

**wood.**

If you receive paper documents and would prefer to receive an email in future, you can register for electronic communications via Shareview, a secure internet-based platform provided by our Registrar, Equiniti. Just go to [www.shareview.co.uk](http://www.shareview.co.uk) and follow the 'Register' link in the top right corner. You will need your Shareholder Reference Number, which is provided on the proxy form and to select 'electronic' as your preferred method of delivery of communications. You will then receive an email each time a shareholder document is placed on our website, giving you full details of where and how to access it.

A General Meeting of John Wood Group PLC ("Wood" or the "Company") to be held at 3:00 p.m. (UK time) on 23 October 2025 at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, United Kingdom.

Please read the Notice of General Meeting and the explanatory notes to this Form of Proxy before completing this form.

To be effective all Forms of Proxy must be received by the Company's Registrar, Equiniti, not later than 3:00 p.m. (UK time) on 21 October 2025 (or in the case of an adjourned or postponed meeting, not less than 48 hours before the time of such an adjourned or postponed meeting (excluding any part of such 48 hour period falling on a non-Business Day)).

Wood Shareholders are reminded that only members and proxy holders will be admitted to the Meeting, except by prior written arrangement with the Company Secretary.

If attending the General Meeting, you or your proxy should detach and sign this card and present it at the entrance to the meeting room.

Name of Proxy\* (Please use block capitals)

**Signature(s) of Wood Shareholder**

**Signature of Proxy\***

\* If appointed.

**GENERAL MEETING  
PROXY CARD**

Shareholder Reference Number

You may submit your proxy electronically at [www.shareview.co.uk](http://www.shareview.co.uk)

Please tick here if this proxy instruction is one of multiple instructions being given (see note 3)

Please indicate how you wish to vote on the resolution by marking 'X' in the appropriate box

Number of shares being voted (see notes 2 and 3)

**Member (Form of Proxy)**

I/We being a Wood Shareholder/Shareholders hereby appoint the Chair of the General Meeting, or the following person (see note 2)

Name

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting to be held on 23 October 2025 at 3:00 p.m. UK time at Sir Ian Wood House, Hareness Road, Aitens Industrial Estate Aberdeen, AB12 3LE, United Kingdom and any adjournment thereof.

Signature

Date \_\_\_\_\_

## Resolutions

Please mark 'X' to indicate how you wish your proxy to vote (see note 11)

## Ordinary Resolution

To sanction the disapplication of the borrowing limit set out in Article 98(B) of the Company's articles of association.

For

Against

Vote withheld

## Explanatory Notes

To be valid, the Form of Proxy must reach Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 3.00 p.m. UK Time on 21 October 2025 (or in the case of an adjourned or postponed meeting, not less than 48 hours before the time of such adjourned or postponed meeting (excluding any part of such 48 hour period falling on a weekend or a public holiday in the UK)).

1. Full details of the resolution(s) to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting made available to members of the Company on 7 October 2025. Unless otherwise defined, capitalised terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in the Notice of General Meeting.
2. Wood Shareholders are entitled to appoint a proxy to attend, speak and vote on their behalf at the General Meeting. A proxy need not be a member of the Company, but Wood Shareholders are strongly encouraged to appoint the Chair of the General Meeting as their proxy, rather than a named person who may not be able to attend the General Meeting. If you wish to appoint a person other than the Chair of the General Meeting, please insert the name of your chosen proxy holder in the space provided. If you sign and return this proxy with no name in the space provided, the Chair of the meeting will be deemed to be your proxy in respect of your full voting entitlement. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act in the box provided. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. Wood Shareholders may appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by them. Additional proxy form(s) may be obtained by contacting the Registrar, Equiniti, on +44 (0)371-384-2649 or by photocopying this form. Please indicate in the box provided the number of shares in relation to which the proxy is authorised to act. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of the number of shares held by you may result in the proxy appointment being invalid.
4. Alternatively, Wood Shareholders may appoint a proxy or proxies electronically by logging onto the Registrar's website at [www.shareview.co.uk](http://www.shareview.co.uk). If you have not registered for an online portfolio you will need to create one using your Shareholder Reference Number printed above and following the instructions therein. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti not later than 48 hours prior to the time fixed for the General Meeting or, if the General Meeting is adjourned or postponed, at least 48 hours before the start of the adjourned or postponed meeting (in each case excluding any part of such 48 hour period falling on a non-Business Day).
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service for the General Meeting or any adjournment(s) or postponement(s) thereof may do so by using the procedures described in the CREST Manual (available at <https://my.euroclear.com>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service providers, who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made by means of CREST to be valid, the CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar (ID RA19) by 3.00 p.m. UK Time on 21 October 2025 (or in the case of an adjourned or postponed meeting, not less than 48 hours before the time of such adjourned or postponed meeting (excluding any part of such 48 hour period falling on a non-Business Day)). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timing and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the Wood Shareholders who hold shares through CREST to take (or, if the CREST member is a CREST personal member or sponsored shareholder or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) such action as will be necessary to ensure that a CREST Proxy Instruction is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The proxy form should be signed by the registered shareholder, and, if not signed by the registered shareholder themselves, must be accompanied by the original power of attorney or other document giving authority to the signatory or a notarised/certified copy thereof.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
10. Any corporation which is a Wood Shareholder may authorise a person or persons to act as its representative(s) at the General Meeting and to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. Corporations must execute this form under their Common Seal or under the hand of an authorised officer or attorney.
11. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names appear in the register of members in respect of the joint holding.
12. If no specific instructions are given, the proxy will vote or abstain from voting as they think fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the meeting.
13. Completion of the Form of Proxy will not preclude a Wood Shareholder from attending and voting in person.
14. The 'Vote Withheld' option is not a vote in law and will not be counted in the calculation of votes "For" and "Against" a resolution.
15. Wood Shareholders may not use any electronic address provided in this Form of Proxy or any related documents to communicate with the Company for any purposes other than those expressly stated.
16. Wood Shareholders have the right to request information to enable them to determine that their vote was validly recorded and counted. Wood Shareholders that wish to receive this information should contact the Registrar, Equiniti, on +44 (0)371-384-2649. Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales). Alternatively, Wood Shareholders can write to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Please note that Equiniti cannot provide advice on the merits of the Scheme Document or give any legal, business, financial or tax advice.

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