified potential prior period errors, and recoverability of Parent Company's investment in subsidiary.

4 Other key audit matters: our assessment of risks of material misstatement (continued)

The risk	Our response
Taking into account the matters we identified and the findings from the independent review, we assessed an increased risk of potential management override of controls due to fraud. We reassessed the fraud risks arising from management override of controls by considering potential areas where the financial statements could be manipulated. In performing this assessment, we considered pressures or incentives to achieve certain IFRS or non-IFRS measures which could exist in light of: the decline in the Group's share price; market expectations regarding a return to free cashflow; low headroom on debt covenants; the need to refinance significant debt; and interest from potential acquirers. Our considerations included the potential risk for: inappropriate accounting estimates and judgements where there is an opportunity for manipulation or bias due to the subjectivity; the posting of fictitious or fraudulent journal entries; or inappropriate accounting for significant transactions that are outside the normal course of business for the Group.	Accounting analysis: We considered whether there were any significant transactions that were outside the normal course of business, or that otherwise appeared to be unusual due to their nature, timing or size. Board representations: we assessed the enhancement in the Board's approach to approving the Group's representations given our challenge following the findings of the independent review. In addition to our response set out herein, our separate key audit matters on goodwill impairment, contract accounting in respect of fixed price contracts, going concern, treatment of identified potential prior period errors, and recoverability of Parent Company's investment in subsidiary describe further procedures in response to these matters and our work in respect of the risks of material misstatement due to fraud and breaches of laws and regulations is described in Section 5 of our audit report. Our results Following these incremental procedures, we are satisfied that the risk of material misstatements as a result of management override of controls in relation to the Parent Company and the Group balance sheets as at 31 December 2024 was reduced to an acceptable level. Due to the matters described in section 2 of our report, we have not been able to obtain sufficient appropriate audit evidence in relation to the risks of material misstatement due to management override in relation to amounts recognised in the Group income statement and cash flow statement during the year ended 31 December 2024 and the loss disclosed for the Parent Company for the year then ended.
Treatment of identified potential prior period errors Refer to pages 116 to 121 (Audit, Risk and Ethics Committee Report), and pages 171 and 172 of the Group Financial Statements (financial disclosures). Please see Accounting Policies on pages 171 and 172 and Note 5 on page 179	Through the course of our audit and from the findings of the independent review, a number of potential prior period errors in the Group Financial Statements were identified, particularly in relation to accounting for lump sum turnkey contracts, deferred tax assets and software intangible assets. The comparatives have been restated for a number of these matters where the Group concluded there were errors, as further described in note 1. This has reduced Group net assets as at 1 January 2023 by \$301.2m, net assets as at 31 December 2023 by \$378.0m and increased the Group's total comprehensive expense for the year ended 31 December 2023 by \$76.8m. The Group has concluded that other matters were changes in accounting estimates and/or judgements, or any prior period errors were immaterial and therefore have been accounted for in the current year. The Group's assessment of whether or not these items represent errors; their determination of the appropriate accounting adjustment and the appropriate financial period; and their decision as to which errors to restate comparatives for, presents both a significant risk of error, due to complexity in the underlying accounting, and an opportunity for management bias.
	We performed the tests below rather than seeking to rely on any of the Group's controls because the nature of the matter is such that we would expect to obtain audit evidence primarily through the detailed procedures described. Our procedures included: Accounting analysis: we assessed the Group's position for each item identified as representing a potential prior period error to challenge whether the position was being assessed under the appropriate accounting standard. We considered the Group's judgement of whether a prior period error existed or a change in accounting estimate for each matter identified by: - challenging whether the Group's assessment was based upon information that was reasonably available to the Group at the date of approval of the relevant financial statements; and - assessing whether the previous accounting represented an acceptable position based upon that information, and therefore whether any changes in position should be accounted for prospectively in the current period. For those items where we had sufficient appropriate audit evidence to conclude on whether a prior period error existed and the Group's proposed adjustment: - we assessed the acceptability of the Group's decision on which errors to restate for, and whether there were any indicators of management bias. - for prior period errors corrected in the current year, rather than by restating previous periods, we assessed the acceptability of this treatment by considering whether these errors were individually or in aggregate material to the users of the prior year financial statements. Assessing transparency: we assessed the adequacy of the Group's disclosures in relation to the rationale for, and financial effect of, the prior year restatements recognised. Our results As further explained in section 2 of our report, there are several potential prior period errors where we were unable to conclude whether the Group's accounting treatment in relation to the comparatives, and any consequential impacts on the 2024 profit and loss, was acceptable.

Independent auditor's report continued

4 Other key audit matters: our assessment of risks of material misstatement (continued)

	The risk	Our response
Goodwill impairment (Goodwill \$1,785.2m; 2023: \$3,816.5m). (Goodwill impairment - \$1,961.1m; 2023: \$nil). Refer to pages 116 to 121 (Audit, Risk and Ethics Committee Report), page 163 (accounting policies) and note 10 (financial disclosures).	Forecast-based assessment The Group has recognised a total goodwill impairment charge of \$1,961.1m across the Projects, Operations and Consulting cash generating units ("CGUs"). The Group has estimated recoverable amounts for goodwill based on value in use which requires significant estimation in determining long-term growth rates and discount rates and forecasting future cash flows, including revenue and EBITDA margin, which comprises assumptions over gross margins and overhead margins. There was significant uncertainty surrounding the recoverability of the goodwill at 31 December 2024 because of the ongoing independent review, challenges in the macroeconomic environment in which the Group primarily operates and the significant challenge facing the Group regarding the ability to refinance the required debt facilities. The financial results in 2024 were also behind budget and the Group's market capitalisation on 31 December 2024 was significantly below the carrying value of the Group's net assets. As a result of the above challenges and uncertainty, the Group has made significant risk-adjustments to their assumptions, which are inherently subjective. The effect of these matters is that, as part of our risk assessment, we determined that the recoverable amount of goodwill, in particular in relation to the Projects, Operations and Consulting CGUs, had a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the Group Financial Statements as a whole and possibly many times that. The Group Financial Statements (note 10) disclose the sensitivities estimated by the Group. We also identified a fraud risk associated with the risk of management bias in relation to estimation of the revenue, gross margins and overheads forecasts assumptions used to determine the recoverable amount of goodwill. This is as a result of our concerns identified throughout the audit (as set out in section 2 of our report) and the findings from the independent review which increased our assessment of the potential for management bias in the forecasts.	We performed the tests below rather than seeking to rely on any of the Group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described. Assessing methodology: we assessed whether the principles and integrity of the forecast cash flows are in accordance with applicable standards with the involvement of our own valuation specialist. We also evaluated the reasonableness of the Group's change in assumptions relating to the allocation of central costs and assets to the CGUs. Given the size of the Projects, Operations and Consulting CGUs, our procedures focused on these and included: Our sector experience: we challenged the revenue growth assumptions used by comparing the Group's assumptions of growth in market share against external data (such as industry sector forecasts). We also challenged the gross margin and overheads assumptions with reference to our knowledge of Group-specific factors and wider macro-economic conditions. Independent expectation: In response to the fraud risk identified in respect of the revenue, gross margin and overheads cash flow forecasts, we developed an independent expectation of these cashflows and compared this expectation to the Group's risk-adjusted cashflows. We conducted interviews of key personnel across all CGUs and considered our sector knowledge to inform our independent expectation. Our sector experience: we challenged the long-term growth rates applied by the Group, with the involvement of our macroeconomics specialists, by comparing to external data. Our valuation expertise: assisted by our own valuation specialists, we challenged the assumptions used by the Group in the calculation of the discount rates based on our own expectations, using our knowledge of the Group and experience of the industry in which it operates. Comparing valuations: we assessed the reasonableness of the Group's explanations regarding significant differences between the market capitalisation and the carrying value of the Group's net assets, after impairment, with the assistance of our own valuation specialists. Sensitivity analysis: we performed sensitivity analysis, including reasonably possible changes in revenue growth rate, gross margins, overheads, alternative higher discount rate assumptions and lower long-term growth assumptions to assess the level of sensitivity to these assumptions and the range of reasonably possible impacts on the carrying amount. Assessing transparency: we assessed whether the Group's disclosures, relating to the sensitivity of the outcome of the impairment assessment to a reasonably possible adverse change in the discount rate, revenue growth rate, EBITDA margin and long-term growth rate, reflect the risks inherent in the recoverable amount of the CGUs. Our results We found the goodwill balance as at 31 December 2024 to be acceptable. Due to the matters described in section 2 of our report, we have not been able to obtain sufficient appropriate audit evidence over the goodwill balance recorded at 31 December 2023, and consequentially the impairment loss recognised in the year ended 31 December 2024.

4 Other key audit matters: our assessment of risks of material misstatement (continued)

	The risk	Our response
Contract accounting in respect of fixed price contracts <i>(Included within trade receivables of \$503.0m (2023: \$692.9m restated), gross amounts due from clients (contract assets) of \$337.4m (2023: \$400.3m restated), gross amounts due to clients (contract liabilities) of \$264.1m (2023: \$105.9m restated), Project related provisions of \$105.4m (2023: \$105.7m restated), and other non-current liabilities of \$232.5m (2023: \$77.4m restated).</i> <i>Refer to pages 116 to 121 (Audit, Risk and Ethics Committee Report), pages 159 to 172 (accounting policies), pages 171 and 172 (prior year restatement) and note 2 (financial disclosures).</i>	Subjective estimate: Fixed price ("lump sum") contracts can include both complex technical and commercial requirements and may last for a number of years. Recognition of revenue and profit or loss on such contracts relies on: - estimating the forecast costs to complete the contract, as revenue is recognised with reference to the percentage of costs incurred relative to total forecast costs on the contract; - incorporating an allowance in the assessment of contract revenue and costs for technical and commercial risks or customer claims or contract penalties (liquidated damages); - estimating the amount of variation orders that can be claimed under the existing contracts and the proportion of these that satisfy the highly probable revenue recognition criteria for variable consideration under IFRS 15, as well as determining whether the Group has an enforceable right to payment; and - appropriately identifying, estimating and providing for onerous contracts. The estimates above impact revenue for the period, receivables and contract assets, contract liabilities and onerous contract provisions. There can be significant judgement and complexity in these estimates. The effect of these matters is that, as part of our risk assessment, we determined that contract accounting in respect of fixed price contracts has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole and possibly many times that amount. This includes the Aegis Poland contract, which has the single greatest effect on the estimate. The financial statements (page 163 and note 2) disclose the estimations made by the Group. Furthermore, there is pressure on management to meet financial targets, as was also highlighted in the independent review, including revenue and profitability goals which could incentivise management to engage in fraudulent financial reporting. The estimation involved in recognising revenue and profit or loss on these lump sum contracts could present an opportunity to engage in fraudulent financial reporting. Our assessment of this risk has increased in the period considering in-year findings, including potential prior period errors, identified through the independent review.	Our work focused on a number of contracts, through an enhanced set of scoping criteria to reflect our identification of an increased risk following findings of the independent review, where we considered there to be the highest degree of management judgement and estimation. This included the Aegis Poland contract. Our procedures on these contracts included: Historical Comparisons: we assessed the Group's ability to accurately forecast end of life contract margins by comparing the previous estimates of total forecast costs and variable consideration to final agreed outcomes. Personnel Interviews: we obtained an understanding of the performance and status of selected contracts, through discussion with operational and finance contract project teams and internal counsel, where applicable, to consider whether relevant information was included in cost and revenue forecasts. Inspection of legal correspondence: for contracts in litigation or pre-litigation we obtained and inspected representation letters and other correspondence from external legal counsel to assess whether this corroborates or contradicts the Group's accounting position. Inspection of contracts and customer correspondence: for selected contracts, we inspected the contracts and correspondence with customers to assess whether where variation orders led to recognition of revenue, these are either due to contract modifications that are determined to be approved, or variable consideration that was included in the existing contracts and assessed as highly probable. Inspection of contracts: we inspected selected contracts for key financial clauses, such as liquidated damages, and we assessed whether such clauses were appropriately reflected in the amounts recognised. Test of details: we assessed the cost estimates within the forecasts by considering the forecast amount of work still to be delivered against historic programme run rates, challenged cost savings assumptions as well as assessing the appropriateness of contingencies included within the cost forecasts. Independent reperformance: we reperformed calculations of revenue based on percentage of completion, with reference to costs incurred. Use of specialists: for certain higher risk or larger contracts, we involved our project specialists to identify the risks and opportunities associated with the contract and developed a range of possible contract out-turns and challenged the appropriateness of revenue recognised and contract balances held in relation to these contracts. Assessing transparency: we assessed the adequacy of the Group's disclosures about the degree of estimation involved in arriving at the estimated revenue and the related contract assets and liabilities. We performed the tests above rather than seeking to rely on any of the Group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed substantive procedures described. Our results Following these procedures, we determined that the contract balances recognised associated with fixed price contracts within the Trade and Other receivables, Trade and Other payables, Other non-current liabilities and Provisions balance sheet captions at 31 December 2024 were acceptable. As further explained in section 2 of our report, we were unable to obtain sufficient appropriate audit evidence over the accounting recorded for numerous historical positions, including certain lump sum contracts, in the 2024 Group Financials as at 31 December 2023, and consequently the associated amounts recognised for these contracts in the profit and loss account for the year ended 31 December 2024. Therefore, we were unable to conclude whether the revenue recognised from fixed price contracts in the current year is acceptable.

Independent auditor's report continued

4 Other key audit matters: our assessment of risks of material misstatement (continued)

The risk	Our response
Litigations and claims related provisions and contingent liabilities <i>(Litigation related provisions – \$27.6m, 2023 restated: \$2.1m and certain amounts forming part of Project related provisions – \$105.4m, 2023 restated: \$105.7m, as disclosed in note 22) Refer to pages 116 to 121 (Audit, Risk and Ethics Committee Report), pages 159 to 172 (accounting policies) and notes 22 and 35 (financial disclosures).</i>	Omitted exposures In the normal course of business, potential exposures may arise from certain forms of adversarial formal and informal claims proceedings, including litigation, arbitration or possible regulatory investigations arising from breaches of laws and regulations. These exposures typically arise from historical contracts with customers where performance obligations are completed or terminated. Examples of such exposures include claims relating to historical work such as defect claims, regulatory investigations, health and safety matters or alleged professional negligence. There is a risk over the completeness of liabilities and contingent liabilities arising from such exposures. Furthermore, following the findings of the independent review and weaknesses we identified in the ethics and compliance processes, there is an increased risk related to completeness of provisions recognised and contingent liabilities disclosed arising from potential breaches of laws and regulations. As such, we have identified an increased risk over the completeness of litigations and claims related provisions recognised and contingent liabilities disclosed in the Group Financial Statements at 31 December 2024. Dispute outcome Under IAS 37, matters for which there is a probable outflow that is capable of being reliably estimated should be provided for. The amounts involved are potentially material, and the application of accounting standards to determine the amount, if any, to be provided for as a liability, is inherently subjective. The outcome of any such matters is uncertain, and any position taken by the Group typically involves significant judgements and estimates. The degree of estimation is generally dependent on the extent of information available at a point in time and many complex matters and uncertainties may take several years to be resolved. Ultimate resolution may be via negotiated settlement between the parties or formal process, such as mediation, arbitration or litigation. Our procedures included: Completeness and Accuracy testing of Legal Registers: we assessed the completeness and accuracy of the Group's Global Litigations Report and Significant Issues Report with reference to our inspection of board minutes and internal audit reports, our component auditors' reporting, enquiries with external counsel and verifying that relevant matters were captured in the aforementioned reports. In response to the increased risk over completeness identified in the current year, we performed the following incremental procedure to inform our assessment of the completeness of matters reported in the Group's Global Litigations Report and Significant Issues Report: comparing the cases and narrative of matters included within the Group's Commercial Watchlist to those in the Group's Litigations Report; obtained written representations from all Senior Vice Presidents of Legal to confirm that all matters that they were aware of were included within central registers; and inspected the legal due diligence register to assess whether for any instance of a law firm being engaged to represent the Group on a specific matter, that matter was included on the Global Litigations Report or Significant Issues Report. Inspection of Whistleblowing reporting for undisclosed liabilities: we obtained a copy of the Group's whistleblowing register from January 2023 to April 2025 to identify any potentially undisclosed liabilities impacting the Group. We identified certain gaps in the records of the Group's whistleblowing case management system, which increased our assessment of the risk of unidentified liabilities, which led to us extending our inspection of the register through to October 2025 and extending the scope or timing of certain other procedures described here. External Legal Counsel Inquiries: for all significant litigation cases and other higher risk legal cases to which the Group has appointed external legal counsel, we have inspected correspondence with the Group's external legal counsel, where available, accompanied by discussions and formal confirmations from that counsel, in order to assess the appropriateness of the Group's accounting treatment and/or disclosure for these matters. Assessment of External Legal Counsel: for each assessed matter where we performed inquiries of external counsel, we assessed the independence, competence and objectivity of the external counsel by inspecting their terms of engagement, qualifications and credentials. Inquiries of Internal Counsel: on all significant matters subject to adversarial proceedings, we have discussed the status of those matters with internal counsel at various stages throughout the year and the subsequent events period. These inquiries have informed our challenge of the Group's assessment as to whether the matter should be recognised as a provision or disclosed as a contingent liability. Subsequent Events: given the extended subsequent events period, we performed multiple sets of inquiries with a selection of these external and internal legal counsels to identify relevant updates to ongoing cases and to assess whether the Group has appropriately considered whether the events are adjusting or non-adjusting. We also tested settlements agreed post year-end to assess whether these are appropriately accounted for as at the balance sheet date. Assessment over Appropriateness of Provisions and Contingent Liabilities: we considered the case specific documentation (such as contracts, claim letters, expert reports) or other forms of evidence available (such as legal counsel representations) and evaluated the assumptions used by the Group in determining the likely economic outflow (such as the probability of settlement or the outcome of certain legal principles) in assessing whether a provision should be recognised or a contingent liability disclosed. Where a provision was recognised or an estimate of the potential financial effect disclosed, we also assessed the basis of the Group's estimate based on that evidence. Retrospective Review: we compared the value of settlement of historical litigations and contract related cases with similar fact patterns to assess the appropriateness of the Group's provisions recognised. Adequacy of Disclosure: we assessed whether the Group's disclosures detailing significant adversarial claims adequately disclose the potential exposures of the Group. This included assessing the acceptability of the level of disaggregation provided by the Group on individual exposures. We performed the tests above rather than seeking to rely on any of the Group's controls because the nature of the matters is such that we would expect to obtain audit evidence primarily through the detailed substantive procedures described. Our results We considered the litigation and claims-related provision recognised as at 31 December 2024 and the contingent liability disclosures made to be acceptable.

4 Other key audit matters: our assessment of risks of material misstatement (continued)

	The risk	Our response
Consolidation	During the period the Group has transitioned to a new consolidation system. There has been a significantly higher volume and complexity of journals posted at the Group level as part of the current year consolidation process, in particular due to the prior year adjustments disclosed on pages 171 and 172, incorrect journal entries that required correction, and late adjustments identified. Throughout the course of our current year audit, we have identified significant control deficiencies in the Group's financial reporting process in relation to: - elimination of complex intercompany transactions; - authorisation and supporting documentation for journals and other adjustments made at the Group level during the financial reporting close process; and - reconciliation of adjustments posted to the Group Financial Statements. As a result, we have spent a significant amount of time in our audit performing work over the Group's consolidation.	We performed the detailed tests below rather than seeking to rely on any of the Group's controls because our knowledge of the design of these controls indicated that we would not be able to obtain the required evidence to support reliance on controls. Our procedures included: Tests of details: for components where we performed audit procedures, we agreed the financial information included in the consolidation for those components directly to the component financial information that we had performed work over as part of the Group audit. Tests of details: we assessed the completeness of the current year consolidation adjustments by comparing to those recognised in the prior year. Reperformance: we independently recalculated the profit/loss and total comprehensive expense attributable to non-controlling interests and compared to the amount recognised. Reperformance: we sought to independently reconcile the Group's consolidation schedule to the Group Financial Statements, including in relation to prior period restatements. Tests of details: in addition to the journals testing performed to respond to the risk of management override of controls detailed in our separate key audit matter, we sought to assess the appropriateness of consolidation adjustments that were greater than our set quantitative threshold by inspecting supporting documentation. We also sought to assess whether these adjustments were in accordance with the Group's accounting policies and the relevant accounting standards. Tests of details: we obtained a list of intra-group transactions and balances to assess whether these had been appropriately eliminated within the consolidation. Our results In relation to the Group balance sheet as at 31 December 2024: the results of our procedures on the consolidation were satisfactory. Due to the matters described in section 2 of our report, we have not been able to obtain sufficient appropriate audit evidence in relation to the Group income statement and cash flow statement for the year ended 31 December 2024.
Parent Company risk: Recoverability of Parent Company's investment in subsidiary (Investment in subsidiary - \$1,308.6m; 2023: \$4,410.7m). (Investment in subsidiary impairment - \$3,127.9m; 2023: \$nil). Refer to pages 116 to 121 (Audit, Risk and Ethics Committee Report), pages 159 to 172 (accounting policies) and note 1 of the Parent Company Financial Statements (financial disclosures)	Forecast-based assessment The recoverability of the Parent Company's investment in subsidiary is subject to the same uncertainties set out in our key audit matter on goodwill impairment given the same forecasts are used in the investment impairment assessment. As a result, the Parent Company has recognised an impairment of \$3,127.9m in the current year. The effect of these matters is that, as part of our risk assessment, we determined that the recoverable amount of the Parent Company's investment in subsidiary had a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the Parent Company Financial Statements as a whole and possibly many times that. The Parent Company Financial Statements (note 1) disclose the sensitivity estimated by the Company. We considered there to be a fraud risk associated with the potential for management bias in the determination of the cash flow forecasts used to determine the recoverable amount of the Group. These forecasts are a significant input into the determination of the recoverable amount of the Parent Company investment and, therefore, we considered there to be a risk of management bias associated with the recoverability of the Parent Company's investment in subsidiary.	We performed the tests below rather than seeking to rely on any of the Parent Company's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described. Our procedures included: Comparing valuations: we compared the carrying amount of the investment with the recoverable amount of the investment. The Parent Company derived the recoverable amount of the investment from the recoverable amount of the Group, adjusted for the fair value of debt and other surplus assets and liabilities held by the Parent Company's direct and indirect subsidiaries. Our procedures over the recoverable amount of the Group included those detailed in our key audit matter on goodwill impairment. We assessed the appropriateness and completeness of the adjustments made by the Parent Company relating to the fair value of debt and other surplus assets and liabilities, including intercompany balances, held by the Parent Company's direct and indirect subsidiaries. Assessing transparency: We assessed whether the Parent Company's disclosures, relating to the sensitivity of the outcome of the impairment assessment to a reasonably possible adverse change in the discount rate, revenue growth rate, EBITDA margin and long-term growth rate, reflect the risks inherent in the recoverable amount of the Parent Company's investment in subsidiary. Our results We found the investment in subsidiary balance as at 31 December 2024 to be acceptable. Due to the matters described in section 2 of our report, we have not been able to obtain sufficient appropriate audit evidence over the investment in subsidiary balance recorded at 31 December 2023, and consequently the impairment loss recognised in the year ended 31 December 2024.

Independent auditor's report continued

5 Our application of materiality and an overview of the scope of our audit

Materiality

The scope of our work is influenced by our view of materiality and our assessed risk of material misstatement.

Materiality for the Group Financial Statements as a whole was set at \$30m (2023: \$30m), determined with reference to a benchmark of Group revenue from continuing operations. We considered Group revenue to be the most appropriate benchmark as it provides a more stable measure year on year than Group loss before tax. This is consistent with 2023. In setting group materiality at planning, we determined materiality using forecast Group revenue. This represents 0.6% of the final Group revenue value (2023: 0.5% of the previously reported revenue from continuing operations). We reconsidered our current year materiality in the context of the findings from the independent review alongside the findings from our audit and concluded that the benchmark and materiality amount for the Group Financial Statements as a whole remained appropriate.

Materiality for the Parent Company Financial Statements as a whole was set at \$29m (2023: \$29m), determined with reference to a benchmark of Parent Company total assets. We determined materiality using the forecast Parent Company's total asset. Our materiality represents 0.8% (2023: 0.4%) of the final total assets value. We reconsidered the materiality amount for the Parent Company Financial Statements as a whole and concluded that it remained appropriate.

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole.

Performance materiality was initially set at 75% (2023: 75%) but was subsequently revised downwards to 50% of materiality for the financial statements as a whole, which equates to \$15m (2023: \$22.5m) for the Group and \$14.5m (2023: \$21.75m) for the Parent Company. We revised the percentage applied for the purposes of determining performance materiality in response to control deficiencies identified during the current and prior period, the level of identified misstatements and the findings from the independent review.

We agreed to report to the Audit, Risk and Ethics Committee any corrected or uncorrected identified misstatements exceeding \$1.5m (2023: \$1.5m), in addition to other identified misstatements that warranted reporting on qualitative grounds.

Overview of the scope of our audit

This year, we applied the revised group auditing standard in our audit of the consolidated financial statements. The revised standard changes how an auditor approaches the identification of components, and how the audit procedures are planned and executed across components.

In particular, the definition of a component has changed, shifting the focus from how the entity prepares financial information to how we, as the group auditor, plan to perform audit procedures to address group risks of material misstatement. Similarly, the group auditor has an increased role in designing the audit procedures as well as making decisions on where these procedures are performed (centrally and/or at component level) and how these procedures are executed and supervised. As a result, we assess scoping and coverage in a different way and comparisons to prior period coverage figures are not meaningful. In this report we provide an indication of scope coverage on the new basis.

We performed risk assessment procedures to determine which of the Group's components are likely to include risks of material misstatement to the Group Financial Statements and which procedures to perform at these components to address those risks. In response to the matters discussed in the management override of controls key audit matter in section 4, we revisited our risk assessment and increased the number of components where we performed audit procedures for the Group audit purposes.

The Group operates through a significant number of legal entities. We identified 2 quantitatively significant components which contained the largest percentages of total revenue of the Group for which we performed audit procedures.

We also identified 4 components as requiring special audit consideration, owing to Group risks relating to revenue residing in these components.

Additionally, we selected 24 components with accounts and disclosures contributing to specific risks to the Group financial statements, including in some cases the heightened risk of management override of controls described in section 4 of our report.

Accordingly, we performed audit procedures on 30 components. We involved component auditors on 17 components. We set the component materialities, ranging from \$5m to \$14m, having regard to size and risk profile.

We planned our audit procedures to cover approximately 80% of the Group's initially forecast revenue. However, due to the matters described in section 2 of our report, we have been unable to form an opinion on the Group's loss for the year.

We performed audit procedures over the Group's cash and cash equivalents, goodwill and other intangibles, and retirement benefit scheme surplus, which in aggregate represent 58% of the Group's total assets. In addition, we performed audit procedures in relation to components and consolidation adjustments that overall accounted for 50% of the Group's total assets excluding the balances referenced above. For the remaining components, we performed analysis at a Group level to re-examine our assessment that there is not a risk of material misstatement relating to these components.

The Group auditor performed the audit of the parent Company.

Group auditor oversight

As part of establishing the overall Group audit strategy and plan, we conducted risk assessment and planning discussion meetings with component auditors to discuss Group audit risks relevant to the components

We visited 4 component auditors in 4 locations to assess the audit risks and strategy. Video and telephone conference meetings were also held with these component auditors and others that were not physically visited. At these visits and meetings, the results of the planning procedures and further audit procedures communicated to us were discussed in more detail, and any further work required by us was then performed by the component auditors. The incidence of component visits and the frequency of other component auditor interactions was increased as part of our revised audit strategy. This included an additional global component briefing in January 2025 to explain the changes in our risk assessment in detail. In response to our concerns identified throughout the audit and the findings from the independent review, we communicated our updated risk assessment and any changes to the original instructions to component auditors as appropriate. This included instructing component auditors to perform incremental procedures over high-risk journal entries as described in our management override of controls key audit matter in section 4 of our report. We also instructed all component auditors to perform enhanced subsequent events procedures and enquiries.

We inspected the work performed by the component auditors for the purpose of the Group audit and evaluated the appropriateness of conclusions drawn from the audit evidence obtained and consistencies between communicated findings and work performed, with a particular focus on management override of controls and contract accounting in respect of fixed price contracts.

Impact of controls on our Group audit

As outlined by the Audit, Risk & Ethics Committee on page 120, the Group has several significant deficiencies in its internal system of controls, as identified by the independent review, and also consistent with our own audit findings in the current year. As a result, we did not plan to rely on controls in the majority of areas of our audit and performed a predominately substantive audit. We have also identified the risk of management override of controls as a key audit matter and have performed additional procedures in response to this risk as outlined in section 4 of our report.

6 The impact of climate change on our audit

In planning our audit, we have considered the potential impact of climate change on the Group's business and the financial statements.

The Group has set out its commitments on climate change to reduce scope 1 and 2 carbon emissions by 40% by 2030. Climate change impacts the Group in a variety of ways, creating both risks and opportunities. The opportunities include potential for capitalising on the growth in markets arising from energy transition. The risks include demand uncertainty relating to the market's response to climate issues, the pattern of energy transition, and the Group's ability to respond to this.

As part of our audit, we have made enquiries of management to understand the extent of the potential impact of climate change on the Group's financial statements. We have performed a risk assessment of how the impact of climate change may affect the financial statements and our audit. Our risk assessment focused on the risk climate change may pose to the determination of future cash flows used in assessments such as impairment. On the basis of our risk assessment, we determined that goodwill impairment is the area which could be the most impacted area of our audit.

As explained in note 10 of the Group Financial Statements, in preparing the value-in-use calculations the Group has considered the risks and opportunities related to energy transition and security. Our audit response to the goodwill impairment key audit matter in section 4 of our report included us challenging the revenue and long-term growth rate assumptions used in the value in use calculations by comparing the Group's assumptions of growth against external data, which inherently factors in current market expectations of the impact of climate.

Taking into account our risk assessment procedures and the relatively short-term nature of the Group's other assets we have not identified any other key audit matters relating to climate change.

Independent auditor's report continued

7 Going concern basis of preparation

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Parent Company, or to cease their operations, and as they have concluded that the Group and the Parent Company's financial position means that this is realistic over the period from the date of approval of the financial statements to 31 December 2026 ("the going concern period"). As stated in section 3 of our report, they have also concluded that there is a material uncertainty related to going concern.

An explanation of how we evaluated management's assessment of going concern is set out in section 3 of our report.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have nothing material to add or draw attention to in relation to the directors' statement on pages 159 to 162 to the Group Financial Statements on the use of the going concern basis of accounting, and their identification therein of a material uncertainty over the Group and Parent Company's ability to continue to use that basis for the going concern period; and
- the related statement under the UK Listing Rules set out on pages 148 and 149 is materially consistent with the financial statements and our audit knowledge.

8 Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud.

As described in the key audit matter relating to management override of controls in section 4 of our report, we performed a number of incremental risk assessment procedures in response to the findings of the independent review.

In addition, our risk assessment procedures also included:

- Enquiring of directors, the Audit, Risk and Ethics Committee, internal audit, the ethics and compliance team and the internal legal team as to the Group's high-level policies and procedures to prevent and detect fraud as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Inspection of the Group's internal policy documentation, including those covering the internal audit function, the ethics and compliance function and the Group's channels for "whistleblowing".
- Reading Board, Audit, Risk and Ethics committee, and Investigation Oversight Committee minutes to the extent that these have been made available to us.
- Attendance by senior members of the audit team at the majority of Audit, Risk and Ethics committee and Investigation Oversight Committee meetings during the year and subsequent to year end. Our forensic specialists also attended a number of these meetings.
- Considering remuneration incentive schemes and performance targets for management and directors including the annual bonus plan and long-term incentive plan.
- Using analytical procedures to identify any unusual or unexpected relationships.
- Reading the reports prepared by the Company's external advisors setting out the findings of the independent review.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit. This included communication from the Group audit team to component auditors of relevant fraud risks identified at the Group level and requests to component auditors to report to the Group audit team any instances of fraud that could give rise to a material misstatement at the Group level.

As required by auditing standards, and taking into account possible pressures to meet profit targets, external debt covenant thresholds and our knowledge of the control environment, we performed procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular over fixed price contracts where there is increased opportunity for fraudulent financial reporting due to the estimation involved, and the risk of bias in accounting estimates and judgements such as revenue, gross margins and overhead forecast assumptions used in the goodwill and parent company investment impairment testing and for the going concern assessment. Further detail in respect of these key audit matters and the procedures performed in response to these fraud risks is included in section 4 of our report.

We did not identify any additional fraud risks.

Due to the matters described in section 2 of our report, we have not been able to obtain sufficient appropriate audit evidence in relation to the risks of material misstatement due to fraudulent revenue recognition on fixed price contracts, management override, goodwill impairment or impairment of the Parent Company's investment in subsidiary in relation to amounts recognised in the income statement during the year ended 31 December 2024.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the directors and other management (as required by auditing standards), and from inspection of the Group's regulatory and legal correspondence and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We read the Company's legal advice in connection with the possible implications of the findings from the independent review and the potential for resultant breaches of applicable laws or regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. This included communication from the Group audit team to component auditors of relevant laws and regulations identified at the Group level, and a request for component auditors to report to the Group audit team any instances of non-compliance with laws and regulations that could give rise to a material misstatement at the Group level.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, taxation legislation, and pensions legislation in respect of defined benefit pension schemes and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Due to the matters described in section 2 of our report, we do not express an opinion on whether the financial statements, strategic report or directors' report have been prepared in accordance with the requirements of Companies Act 2006. Section 10 of our report also details the impact of the limitation on our work described in section 2 of our report on the matters that we are required to report on by exception under Companies Act 2006.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, anti-bribery and anti-corruption, money laundering legislation, employment law and social security legislation, contract legislation, Foreign Corrupt Practices Act, environmental protection legislation, federal acquisition regulations, specific aspects of the Listing Rules and financial conduct regulation, and certain aspects of company legislation recognising the nature of the Group's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

For the asbestos related litigation and contingent liability matters discussed in notes 21 and 35, we assessed the disclosures against our understanding gained through the audit procedures performed, including inspection of legal correspondence where appropriate.

Further detail in respect of certain litigation-related provisions and contingent liabilities is set out in the key audit matter disclosures in section 4 of this report.

We discussed with the Audit, Risk and Ethics committee matters related to actual or suspected breaches of laws or regulations, for which disclosure is not necessary, and considered any implications for our audit.

Context of the ability of an audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that an auditor may not detect some material misstatements in the financial statements, even though the auditor has properly planned and performed the audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Independent auditor's report continued

9 Other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge.

Due to the matters described in section 2 of our report, including that we have been unable to complete our procedures, and the possible consequential effect on the other information, we have been unable to determine whether there are material misstatements in the other information, including the strategic report and the directors' report.

Strategic report and directors' report

Due to the matters described in section 2 of our report and the possible consequential effect on the related disclosures in the strategic report and directors' report, we do not express an opinion on whether the information given in the strategic report and the directors' report for the financial year is consistent with the financial statements, or on the preparation of those reports in accordance with the Companies Act 2006.

Directors' remuneration report

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Disclosures of emerging and principal risks and longer-term viability

We are required to perform procedures to identify whether there is a material inconsistency between the directors' disclosures in respect of emerging and principal risks and the viability statement, and the financial statements and our audit knowledge.

Based on those procedures, other than the material uncertainty related to going concern referred to above, we have nothing further material to add or draw attention to in relation to:

- the directors' confirmation within the viability statement on page 94 that they have carried out a robust assessment of the emerging and principal risks facing the Group, including those that would threaten its business model, future performance, solvency and liquidity;
- the "Principal risks and uncertainties" disclosures describing these risks and how emerging risks are identified, and explaining how they are being managed and mitigated; and
- the directors' explanation in the viability statement of how they have assessed the prospects of the Group, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We are also required to review the viability statement under the UK Listing Rules. Based on the above procedures, we have concluded that the above disclosures are materially consistent with the financial statements and our audit knowledge.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our financial statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Group's and Parent Company's longer-term viability.

Corporate governance disclosures

We are required to perform procedures to identify whether there is a material inconsistency between the directors' corporate governance disclosures and the financial statements and our audit knowledge.

Based on those procedures, we have concluded that the section of the annual report describing the work of the Audit, Risk and Ethics Committee, including the significant issues that the Audit, Risk and Ethics committee considered in relation to the financial statements and how these issues were addressed, is materially consistent with the financial statements and our audit knowledge.

Due to the matters described section 2 of our report and the possible consequential effect on the below disclosures, we have been unable to conclude that either of the following is materially consistent with the financial statements or our audit knowledge:

- the directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy; and
- the section of the annual report that describes the review of the effectiveness of the Group's risk management and internal control systems.

We are required to review the part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified by the UK Listing Rules for our review. We have nothing further to report in this respect beyond what is detailed above in this section of our report.

10 Matters on which we are required to report by exception

In respect solely of the limitations on our work described in section 2 of our report:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we have been unable to determine whether adequate accounting records have been kept by the Parent Company.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company Financial Statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made.

11 Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 150, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

Our responsibility is to conduct an audit of the financial statements in accordance with International Standards on Auditing (UK), and to issue an auditor's report. However, due to the significance of the matters described in the Basis for modification of opinion on the financial statements section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the Group Financial Statements other than on the state of the Group's affairs as at 31 December 2024.

We conducted the engagement in accordance with ISAs (UK) and applicable law. The objectives of an auditor are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements. A fuller description of an auditor's responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The Company is required to include these financial statements in an annual financial report prepared under Disclosure Guidance and Transparency Rule 4.1.17R and 4.1.18R. This auditor's report provides no assurance over whether the annual financial report has been prepared in accordance with those requirements.

Independence

We have fulfilled our ethical responsibilities under, and we remain independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

Having been made aware of the audit condition set out on page 100, as set out in the Sidara acquisition offer in August 2025, we considered whether the inclusion of such a condition would give rise to any unmanageable threats to our independence as auditor under the FRC Ethical Standard and specifically the potential threat of, or perception of, intimidation, advocacy and self-interest.

We concluded that any potential independence threat could be and had been mitigated by appropriate safeguards such that our independence as auditor was maintained throughout the audit.

Independent auditor's report continued

12 Other matters which are required to address for public interest entities

Our modified audit opinion is consistent with our report to the Audit, Risk and Ethics committee.

We were first appointed as auditor by the shareholders on 11 May 2018 for the year ended 31 December 2018. The period of total uninterrupted engagement is for the seven financial years ended 31 December 2024.

13 The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Paul Glendenning (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
1 Marischal Square
Broad Street
Aberdeen
AB10 1DD

30 October 2025

Five year summary (unaudited)

	2024 \$m	2023 (restated*) \$m	2022 \$m	2021 \$m	2020 \$m
Revenue	5,156.4	5,478.0	5,469.3	5,237.7	7,564.3
Adjusted EBITDA	284.1	378.2	388.2	404.3	630.4
Depreciation (including joint ventures)	(126.3)	(129.3)	(119.8)	(121.0)	(180.0)
Amortisation (including joint ventures)	(76.6)	(77.7)	(153.4)	(169.1)	(227.7)
Non-recurring items (including joint ventures)	(2,703.3)	(221.1)	(665.9)	(161.0)	(247.3)
Net finance expense (including joint ventures)	(139.3)	(102.0)	(130.6)	(113.5)	(119.2)
Loss before taxation (including joint ventures)	(2,761.4)	(151.9)	(681.5)	(160.3)	(143.8)
Taxation (including joint ventures)	(10.9)	(55.3)	(20.8)	(53.2)	(84.3)
Loss for the year	(2,772.3)	(207.2)	(702.3)	(213.5)	(228.1)
Equity attributable to owners of the parent	431.2	3,258.5	3,728.0	4,082.0	4,170.0
Net debt excluding leases	680.5	693.5	393.2	1,393.0	1,014.3
Net debt/adjusted EBITDA	3.3	2.3	1.3	3.3	2.1
Gearing ratio	158.4%	21.3%	10.5%	34.1%	24.3%
Interest cover	3.1	5.0	4.2	4.5	5.5
Diluted earnings per share (cents)	(402.5)	(31.0)	(52.4)	(20.6)	(34.1)
Adjusted diluted earnings per share (cents)	(14.2)	(2.2)	5.7	17.5	23.2
Dividend per share (cents)	-	-	-	-	-
Dividend cover	-	-	-	-	-

* Refer to Accounting Policies pages 171-172 for more information on the prior year restatements.

Figures leading to the loss for the 2024, 2023, 2022 and 2021 periods include continuing operations only

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Chartered Accountants and Statutory Auditors
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Company Solicitors

Slaughter and May

Financial calendar

Results announced

30 October 2025

The Group's Investor Relations website can be accessed at:

www.woodplc.com

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