

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

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

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

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## John Wood Group PLC

*(Incorporated in Scotland with registered number SC036219)*

### **Circular to Shareholders and Notice of General Meeting**

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**A Notice of General Meeting of John Wood Group PLC, to be held on Thursday, 23 October 2025 at 3.00 p.m. UK time at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, United Kingdom, is set out at page 4 of this document.**

A form of proxy for the General Meeting is enclosed and should be completed and returned as soon as possible. To be valid, it must reach John Wood Group PLC's registrar, Equiniti Limited, no later than 3.00 p.m. UK time on Tuesday, 21 October 2025.

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

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

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

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

# LETTER FROM THE CHAIR

## John Wood Group PLC

*(Incorporated in Scotland with registered number SC036219)*

### Registered office:

Sir Ian Wood House  
Hareness Road  
Altens Industrial Estate  
Aberdeen  
Scotland  
AB12 3LE

### Directors:

Roy A Franklin (*Chair of the Board and Non-Executive Director*)  
Ken Gilmartin (*Chief Executive Officer*)  
Iain Torrens (*Interim Chief Financial Officer*)  
Nigel Mills (*Non-Executive Director and Senior Independent Director*)  
Birgitte Brinch Madsen (*Non-Executive Director*)  
Adrian Marsh (*Non-Executive Director*)  
Paul O'Donnell (*Non-Executive Director*)  
Brenda Reichelderfer (*Non-Executive Director*)

7 October 2025

Dear Shareholder,

### **General meeting to consider a temporary disapplication of the borrowing limit in the articles of association (the “Articles”) of John Wood Group PLC (the “Company” or “Wood”)**

#### **1. Introduction**

I am writing to you today to explain the background to, and reasons for, a proposal to temporarily disapply the borrowing limit in the Articles of the Company. This proposal requires the approval of shareholders, which will be sought at a general meeting of the Company (the “**General Meeting**”).

Set out in the section of this document entitled “*Notice of General Meeting*” is a notice convening the General Meeting to take place at 3.00 p.m. UK time on Thursday, 23 October 2025 at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, United Kingdom.

At the General Meeting, an ordinary resolution will be proposed (as permitted under Article 98(B) of the Articles) to sanction the Company exceeding the borrowing limit that applies to the Company under Article 98(B) of the Articles for the period commencing on the date of the General Meeting until 31 October 2028 (the “**Resolution**”). The full text of the Resolution is set out in the section of this document entitled “*Notice of General Meeting*”.

#### **2. Background and Purpose of the General Meeting**

As previously announced, the Company is working with its auditor to finalise its statutory audited consolidated accounts for the twelve-month period ended 31 December 2024 (the “**Audited Accounts**”). As we have continued to progress the audit, it has become apparent that, upon publication of the Audited Accounts, the current level of borrowings of the Company would exceed the borrowing limit set out in 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.

As a result of a number of impairments that are expected to be made to the balance sheet in the Audited Accounts, the adjusted capital and reserves of the Company in the Audited Accounts are expected to be significantly lower than the value set out in the Company’s statutory audited consolidated accounts for the twelve-month period ended 31 December 2023. In particular, a significant impairment of goodwill is expected to be recorded in the Audited Accounts, reflecting significant increases to the discount rates

across each of the business units in the Company's group, as well as the reassessment of the outlook for revenue, gross margin and overheads within the Company's group and its associated working capital performance.

A breach of the borrowing limit would have serious and adverse implications for the day-to-day use of the Company's existing debt facilities and the debt facilities to be implemented pursuant to the amendment and extension as described in the scheme document dated 11 September 2025 (the "**Scheme Document**") relating to the recommended cash acquisition of the Company by Sidara Limited (the "**Acquisition**"). It would amount to an event of default and, separately, the Company would be unable to draw on its existing debt facilities without breaching the Articles and without further lender consents.

That would have a significantly adverse effect on the Company's liquidity position and call into serious question the Company's ability to make payments in the course of trading. It would also materially risk jeopardising the Acquisition, which remains critical to the Company's future, or any other potential transaction where shareholders would receive any value for their shares. It is therefore imperative that the borrowing limit is temporarily disapplied prior to publication of the Audited Accounts.

Accordingly, as permitted by Article 98(B) of the Articles, the Company proposes to seek the sanction of shareholders, pursuant to the Resolution, to exceed the borrowing limit set out in Article 98(B) of the Articles for the period commencing on the date of the General Meeting until 31 October 2028, which would enable the Company to operate without a constitutional borrowing limit during this period. This is a fixed period within which the Company expects to require the disapplication of the borrowing limit in order to continue to finance its operations and business.

### 3. Action to be Taken

You will find enclosed a form of proxy for use at the General Meeting or any adjournment thereof. Please complete and return the form of proxy in accordance with the notes printed on the form (or appoint a proxy by another method in accordance with the notes to this document) as soon as possible and, in any event, so that it is received no later than 3.00 p.m. UK time on Tuesday, 21 October 2025 or not less than 48 hours before the time of the General Meeting if it is adjourned.

### 4. Recommendation

The board of directors of the Company (the "**Board**") considers the Resolution to be in the best interests of the Company and of its shareholders as a whole. The Board therefore unanimously recommends that all shareholders vote in favour of the Resolution, as each of the directors intends to do in respect of their own beneficial holdings.

### 5. Disclosures under the Code

This document is a subsequent document for the purposes of Rule 27.2 of the City Code on Takeovers and Mergers (the "**Code**"). The Takeover Panel has granted a dispensation from the requirement to publish the confirmations required by Rule 27.2 of the Code in this document. Such confirmations will be included in the supplementary circular to the Scheme Document which will be published following publication of the Audited Accounts and the Company's interim financial results for the six-month period ended 30 June 2025 (the "**H1 2025 Interim Results**"), and at least 14 days prior to the shareholder meetings to be held on 12 November 2025 (the "**Supplementary Circular**"). The Supplementary Circular will incorporate by reference the Audited Accounts and the H1 2025 Interim Results and will be published on Wood's website at [www.woodplc.com/investors/pages/sidara-proposal-2025](http://www.woodplc.com/investors/pages/sidara-proposal-2025) and Sidara's (as defined in the Scheme Document) website at [www.energy-pillar.com](http://www.energy-pillar.com).

Yours faithfully,

**Roy A Franklin**  
*Chair of the Board*  
John Wood Group PLC

## NOTICE OF GENERAL MEETING

### John Wood Group PLC

*(Incorporated in Scotland with registered number SC036219)*

Notice is hereby given that a general meeting of John Wood Group PLC (the “**Company**”) will be held at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, United Kingdom on Thursday, 23 October 2025 at 3.00 p.m. UK time (the “**General Meeting**”) for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution.

#### ORDINARY RESOLUTION

**THAT** for the purposes of Article 98(B) of the articles of association of the Company (the “**Articles**”), sanction be and is hereby given to the directors of the Company permitting the aggregate principal amount from time to time outstanding of all borrowings by the group (exclusive of borrowings owing by one member of the group to another member of the group) to exceed the limit imposed on them by Article 98(B) of the Articles for the duration of the period commencing on the date of the General Meeting until 31 October 2028 (the terms “borrowings” and “the group” each having the meanings given in Article 98(B) of the Articles).

7 October 2025

By Order of the Board  
John Habgood

Group General Counsel and Company Secretary

#### *Registered Office:*

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

## Notes to the Notice of General Meeting

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

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

### 1. Eligibility to attend and vote

Shareholders' eligibility to attend, speak and vote at the General Meeting, either in person or by proxy, will be determined by reference to the register of members of the Company (the "**Register of Members**") as at close of business on Tuesday, 21 October 2025 (or not less than 48 hours before the time of the General Meeting if it is adjourned). Changes to the Register of Members after this time will be disregarded in determining the rights of any person to attend, speak and vote at the General Meeting.

### 2. Appointing a proxy and voting

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

A member 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. Any proxy appointed must attend the General Meeting for their vote to be counted. A proxy need not be a member of the Company.

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

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

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

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

To be effective, any proxy appointment and/or voting instructions must be received by Equiniti Limited not less than 48 hours before the time fixed for the General Meeting (i.e. by 3.00 pm UK time on Tuesday, 21 October 2025).

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

### 3. Votes of joint holders

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

#### **4. Electronic proxy appointment and voting**

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

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

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

The use of the online voting facilities in connection with the General Meeting is governed by Equiniti Limited's conditions of use as set out at **www.shareview.co.uk**.

#### **5. CREST – appointing a proxy and voting**

CREST members who wish to appoint a proxy or proxies, or register their voting preference, through the CREST electronic proxy appointment service may do so for the General Meeting to be held on Thursday, 23 October 2025 and any adjournment(s) thereof by using the procedures described in the CREST Manual available at **www.euroclear.com**. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

#### **6. Authentication of CREST proxy instructions**

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available at **www.euroclear.com**). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti Limited (CREST Participant ID RA19) by 3.00 pm UK time on Tuesday, 21 October 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

#### **7. CREST system messages and timings**

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

#### **8. CREST Circumstances of invalidity**

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



## 9. Proximity members

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

Your proxy must be lodged by 3.00 pm UK time on Tuesday, 21 October 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

## 10. Corporate representative

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

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

## 11. Nominated Persons

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

## 12. Poll voting and voting results

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

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

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

## 13. Asking questions at the General Meeting

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

Questions should be relevant to the business of the General Meeting.

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

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

#### **14. Conduct of shareholders at the General Meeting**

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

#### **15. Issued share capital and voting rights**

At 3 October 2025 (the latest practicable date prior to the publication of this Notice of General Meeting) the Company's issued share capital consisted of 691,839,369 ordinary shares of 4.2857 pence each, carrying one vote each and the Company held no shares in Treasury. Therefore, the total number of votes exercisable at 3 October 2025 is 691,839,369.

#### **16. Documents for inspection**

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

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

#### **17. Availability of this Notice**

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

#### **18. Use of electronic addresses**

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

#### **19. Personal data**

The Company may process personal data of attendees at the General Meeting. This may include webcasts, photos, recording and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy notice, **woodplc.com/policies-and-notices/privacynotice**.