SUPPLEMENTARY CIRCULAR DATED 30 OCTOBER 2025

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This document (the "**Supplementary Circular**") comprises a supplementary circular to Wood Shareholders. It is supplemental to and must be read in conjunction with the scheme document relating to the Acquisition dated 11 September 2025 (the "**Scheme Document**") which has previously been sent to Wood Shareholders and which is available on Wood's website at www.woodplc.com/investors/pages/sidara-proposal-2025. Capitalised terms used but not defined in this Supplementary Circular have the meanings set out in the Scheme Document. The provisions in Part IV (*Interpretation*) of this Supplementary Circular apply throughout this Supplementary Circular, unless otherwise stated.

This Supplementary Circular is a subsequent document for the purposes of Rule 27.2 of the Code.

This Supplementary Circular relates to a scheme of arrangement which, if implemented, will result in the cancellation of the listing of Wood Shares on the Official List and of trading of Wood Shares on the London Stock Exchange's Main Market for listed securities.

If you are in any doubt as to the contents of this Supplementary Circular or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended from time to time), if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

If you sell or have sold or otherwise transferred all of your Wood Shares, please send this Supplementary Circular together with any accompanying documents (other than documents or forms personal to you) at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded, distributed or transmitted in or into or from any jurisdiction in which such act would constitute a violation of the relevant laws or regulations of such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding of Wood Shares, you should retain these documents and contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

The release, publication or distribution of this Supplementary Circular and any accompanying documents (in whole or in part) directly or indirectly in or into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Supplementary Circular and any accompanying documents come should inform themselves of, and observe, any applicable legal or regulatory requirements. Any failure to comply with such requirements may constitute a violation of the securities laws and regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Neither this Supplementary Circular nor any of the accompanying documents do or are intended to constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval pursuant to the Acquisition or the Scheme or otherwise, in any jurisdiction in which such offer, invitation or solicitation is unlawful. This Supplementary Circular is not a prospectus or prospectus-equivalent document.

Supplementary Circular and Notices of the postponed Court Meeting and General Meeting relating to the Recommended Cash Acquisition of

John Wood Group PLC
("Wood")

by

Sidara Limited
("Bidco")

(an entity controlled by Dar-Al Handasah Consultants Shair and Partners Holdings Ltd ("Sidara"))

to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act

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This Supplementary Circular (including all information incorporated into this Supplementary Circular by reference to another source) should be read as a whole and in conjunction with the Scheme Document and Forms of Proxy that accompanied the Scheme Document. Your attention is drawn to Part I (*Letter from the Chair of the Board of Wood*) of the Scheme Document, which contains the unanimous recommendation of the Wood Directors that you vote in favour of the Scheme at the Court Meeting and the Special Resolutions to be proposed at the General Meeting.

As announced on 29 October 2025, the Court Meeting and the General Meeting relating to the Scheme have been postponed to provide Wood Shareholders sufficient time following publication of the Audited Accounts and H1 2025 Interim Results to consider and reach a properly informed decision as to the Acquisition. Notices of the postponed Meetings, both of which will be held at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, United Kingdom on 17 November 2025, are set out at Part V (*Notice of Court Meeting*) and Part VI (*Notice of General Meeting*) respectively of this Supplementary Circular. The Court Meeting will start at 3.00 p.m. on that date and the General Meeting at 3.15 p.m. or as soon thereafter as the Court Meeting concludes or is adjourned.

Scheme Shareholders and Wood Shareholders should note that the blue Form of Proxy for use in respect of the Court Meeting and the yellow Form of Proxy for use in respect of the General Meeting previously sent with the Scheme Document will remain valid for the postponed Meetings. If you have already submitted a Form of Proxy in respect of the Court Meeting and/or the General Meeting and do not wish to change your proxy or voting instruction for the purposes of the relevant postponed Meeting(s), you need take no further action as your Form(s) of Proxy will continue to be valid in respect of the relevant postponed Meeting(s). If you have already submitted a Form of Proxy in respect of the Court Meeting and/or the General Meeting and wish to amend your proxy or voting instruction for the purposes of the relevant postponed Meeting(s) you should take the action described in this Supplementary Circular. The action to be taken in respect of the postponed Meetings, including the actions Scheme Shareholders and Wood Shareholders should take should they wish to amend their Form(s) of Proxy, is set out on pages 9 to 13 of this Supplementary Circular.

Capitalised terms used but not defined in this Supplementary Circular have the meanings set out in the Scheme Document which is available on Wood's website at www.woodplc.com/investors/pages/sidara-proposal-2025. The provisions in Part IV (*Interpretation*) of this Supplementary Circular apply throughout this Supplementary Circular, unless otherwise stated.

If you have any questions about this Supplementary Circular, the Scheme Document, the Court Meeting or the General Meeting, or are in any doubt as to how to submit your proxies electronically or how to complete the Forms of Proxy, please contact the Shareholder Helpline operated by Equiniti, Wood's Registrar, on +44 333-207-6535. Please use the country code if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m., Monday to Friday (except public holidays in England and Wales). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice. In addition to the helpline provided by Equiniti, Wood has engaged Georgeson to provide assistance to any Wood Shareholders who have questions about the procedure for voting their Wood Shares. Georgeson can be contacted at the following email address: woodgroup@georgeson.com.

Europa Partners, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Wood and for no one else in connection with the Acquisition and will not be responsible to anyone other than Wood for providing the protections afforded to clients of Europa Partners, nor for providing advice in relation to the Acquisition, the contents of this Supplementary Circular or any other matters referred to in this Supplementary Circular. Neither Europa Partners, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Europa Partners in connection with the Acquisition, this Supplementary Circular, any statement contained herein or otherwise.

Rothschild & Co, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Wood and for no one else in connection with the Acquisition and will not be responsible to anyone other than Wood for providing the protections afforded to clients of Rothschild & Co nor for providing advice in relation to the Acquisition, this Supplementary Circular, any statement contained herein or otherwise.

J.P. Morgan Cazenove is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the FCA and PRA. J.P. Morgan Cazenove is acting as Joint Financial Adviser and Corporate Broker to Wood and no one else in connection with the Acquisition and will not be responsible to anyone other than Wood for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to the Acquisition, this Supplementary Circular, any statement contained herein or otherwise.

Morgan Stanley, which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the FCA and PRA, is acting as Joint Financial Adviser and Corporate Broker exclusively for Wood and no one else in connection with the Acquisition. In connection with the Acquisition, Morgan Stanley, its affiliates and their respective directors, officers, employees or agents will not regard any other person as their client, nor will they be responsible to any person other than Wood for providing the protections afforded to clients of Morgan Stanley or for providing advice in connection with the Acquisition, this Supplementary Circular, any statement contained herein or otherwise.

Goldman Sachs International, which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting as financial adviser to Sidara and no one else in connection with the Acquisition and will not be responsible to anyone other than Sidara for providing the protections afforded to clients of Goldman Sachs International, nor for providing advice in relation to the Acquisition, this Supplementary Circular or any other matters referred to herein.

Greenhill, an affiliate of Mizuho, is authorised and regulated by the FCA in the United Kingdom. Greenhill is acting as lead financial adviser to Sidara and for no one else in connection with the Acquisition and will not be responsible to anyone other than Sidara for providing the protections afforded to clients of Greenhill, nor for providing advice in relation to the Acquisition, this Supplementary Circular or any other matters referred to herein. Neither Greenhill nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, tort or, under statute or otherwise) to any person who is not a client of Greenhill in connection with this Supplementary Circular, any statement contained herein, the Acquisition or otherwise.

IMPORTANT NOTICES

Scheme Document

This document comprises a supplementary circular relating to the Acquisition. It is supplemental to and must be read in conjunction with the Scheme Document dated 11 September 2025 which has previously been sent to Wood Shareholders and which is available on Wood's website at www.woodplc.com/investors/pages/sidara-proposal-2025. Capitalised terms used but not defined in this Supplementary Circular have the meanings set out in the Scheme Document. The provisions in Part IV (*Interpretation*) of this Supplementary Circular apply throughout this Supplementary Circular, unless otherwise stated.

This Supplementary Circular is a subsequent document for the purposes of Rule 27.2 of the Code.

General

The contents of this Supplementary Circular are not to be construed as legal, business, financial or tax advice. If you are in any doubt about the contents of this Supplementary Circular, you should consult your own legal adviser, financial adviser or tax adviser for legal, business, financial or tax advice.

This Supplementary Circular does not constitute an offer or invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities pursuant to this Supplementary Circular or otherwise in any jurisdiction in which such offer or solicitation is unlawful.

This Supplementary Circular has been prepared for the purpose of complying with English law, Scots law, the Code, the UK Market Abuse Regulation, the Listing Rules and the DTRs, and the information disclosed may not be the same as that which would have been disclosed if this Supplementary Circular had been prepared in accordance with the laws of jurisdictions outside of the United Kingdom.

The statements contained in this Supplementary Circular are made as at the date of this Supplementary Circular, unless some other time is specified in relation to them, and service of this Supplementary Circular shall not give rise to any implication that there has been no change in the facts set forth in this Supplementary Circular since such date. None of Wood, Bidco or Sidara intends, or undertakes any obligation, to update any information contained in this Supplementary Circular, except as required by applicable law, the Code or any other applicable regulation.

Exceptional Conditions

The Acquisition is conditional upon, among other things, the following outstanding Exceptional Conditions: (i) there having been no termination (other than by reason of a voluntary prepayment and/or cancellation in respect of the Interim Facility or the New Money Facility) or acceleration of any Amended Wood Debt Facility with an outstanding principal amount of $20 million or higher; (ii) the A&E Effective Date having occurred on or before 31 December 2025 (or such later date as Sidara and Wood may agree in writing); and (iii) certain other conditions relating to the implementation of the A&E Implementation Deed, the Lock Up Agreement and/or any Lender Waiver. Further details on the Exceptional Conditions are set out in sections 3(A), 3(B), 4(A), 5(A)(i) and 5(B) of Part A of Part III (*Conditions to the Implementation of the Scheme and to the Acquisition*) of the Scheme Document.

As at the date of this Supplementary Circular, the Exceptional Conditions relating to: (i) publication of the Audited Accounts on or before 31 October 2025 (or such later date as Sidara and Wood may agree in writing); and (ii) the Audit Opinion not being the subject of any Modified Opinion in relation to the FY24 Balance Sheet, as set out in sections 3(A) and 3(B) of Part A of Part III (*Conditions to the Implementation of the Scheme and to the Acquisition*) of the Scheme Document, have each now been satisfied.

There can be no certainty that the outstanding Exceptional Conditions will be satisfied, and their satisfaction is outside of the control of Sidara and Wood.

In addition, Bidco and Wood have requested, and the Panel Executive has exceptionally agreed, that the Exceptional Conditions are not subject to Rule 13.5(a) of the Code. As a result, it would not be necessary for Bidco to obtain the consent of the Panel in order for Bidco to invoke any of the outstanding Exceptional Conditions, nor would it be necessary for the circumstances which cause any of the outstanding Exceptional Conditions not to be satisfied to be of material significance to Bidco in the context of the Acquisition.

Accordingly, none of the outstanding Exceptional Conditions is capable of being waived by either Wood or Bidco and therefore, if any of the outstanding Exceptional Conditions is not satisfied, the Acquisition will automatically lapse.

Overseas Shareholders

The release, publication or distribution of this Supplementary Circular and any accompanying documents (in whole or in part) in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements. Any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

The availability of the Acquisition to Wood Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the ability of persons who are not resident in the United Kingdom to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located.

Unless otherwise determined by Sidara or required by the Code, and permitted by applicable law and regulation, the Acquisition shall not be made available (in whole or in part), directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws or regulations in that jurisdiction and no person may vote in favour of the Scheme by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Copies of this Supplementary Circular and any documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of acceptance of the Acquisition. Any person (including, without limitation, any custodian, nominee and trustee) who would, or otherwise intends to, or who may have a contractual or legal obligation to, forward this Supplementary Circular and any other related document to any jurisdiction other than the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction.

If the Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The Acquisition shall be subject to English and Scots law, the jurisdiction of the Court and the applicable requirements of the Code, the Panel, the London Stock Exchange and the FCA.

Overseas Shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Scheme.

Sanctioned Shareholders

If any Wood Shares are Sanctions Affected Shares: (a) no right, title or interest in any such Sanctions Affected Shares will be transferred to Bidco on the Effective Date where such a transfer would cause any person to violate Sanctions, or be exposed to a reasonable risk of being targeted as a Sanctioned Person; (b) any purported vote by or on behalf of any holder of any such Sanctions Affected Shares at the Court Meeting or the General Meeting will not be treated as valid where Sanctions require such vote to be so treated; (c) no holder of Sanctions Affected Shares will receive any cash consideration under the Acquisition on the Effective Date; and (d) under the terms of the Acquisition and the Scheme, subject to compliance with any Sanctions, with effect on and from the Effective Date, all rights attaching to any such Sanctions Affected Shares will cease to be exercisable until such time as the right, title or interest in such shares is transferred to Bidco. Please refer to the Scheme in Part IV (*The Scheme of Arrangement*) of the Scheme Document for further details.

Additional information for U.S. investors

U.S. Holders should note that the Acquisition, which relates to an offer for the shares of a Scottish public limited company and is proposed to be implemented by means of a scheme of arrangement under Scots law and, in particular, Part 26 of the Companies Act, is subject to UK disclosure requirements and practices (which are different from those of the U.S.). A transaction effected by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the Exchange Act.

The receipt of cash pursuant to the Scheme by U.S. Holders may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each Wood Shareholder is urged to consult with legal, tax and financial advisers in connection with making a decision regarding this transaction.

If, in the future, Bidco exercises its right to implement the Acquisition by way of an Offer and determines to extend the Offer into the U.S., such Offer will be made in compliance with applicable U.S. laws and regulations, including any applicable exemptions under the Exchange Act. The financial information with respect to Sidara included in the Scheme Document has been prepared in accordance with IFRS and thus may not be comparable to the financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the U.S.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the Exchange Act (were the Acquisition to be implemented by way of an Offer), Sidara, Bidco or its nominees, or its or their brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Wood Shares outside of the U.S., other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. Also, in accordance with Rule 14e-5(b) of the Exchange Act, Goldman Sachs International and Greenhill will continue to act as an exempt principal trader in Wood Shares on the London Stock Exchange. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the United Kingdom, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website, www.londonstockexchange.com/.

Wood is incorporated under the laws of a non-U.S. jurisdiction, some or all of Wood's officers and directors may be residents of countries other than the U.S., and certain of its assets are or may be located in jurisdictions outside the U.S. Therefore, investors may have difficulty effecting service of process within the U.S. upon those persons or recovering against Wood or its officers or directors on judgments of U.S. courts, including judgments based upon the civil liability provisions of the U.S. federal securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment. It may not be possible to sue Wood or its officers or directors in a non-U.S. court for violations of the U.S. securities laws.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Supplementary Circular (including information incorporated by reference in this Supplementary Circular), oral statements made regarding the Acquisition, and other information published by Sidara, Bidco and Wood contain statements which are, or may be deemed to be, "forward-looking statements". All statements, other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on assumptions, current expectations, valuations, targets, estimates, forecasts and projections of the management of Sidara, Bidco and Wood about future events, and are therefore subject to risks and uncertainties which could cause actual results or performance to differ materially from those expressed or implied by the forward-looking statements. The forward-looking statements contained in this Supplementary Circular include statements relating to the expected effects of the Acquisition on the Sidara Group, the Wood Group and the Enlarged Group, the expected timing and scope of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "targets", "aims", "scheduled", "estimates", "forecast", "intends", "anticipates" or "does not anticipate", "seeks", "prospects", "potential", "possible", "assume" or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Sidara, Bidco and Wood can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risks and uncertainties (and other factors that are in many cases beyond the control of Sidara, Bidco and/or Wood) because they relate to events and depend on circumstances that may or may not occur in the future and actual results and developments may differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and readers are therefore cautioned not to place undue reliance on these forward-looking statements.

There are a number of factors that could affect the future operations of the Sidara Group, the Wood Group and/or the Enlarged Group and that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include the satisfaction (or, where permitted, waiver) of the Conditions, as well as additional factors, such as: domestic and global business and economic conditions;

significant price discounting by competitors; inability to obtain, or meet conditions imposed for, required governmental and regulatory approvals; the impact of natural phenomena such as floods, earthquakes, hurricanes and pandemics; asset prices; market-related risks such as fluctuations in interest rates and exchange rates; industry trends; competitive product and pricing pressures; changes in government and regulation, and to the policies and actions of governments and/or regulatory authorities (including changes related to capital, tax and tariffs); changes in political and economic stability (including exposures to terrorist activities); Eurozone instability; disruption in business operations due to reorganisation activities; inflation, deflation and currency fluctuations; the timing impact and other uncertainties of future or planned acquisitions or disposals or offers; the inability of the Enlarged Group to realise successfully any anticipated synergy benefits when the Acquisition is implemented (including changes to the board and/or employee composition of the Enlarged Group); the inability of the Sidara Group to integrate successfully the Wood Group's operations and programmes when the Acquisition is implemented; the Enlarged Group incurring and/or experiencing unanticipated costs and/or delays (including IT system failures, cyber-crime, fraud and pension scheme liabilities); or difficulties relating to the Acquisition when the Acquisition is implemented. Other unknown or unpredictable factors could affect future operations and/or cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors.

Each forward-looking statement speaks only as of the date of this Supplementary Circular. Neither the Sidara Group nor the Wood Group, nor any of their respective associates or directors, officers or advisers, provides any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Supplementary Circular will actually occur. Forward-looking statements involve inherent risks and uncertainties. All forward-looking statements contained in this Supplementary Circular are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers are cautioned not to place undue reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations (including under the Code, the UK Market Abuse Regulation, the Listing Rules and the DTRs), neither the Sidara Group nor the Wood Group is under or undertakes any obligation, and each of the foregoing expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise and, in particular, Wood will comply with its obligation to publish further updated information as required by law or by a regulatory authority. In light of these risks, results could differ materially from those stated, implied or inferred from the forward-looking statements contained in this Supplementary Circular.

NO PROFIT FORECASTS OR ESTIMATES

Nothing in this Supplementary Circular, or incorporated by reference in this Supplementary Circular, is intended, or is to be construed, as a profit forecast, profit estimate or quantified financial benefits statement for any period and no statement in this Supplementary Circular should be interpreted to mean that earnings or earnings per share for Sidara or Wood, as appropriate, for the current or future financial years will necessarily match or exceed the historical published earnings or earnings per share for Sidara or Wood, as appropriate. Wood Shareholders are referred to section 6 of Part I (*Letter from the Chair of the Board of Wood*) in the Scheme Document for further information on the Profit Forecasts made by Wood prior to the date of this Supplementary Circular.

ROUNDING

Certain figures included in this Supplementary Circular have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of figures that precede them.

ELECTRONIC COMMUNICATIONS

Please be aware that addresses, electronic addresses and certain other information provided by Wood Shareholders, persons with information rights and other relevant persons for the receipt of communications from Wood may be provided to Sidara and/or Bidco during the offer period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

DEALING DISCLOSURE REQUIREMENTS

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company, and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company, and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8 of the Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Code applies must be made by no later than 3.30 p.m. on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3 of the Code.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at https://www.thetakeoverpanel.org.uk/, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

PUBLICATION ON WEBSITE AND AVAILABILITY OF THIS SUPPLEMENTARY CIRCULAR

This Supplementary Circular and the documents required to be published pursuant to Rule 26 of the Code will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Sidara's website at www.energy-pillar.com and on Wood's website at www.woodplc.com/investors/pages/sidara-proposal-2025 promptly and, in any event, by no later than 12 noon on the first Business Day following the date of this Supplementary Circular. Neither the content of the websites referred to in this Supplementary Circular nor the content of any website accessible from hyperlinks in this Supplementary Circular is incorporated into, or forms part of, this Supplementary Circular.

In accordance with Rule 30.3 of the Code, Wood Shareholders, persons with information rights and participants in Wood Share Plans may, subject to applicable securities laws, request a hard copy of this Supplementary Circular (and any information incorporated into it by reference to another source) by contacting Wood's registrars, Equiniti Limited, during business hours on +44 333-207-6535 or by submitting a request in writing to Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom, with an address to which the hard copy may be sent. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice. Wood Shareholders may, subject to applicable securities laws, also request that all future documents, announcements and information to be sent in relation to the Acquisition should be in hard copy form.

GENERAL

If the Acquisition is effected by way of an Offer, and such Offer becomes or is declared unconditional in all respects and sufficient acceptances are received, Bidco intends to exercise its rights to apply the provisions of Chapter 3 of Part 28 of the Companies Act so as to acquire compulsorily the remaining Wood Shares in respect of which the Offer has not been accepted.

Investors should be aware that Bidco may purchase Wood Shares otherwise than under any Offer or the Scheme, including pursuant to privately negotiated purchases.

If you are in any doubt about the contents of this Supplementary Circular or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, accountant or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

The Acquisition will be subject to English and Scots law, the jurisdiction of the Court, and the applicable requirements of the Code, the Panel, the London Stock Exchange, the FCA, the Listing Rules and the Registrar of Companies.

This Supplementary Circular is dated 30 October 2025.

CONTENTS

ACTION TO BE TAKEN

These pages should be read in conjunction with the rest of this Supplementary Circular and the Scheme Document, and in particular, Part II (*Explanatory Statement*) of the Scheme Document and the notices of the postponed Meetings at Part V (*Notice of Court Meeting*) and Part VI (*Notice of General Meeting*) of this Supplementary Circular.

1. Documents

You have previously been sent the following documents:

- a blue Form of Proxy for use in respect of the Court Meeting;
- a yellow Form of Proxy for use in respect of the General Meeting; and
- a pre-paid envelope (for use in the UK only) for the return of the blue Form of Proxy and the yellow Form of Proxy.

If you have not received all of these documents, please contact the Shareholder Helpline operated by Equiniti, Wood's Registrar, on +44 333-207-6535. Please use the country code if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

Scheme Shareholders and Wood Shareholders should note that the blue Form of Proxy for use in respect of the Court Meeting and the yellow Form of Proxy for use in respect of the General Meeting previously sent with the Scheme Document will remain valid for the postponed Meetings save that the times and dates set out therein are amended to reflect the postponement of the Meetings in accordance with this Supplementary Circular.

2. Voting at the Court Meeting and the General Meeting

IT IS IMPORTANT THAT, FOR THE COURT MEETING IN PARTICULAR, AS MANY VOTES AS POSSIBLE ARE CAST SO THAT THE COURT MAY BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF SCHEME SHAREHOLDER OPINION. YOU ARE THEREFORE STRONGLY ENCOURAGED TO COMPLETE AND RETURN BOTH OF YOUR FORMS OF PROXY, OR TO APPOINT A PROXY ELECTRONICALLY AS SOON AS POSSIBLE, TO ENSURE YOUR VOTE IS RECORDED AND, IN ANY EVENT, BY NO LATER THAN 3.00 P.M. ON 13 NOVEMBER 2025 IN THE CASE OF THE COURT MEETING AND BY 3.15 P.M. ON 13 NOVEMBER 2025 IN THE CASE OF THE GENERAL MEETING (OR, IN THE CASE OF ANY ADJOURNMENT OR FURTHER POSTPONEMENT, NO LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE HOLDING OF THE ADJOURNED OR POSTPONED MEETING (EXCLUDING ANY PART OF SUCH 48-HOUR PERIOD FALLING ON A NON-WORKING DAY)). DOING SO WILL NOT PREVENT YOU FROM ATTENDING, SPEAKING AND VOTING IN PERSON AT THE MEETINGS IF YOU WISH AND ARE ENTITLED TO DO SO.

The Scheme will require approval at a meeting of Scheme Shareholders convened at the direction of the Court to be held at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, United Kingdom at 3.00 p.m. on 17 November 2025. Implementation of the Scheme will also require approval of the Special Resolutions relating to the Acquisition to be proposed at the General Meeting. The General Meeting will be held at the same place as the Court Meeting on 17 November 2025 at 3.15 p.m. (or as soon thereafter as the Court Meeting concludes or is adjourned).

Scheme Shareholders and Wood Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting and the General Meeting as soon as possible, using any of the methods set out below, to ensure your vote is recorded.

As set out in the opening pages and in Part V (*Notice of Court Meeting*) and Part VI (*Notice of General Meeting*) of this Supplementary Circular, Scheme Shareholders, Wood Shareholders and other attendees (including any duly appointed proxies or corporate representatives) will be able to attend, speak and vote at the Court Meeting or General Meeting.

Scheme Shareholders and Wood Shareholders are entitled to appoint a proxy in respect of some or all of their Wood Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder.

If you have already submitted your Form(s) of Proxy and do not wish to alter your proxy or voting instruction

If you have already submitted a Form of Proxy in respect of the Court Meeting and/or the General Meeting and do not wish to change your proxy or voting instruction for the purposes of the relevant postponed Meeting(s), you need take no further action as your Form(s) of Proxy will continue to be valid in respect of the relevant postponed Meeting(s).

If you have already submitted your Forms of Proxy and wish to alter your proxy or voting instruction

If you have already submitted a Form of Proxy in respect of the Court Meeting and/or the General Meeting and wish to amend your proxy or voting instruction for the purposes of the relevant postponed Meeting(s), you can obtain new Forms of Proxy by contacting Equiniti, Wood's Registrar, on +44 333-207-6535. Please use the country code if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

Amended Forms of Proxy must be received by Equiniti no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the relevant postponed Meeting or any adjournment or further postponement thereof.

Scheme Shareholders and Wood Shareholders are required to cast or amend proxy voting instructions in respect of the relevant postponed Meeting no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the relevant postponed Meeting or any adjournment or further postponement thereof. Any proxy instructions or votes received after the relevant time for the return of proxies referred to above in respect of the General Meeting will be invalid.

In the case of the Court Meeting only, for Scheme Shareholders who have not cast or amended their proxy voting instructions by this time, the blue Form of Proxy in respect of the Court Meeting may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof). However, if the yellow Form of Proxy for the General Meeting is not lodged by the relevant time, it will be invalid.

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

Completion and return of a Form of Proxy, or the appointment of a proxy electronically (using any procedure described in this Supplementary Circular), will not prevent you from attending, speaking and voting in person at either the Court Meeting or the General Meeting, or any adjournment or further postponement thereof, if you wish and are entitled to do so. In the event of a poll on which you vote in person, your proxy vote will be excluded.

2.1 ***Sending Forms of Proxy by post***

Please complete and sign the Forms of Proxy in accordance with the instructions printed thereon and return them in the pre-paid envelope to Equiniti, Wood's Registrar, by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, so as to be received as soon as possible and in any event no later than the relevant times set out below:

blue Form of Proxy for the Court Meeting	3.00 p.m. on 13 November 2025
yellow Form of Proxy for the General Meeting	3.15 p.m. on 13 November 2025

or, if in either case the Meeting is adjourned or further postponed, the relevant Form of Proxy should be received no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the adjourned or further postponed Meeting.

If the blue Form of Proxy in respect of the Court Meeting is not received by the relevant time, it may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com so as to be received any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof); or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof). However, if the yellow Form of Proxy for the General Meeting is not received by the relevant time, it will be invalid.

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

If you wish to appoint more than one proxy, you may photocopy the Forms of Proxy or request copies by contacting Equiniti, Wood's Registrar, through either of the following methods: (i) by calling on +44 333-207-6535 between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales); or (ii) by submitting a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, in each case stating your name, and the address to which the hard copy should be sent. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones.

2.2 *Electronic appointment of proxies via Equiniti's online facility*

As an alternative to completing and returning the printed Forms of Proxy, proxies may be appointed electronically via Equiniti's online facility by logging on to the following website: www.shareview.co.uk and following the instructions therein. You will need to create an online portfolio using your Shareholder Reference Number on your Form of Proxy. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can appoint your proxy electronically at www.shareview.co.uk by logging in with your username/ID and password. Full instructions are given on the website.

For an electronic proxy appointment to be valid, the appointment must be received by Equiniti no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the relevant postponed Meeting or any adjournment or further postponement thereof.

In the case of the Court Meeting only, if the electronic proxy appointment is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com so as to be received any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof); or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof). However, if the electronic proxy appointment in respect of the General Meeting is not received by the relevant time for the return of proxies referred to above, it will be invalid.

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

2.3 *Electronic appointment of proxies through Proxymity*

If you are an institutional investor, you may be able to appoint a proxy or proxies electronically for the Court Meeting and the General Meeting (and any of their respective adjournments or further postponements) via the Proxymity platform. This process has been agreed by Wood and approved by Equiniti, Wood's Registrar. For further information regarding Proxymity, please visit https://proxymity.io/.

Before you can appoint a proxy via Proxymity, you must agree to Proxymity'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 on this platform. Proxymity will then contract with your underlying institutional account holder directly, in order to accept their voting instructions through the Proxymity platform.

For an electronic proxy appointment to be valid, your proxy must be received no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the relevant postponed Meeting or any adjournment or further postponement thereof.

In the case of the Court Meeting only, if the electronic proxy appointment is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com so as to be received any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof); or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof). However, if the electronic proxy appointment in respect of the General Meeting is not received by the relevant time for the return of proxies referred to above, it will be invalid.

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

2.4 *Electronic appointment of proxies through CREST*

If you hold Wood Shares in uncertificated form through CREST and wish to appoint a proxy or proxies for the Court Meeting or the General Meeting (or any of their respective adjournments or further postponements) by using the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual (please also refer to the accompanying notes to the notices of the Meetings set out in Part V (*Notice of Court Meeting*) and Part VI (*Notice of General Meeting*) of this Supplementary Circular). CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with the specifications of Euroclear 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 Equiniti (ID: RA19) no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the relevant postponed Meeting or any adjournment or further postponement thereof. 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 are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

In the case of the Court Meeting only, if the CREST proxy appointment or instruction is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof). However, if the electronic proxy appointment in respect of the General Meeting is not received by the relevant time for the return of proxies referred to above, it will be invalid.

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

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 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 any voting service provider(s), to procure that his/her 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. For further information on the logistics of submitting messages in CREST, 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.

Wood may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

2.5 *General*

Completion and return of a Form of Proxy, or the appointment of a proxy electronically (using any procedure described in this Supplementary Circular), will not prevent you from attending, speaking and voting in person at either the Court Meeting or the General Meeting.

Upon the Scheme becoming Effective, it will be binding on all Scheme Shareholders holding Scheme Shares at the Scheme Record Time, irrespective of whether or not they attended or voted in favour of, or against, the Scheme at the Court Meeting or in favour of, or against, or abstained from voting on the Special Resolutions at the General Meeting.

3. Wood Share Plans

Participants in the Wood Share Plans have been contacted separately regarding the effect of the Scheme on their rights under the Wood Share Plans and with the details of the arrangements applicable to them. Copies of the letters sent to participants in the Wood Share Plans are available on Wood's website at www.woodplc.com/investors/pages/sidara-proposal-2025. A summary of the effect of the Scheme on outstanding Awards under the Wood Share Plans is set out in section 7 of Part II (*Explanatory Statement*) of the Scheme Document.

4. Shareholder Helpline

If you have any questions about this Supplementary Circular, the Scheme Document, the Court Meeting or the General Meeting, or are in any doubt as to how to submit your proxies electronically or how to complete the Forms of Proxy, please contact the Shareholder Helpline operated by Equiniti, Wood's Registrar, on +44 333-207-6535. Please use the country code if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice. In addition to the helpline provided by Equiniti, Wood has engaged Georgeson to provide assistance to any Wood Shareholders who have questions about the procedure for voting their Wood Shares. Georgeson can be contacted at the following email address: woodgroup@georgeson.com.

5. Sanctioned Shareholders

If any Wood Shares are Sanctions Affected Shares: (a) no right, title or interest in any such Sanctions Affected Shares will be transferred to Bidco on the Effective Date where such a transfer would cause any person to violate Sanctions, or be exposed to a reasonable risk of being targeted as a Sanctioned Person; (b) any purported vote by or on behalf of any holder of any such Sanctions Affected Shares at the Court Meeting or the General Meeting will not be treated as valid where Sanctions require such vote to be so treated; (c) no holder of Sanctions Affected Shares will receive any cash consideration under the Acquisition on the Effective Date; and (d) under the terms of the Acquisition and the Scheme, subject to compliance with any Sanctions, with effect on and from the Effective Date, all rights attaching to any such Sanctions Affected Shares will cease to be exercisable until such time as the right, title or interest in such shares is transferred to Bidco.

Please refer to the Scheme in Part IV (*The Scheme of Arrangement*) of the Scheme Document for further details.

REVISED EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable is based on Wood's and Bidco's current expected dates for the implementation of the Scheme and is subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Wood Shareholders by announcement through the Regulatory Information Service of the London Stock Exchange, with such announcement being made available on Wood's website at https://www.woodplc.com/investors. Unless otherwise stated, all times referred to in this Supplementary Circular and timetable set out below are London times.

Event	**Time and/or date**(1)
Publication of this Supplementary Circular	30 October 2025
Latest time for lodging Forms of Proxy for the:	
Court Meeting (blue form)	3.00 p.m. on 13 November 2025(2)
General Meeting (yellow form)	3.15 p.m. on 13 November 2025(3)
Voting Record Time	6.30 p.m. on 13 November 2025(4)
Court Meeting	3.00 p.m. on 17 November 2025
General Meeting	3.15 p.m. on 17 November 2025(5)

Wood and Bidco currently propose to proceed with the following dates and times associated with the Scheme. However, these dates and times are subject to change and will depend on, among other things, the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Scheme. Should any of these dates or times change, Wood will give adequate notice by issuing an announcement through a Regulatory Information Service, with such announcement being made available on Wood's website at https://www.woodplc.com/investors. Further updates and changes to these times will be notified in the same way. See also note (1).

Sanction Hearing	a date expected to be in H1 2026, subject to the satisfaction (or, if applicable, waiver) of the relevant Conditions and, in any event, prior to the Long Stop Date ("**D**")
Last day for dealings in, and for the registration of transfer of, Wood Shares	D+1*
Scheme Record Time	6.00 p.m. on D+1*(6)
Disablement of CREST in respect of Wood Shares	6.00 p.m. on D+1*
Suspension of dealings in Wood Shares	by 7.30 a.m. on D+2*
Effective Date of the Scheme	D+2*(7)
Cancellation of listing of Wood Shares	by 7.30 a.m. on D+3*
Latest date for despatch of cheques and crediting of CREST accounts for cash consideration due under the Scheme(8)	on or as soon as possible after D+2* but not later than 14 days after the Effective Date
Long Stop Date	1 March 2027(9)

(1) The dates and times given are indicative only and are based on current expectations and are subject to change (including as a result of changes to the regulatory timetable). If any of the times and/or dates above change, the revised times and/or dates will be notified to Wood Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on Wood's website at https://www.woodplc.com/investors.

As at the date of this Supplementary Circular, Wood Shares are temporarily suspended from listing and trading. Following publication of the Audited Accounts and the H1 2025 Interim Results on 30 October 2025, Wood intends to promptly apply to the FCA to seek re-admission of Wood Shares to listing and trading.

(2) It is requested that the blue Forms of Proxy for the Court Meeting be received no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) prior to the time appointed for the Court Meeting or, if the Court Meeting is adjourned or further postponed, the time fixed for any adjourned or further postponed Court Meeting. If the blue Form of Proxy in respect of the Court Meeting is not received by the relevant time, it may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com so as to be received prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof); or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof).

(3) In order to be valid, the yellow Forms of Proxy for the General Meeting must be received by no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) prior to the time appointed for the General Meeting or, if the General Meeting is adjourned or further postponed, the time fixed for any adjourned or further postponed General Meeting.

(4) If either the Court Meeting or the General Meeting is adjourned or further postponed, the Voting Record Time for the relevant adjourned or further postponed meeting will be 6.30 p.m. on the day which is two Business Days prior to the date of the adjourned or further postponed meeting.

(5) To commence at 3.15 p.m. or as soon thereafter as the Court Meeting concludes or is adjourned.

(6) Scheme Shareholders who are on the Wood register of members at this time are entitled to receive the cash consideration under the Acquisition.

(7) The Scheme shall become Effective as soon as a copy of the Court Order has been delivered to the Registrar of Companies. This is expected to occur following the Scheme Record Time and after the suspension of trading in Wood Shares. The events which are stated as occurring on subsequent dates are conditional on the Effective Date and operate by reference to that date.

(8) The latest date for settlement of the consideration in respect of any Sanctions Affected Shares will be not later than 14 days after the relevant Release Date.

(9) This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as may be agreed between Bidco and Wood with the consent of the Panel (and that the Court may approve if required).

*All dates by reference to “D+1”, “D+2” and “D+3” will be to the date falling the number of indicated Business Days immediately after the actual date, which is “D”, as indicated above.

PART I

LETTER FROM THE CHAIR OF THE BOARD OF WOOD

(Incorporated in Scotland with registered number SC036219)

John Wood Group PLC

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

Directors:
Roy 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*)
Adrian Marsh (*Non-Executive Director*)
Brenda Reichelderfer (*Non-Executive Director*)
Birgitte Brinch Madsen (*Non-Executive Director*)
Paul O'Donnell (*Non-Executive Director*)

30 October 2025

To the holders of Wood Shares and, for information only, to holders of Awards under the Wood Share Plans and persons with information rights.

Dear Shareholder,

SUPPLEMENTARY CIRCULAR IN CONNECTION WITH THE RECOMMENDED CASH ACQUISITION OF WOOD BY BIDCO, AN ENTITY CONTROLLED BY SIDARA

1. Introduction

On 29 August 2025, the boards of directors of Wood and Sidara announced that they had reached agreement on the terms and conditions of a recommended cash acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of Wood, pursuant to which Scheme Shareholders will be entitled to receive 30 pence in cash for each Scheme Share held as part of a holistic solution designed to provide financial stability to Wood, that includes (among other things): (i) Sidara providing a $450 million capital injection to Wood; (ii) Wood having agreed with its lenders an extension of its committed debt facilities to October 2028; and (iii) additional and enhanced liquidity facilities for Wood. It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act.

On 11 September 2025, I wrote to you on behalf of the Wood Directors to explain the background to and detailed terms of the Acquisition, to encourage you to vote at the Meetings to consider the Scheme and the Acquisition, and to set out the reasons why the Wood Directors consider the terms of the Acquisition to be fair and reasonable. The Scheme Document, of which my letter formed a part, containing, among other things, the full terms and conditions of the Acquisition, was sent to Wood Shareholders on 11 September 2025. A copy of the Scheme Document is available on Wood's website at www.woodplc.com/investors/pages/sidara-proposal-2025.

2. Scheme Document and Supplementary Circular

This Supplementary Circular is supplemental to the Scheme Document and Wood Shareholders must read the Supplementary Circular and the Scheme Document together as a whole.

The terms of the Scheme are set out in Part IV (*The Scheme of Arrangement*) of the Scheme Document. Your attention is also drawn to further information contained in Part II (*Explanatory Statement*), Part III (*Conditions to the Implementation of the Scheme and to the Acquisition*), and Part VII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document, which provide further details concerning the Scheme.

The purpose of this Supplementary Circular is to:

- provide Wood Shareholders with an update regarding certain financial information relating to Wood and to provide details of relevant changes to the information disclosed in the Scheme Document which are material in the context of the Scheme Document, as further detailed in sections 3 and 8 of this letter and Part II (*Supplementary Financial Information*) and Part III (*Additional Information*) of this Supplementary Circular; and
- notify Wood Shareholders of the postponement of the Court Meeting and the General Meeting in connection with the Scheme to 17 November 2025, as further detailed in section 4 of this letter and in respect of which notices are set out in Part V (*Notice of Court Meeting*) and Part VI (*Notice of General Meeting*) of this Supplementary Circular.

3. Financial information relating to Wood

As at the date of the Scheme Document, the Audited Accounts and the H1 2025 Interim Results had not been published and, as a result, it was not possible to include certain financial information relating to Wood in the Scheme Document.

Since then, the Audited Accounts and the H1 2025 Interim Results were each published on 30 October 2025. This Supplementary Circular incorporates by reference the Audited Accounts and the H1 2025 Interim Results and makes the statement required by Rule 25.3 of the Code in respect of any known significant change to the financial or trading position of Wood since the date to which the H1 2025 Interim Results were prepared. Please refer to Part II (*Supplementary Financial Information*) of this Supplementary Circular for further details.

Following publication of the Audited Accounts and the H1 2025 Interim Results, Wood intends to promptly apply to the FCA to seek re-admission of Wood Shares to listing and trading. Further updates will be announced in due course.

4. Notice of postponement of the Court Meeting and the General Meeting

As announced on 29 October 2025, the Court Meeting and the General Meeting relating to the Scheme have been postponed to provide Wood Shareholders sufficient time following publication of the Audited Accounts and H1 2025 Interim Results to consider and reach a properly informed decision as to the Acquisition.

The Court Meeting will start at 3.00 p.m. on 17 November 2025 and the General Meeting will start at 3.15 p.m. on 17 November 2025 or as soon thereafter as the Court Meeting concludes or is adjourned. The Meetings shall be held at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, United Kingdom. Notices of the Court Meeting and the General Meeting are set out in Part V (*Notice of Court Meeting*) and Part VI (*Notice of General Meeting*) respectively of this Supplementary Circular.

5. Satisfaction of certain Exceptional Conditions

As explained in section 5 of Part I (*Letter from the Chair of the Board of Wood*) of the Scheme Document, the Acquisition is conditional upon, among other things, certain Exceptional Conditions, further details of which are set out in sections 3(A), 3(B), 4(A), 5(A)(i) and 5(B) of Part A of Part III (*Conditions to the Implementation of the Scheme and to the Acquisition*) of the Scheme Document.

As at the date of this Supplementary Circular, and following publication of the Audited Accounts on 30 October 2025, the Wood Board is pleased to confirm that the Exceptional Conditions relating to: (i) publication of the Audited Accounts on or before 31 October 2025 (or such later date as Sidara and Wood may agree in writing); and (ii) the Audit Opinion not being the subject of any Modified Opinion in relation to the FY24 Balance Sheet, as set out in sections 3(A) and 3(B) of Part A of Part III (*Conditions* *to the Implementation of the Scheme and to the Acquisition*) of the Scheme Document, have each now been satisfied. In the view of the Wood Board, the satisfaction of these conditions represents a significant milestone in the context of the Acquisition.

There can be no certainty that the outstanding Exceptional Conditions will be satisfied, and their satisfaction is outside of the control of Sidara and Wood.

In addition, Bidco and Wood have requested, and the Panel Executive has exceptionally agreed, that the Exceptional Conditions are not subject to Rule 13.5(a) of the Code. As a result, it would not be necessary for Bidco to obtain the consent of the Panel in order for Bidco to invoke any of the outstanding Exceptional Conditions, nor would it be necessary for the circumstances which cause any of the outstanding Exceptional Conditions not to be satisfied to be of material significance to Bidco in the context of the Acquisition.

Accordingly, none of the outstanding Exceptional Conditions is capable of being waived by either Wood or Bidco and therefore, if any of the outstanding Exceptional Conditions is not satisfied, the Acquisition will automatically lapse.

6. Action to be taken by Wood Shareholders

Please refer to pages 9 to 13 of this Supplementary Circular for details of the steps that you are encouraged to take in connection with the Acquisition.

Scheme Shareholders and Wood Shareholders should note that the blue Form of Proxy for use in respect of the Court Meeting and the yellow Form of Proxy for use in respect of the General Meeting previously sent with the Scheme Document will remain valid for the postponed Meetings. If you have already submitted a Form of Proxy in respect of the Court Meeting and/or the General Meeting and do not wish to change your proxy or voting instruction for the purposes of the postponed Meetings, you need take no further action as your Form(s) of Proxy will continue to be valid in respect of the relevant postponed Meeting(s). If you have already submitted a Form of Proxy in respect of the Court Meeting and/or the General Meeting and wish to amend your proxy or voting instruction for the purposes of the relevant postponed Meeting(s) you should take the action described in this Supplementary Circular. The action to be taken in respect of the postponed Meetings, including the actions Scheme Shareholders and Wood Shareholders should take should they wish to amend their Form(s) of Proxy, is set out on pages 9 to 13 of this Supplementary Circular.

7. Revised expected timetable

A revised expected timetable of principal events is included on pages 14 to 15 of this Supplementary Circular.

8. Material changes since publication of the Scheme Document

In accordance with Rule 27.2 of the Code, Wood and Bidco are required to provide details of any material changes to the matters set out in Rule 27.2 of the Code which have occurred since publication of the Scheme Document on 11 September 2025. All relevant changes are contained in this Supplementary Circular, and, as such, a revised version of the Scheme Document will not be issued with respect to such information. Please refer to Part III (*Additional Information*) of this Supplementary Circular for further details.

9. Update on the background to and reasons for the recommendation

The Wood Board believes that the Acquisition represents the best option for its shareholders, creditors and wider stakeholders and accordingly the Wood Directors unanimously recommend that the Scheme Shareholders vote in favour of the Scheme at the Court Meeting and Wood Shareholders vote in favour of the Special Resolutions to be proposed at the General Meeting. Your attention is drawn to section 7 of Part I (*Letter from the Chair of the Board of Wood*) of the Scheme Document which sets out the background to and reasons for the recommendation by the Wood Directors.

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, as at 28 October 2025, being the latest practicable date prior to publication of this Supplementary Circular, 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.

10. Recommendation

The Wood Directors, who have been so advised by Europa Partners, Rothschild & Co, J.P. Morgan Cazenove and Morgan Stanley as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing their advice to the Wood Directors, Europa Partners, Rothschild & Co, J.P. Morgan Cazenove and Morgan Stanley have taken into account the commercial assessments of the Wood Directors. Europa Partners and Rothschild & Co are providing independent financial advice to the Wood Directors for the purposes of Rule 3 of the Code.

In addition to the financial terms of the Acquisition, the Wood Directors have carefully considered Sidara's plans for the Wood business under Sidara's ownership as set out in section 9 of Part I (*Letter from the Chair of the Board of Wood*) of the Scheme Document. The Wood Directors have also noted Sidara's support for Wood's own plans to improve the efficiency of the Wood business and optimise the organisational structure to better serve its clients.

The Wood Directors consider that the terms of the Acquisition (including the Scheme and the actions contemplated by the Special Resolutions) are in the best interests of Wood Shareholders as a whole. Accordingly, the Wood Directors unanimously recommend that the Scheme Shareholders vote in favour of the Scheme at the Court Meeting and Wood Shareholders vote in favour of the Special Resolutions to be proposed at the General Meeting, as the Wood Directors have irrevocably undertaken to do in respect of their legal and beneficial shareholdings amounting, in aggregate, to 1,446,082 Wood Shares (representing approximately 0.209 per cent. of the existing issued ordinary share capital of Wood) as at 28 October 2025 (being the latest practicable date prior to publication of this Supplementary Circular).

Yours faithfully,

Roy Franklin
Chair of the Board
John Wood Group PLC

PART II

SUPPLEMENTARY FINANCIAL INFORMATION

1. Financial information relating to Wood

The following sets out financial information in respect of Wood that has been published since the date of the Scheme Document, as required by Rule 24.3 of the Code. The documents referred to below, the contents of which have previously been announced through a Regulatory Information Service, are incorporated into this Supplementary Circular by reference pursuant to Rule 24.15 of the Code:

- the Audited Accounts, being the statutory audited consolidated accounts of the Wood Group for the financial year ended 31 December 2024, are set out in the section titled "Financial Statements" of the 2024 Wood Annual Report available from Wood's website at www.woodplc.com/investors/annual-and-interim-reports; and
- the H1 2025 Interim Results, available from Wood's website at www.woodplc.com/investors/documents/results-and-presentations.

2. Wood current trading and prospects

On 30 October 2025, Wood published the H1 2025 Interim Results, being Wood's interim financial results for the six-month period ended 30 June 2025. Current trading and the full year outlook continue in line with statements made by Wood in the H1 2025 Interim Results.

3. No significant change

Save as disclosed in this Supplementary Circular, the Scheme Document and the following paragraph, there has been no significant change in the financial or trading position of Wood since 30 June 2025, being the date to which the H1 2025 Interim Results were prepared.

Temporary disapplication of borrowing limit in Wood Articles

At a general meeting of Wood Shareholders on 23 October 2025, Wood Shareholders passed an ordinary resolution to sanction the temporary disapplication of the Wood Group's borrowing limit (as permitted under Article 98(B) of the Wood Articles) until 31 October 2028, to enable Wood to operate without a constitutional borrowing limit during this period. This is a fixed period within which Wood expects to require the disapplication of the borrowing limit in order to continue to finance its operations and business.

PART III

ADDITIONAL INFORMATION

1. Responsibility

1.1 The Wood Directors, whose names are set out in section 2.1 of Part VII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document, accept responsibility for the information contained in this Supplementary Circular (including any expressions of opinion), other than information for which responsibility is taken by the Bidco Directors and the Sidara Directors pursuant to section 1.2 below. To the best of the knowledge and belief of the Wood Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Circular for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

1.2 The Bidco Directors, whose names are set out in section 2.2 of Part VII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document, and the Sidara Directors, whose names are set out in section 2.3 of Part VII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document, accept responsibility for the information contained in this Supplementary Circular (including any expressions of opinion) relating to Bidco, the Wider Sidara Group, the Bidco Directors, the Sidara Directors and their respective close relatives, related trusts and persons connected with the Bidco Directors, and persons acting in concert (as such term is defined in the Code) with Bidco. To the best of the knowledge and belief of the Bidco Directors and the Sidara Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Supplementary Circular for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Wood Directors' service agreements and letters of appointment

Ken Gilmartin, Chief Executive Officer

As announced on 15 October 2025, Ken Gilmartin will step down from his position as Group Chief Executive Officer and as a director of Wood following the Court Meeting and the General Meeting relating to the Scheme. Please refer to section 8.1 of Part VIII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document for further details on the existing service agreement under which Ken Gilmartin is engaged.

Iain Torrens, Interim Chief Financial Officer

Iain Torrens will step down from his position as interim Chief Financial Officer and be appointed as Group Chief Executive Officer with effect from the point at which Ken Gilmartin steps down. Please refer to section 8.1 of Part VIII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document for further details on the existing service agreement under which Iain Torrens is engaged.

Wood is in the process of identifying a new Chief Financial Officer and further announcements will be made in due course in relation to that appointment and the changes to the Wood Board described above.

3. Update on A&E Implementation Deed, Amended Wood Debt Facilities, Intercreditor Agreement and Sidara Interim Funding Agreement

3.1 *A&E Implementation Deed*

On 27 October 2025, Wood and Wood's lenders entered into the A&E Implementation Deed described in section 11.2 of Part VII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document. The A&E Implementation Deed sets out the mechanical steps pursuant to which the Amendment and Extension (or the Stable Platform Amendment and Extension, as applicable) is to be implemented.

Under the terms of the A&E Implementation Deed, Wood is required to notify the other parties of (i) whether the Amendment and Extension or (in the case of an occurrence of a Stable Platform Trigger Event) the more restrictive Stable Platform Amendment and Extension terms will apply from the A&E Effective Date and (ii) following the satisfaction of conditions precedent under the A&E Implementation Deed, the designated A&E Effective Date.

The executed A&E Implementation Deed has been updated to reflect the escrow mechanics set out in detail in the Escrow Agreement (as described below), funding timelines under the New Money Facility and the Sidara Interim Funding Agreement and finalised conditions precedent and conditions subsequent schedules.

3.2 *Escrow Agreement*

Wood, Bidco and Wood's lenders have now agreed the form of the escrow agreement (the "**Escrow Agreement**") described in section 11.2(A) of Part VII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document.

The Escrow Agreement is appended to the executed A&E Implementation Deed and reflects the agreed escrow mechanics as well as the funding steps under the A&E Implementation Deed. The Escrow Agreement will become effective in accordance with the terms of the A&E Implementation Deed upon satisfaction of the conditions precedent under the Escrow Agreement and the A&E Implementation Deed.

3.3 *Amended Wood Debt Facilities and Intercreditor Agreement*

Wood, Bidco and Wood's lenders have now finalised the forms of the Amended Wood Debt Facilities (other than the Interim Facility, which is already in effect) and the Intercreditor Agreement, which had been substantively agreed prior to the Rule 2.7 Announcement on 29 August 2025.

The Amended Wood Debt Facilities (other than the Interim Facility) and the Intercreditor Agreement have been updated to reflect the mechanical changes agreed in the A&E Implementation Deed and certain drafting amendments made for consistency across the suite of all documents. The Stable Platform Trigger Event described in section 11.1(B)(iii) of Part VII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document has been amended in all Amended Wood Debt Facilities, extending the deadline for the Sidara Interim Funding to be fully funded to 14 business days from the A&E Effective Date (or such later date as agreed between the parties in writing).

The agreed forms of the Amended Wood Debt Facilities (other than the Interim Facility) and the Intercreditor Agreement are appended to the executed A&E Implementation Deed. The Amended Wood Debt Facilities (other than the Interim Facility) and the Intercreditor Agreement will become effective in accordance with the terms of the A&E Implementation Deed on the A&E Effective Date, save for the New Money Facility, which will become effective upon satisfaction of the conditions precedent under the A&E Implementation Deed to allow pre-funding of the New Money Facility in accordance with the Escrow Agreement.

3.4 *Sidara Interim Funding Agreement*

The Sidara Interim Funding Agreement described in section 10.1 of Part VII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document was amended and restated on 24 October 2025 to reflect the appointment of a new facility agent, the mechanical changes agreed in the A&E Implementation Deed and the drafting amendments made in the Amended Wood Debt Facilities for consistency. The definition of the Stable Platform Trigger Event has also been updated to align with the Amended Wood Debt Facilities.

3.5 The A&E Implementation Deed, Escrow Agreement, Amended Wood Debt Facilities, Intercreditor Agreement and amended and restated Sidara Interim Funding Agreement will be made available on Wood's website at www.woodplc.com/investors/pages/sidara-proposal-2025 and Sidara's website at www.energy-pillar.com.

4. Wood Fees and Expenses

The revised aggregate fees and expenses expected to be incurred by Wood in connection with the Acquisition (excluding any applicable VAT and other taxes) are expected to be approximately £84.8 million, of which approximately £54.9 million relates to the Amendment and Extension:

Category	Amount (£m)
Financial and corporate broking advice for Wood related to the Acquisition(1)(2)(3)	19.7
Financial advice for Wood related to the Amendment and Extension(2)(3)	9.3
Financial advice for Wood's creditors, payable by Wood(2)(5)	9.6
Legal advice for Wood related to the Acquisition(2)(4)	9.0
Legal advice for Wood related to the Amendment and Extension(2)(4)	7.8
Legal advice for Wood's creditors, payable by Wood(2)(4)(5)	23.8
Public relations advice	0.6
Other professional services	0.5
Other costs and expenses related to the Acquisition	0.1
Other costs and expenses related to the Amendment and Extension	4.4
Total	**84.8**

(1) The total amount payable in respect of the aggregate fees and expenses for these services depends on whether the Acquisition becomes Effective.

(2) The total amount payable does not include disbursements.

(3) An element of the total amount payable in respect of the aggregate fees and expenses for these services is discretionary.

(4) An element of these fees is based on time spent and hourly rates. The figures included are based on time charged up to the Latest Practicable Date, together with an estimate of time required until the Acquisition becomes Effective.

(5) Fees incurred by Wood's creditors in connection with the Amendment and Extension.

5. No material changes

5.1 For the purposes of Rule 27.2 of the Code, Bidco is required to provide details of any material changes to the matters set out in Rule 27.2(b) of the Code which have occurred since publication of the Scheme Document on 11 September 2025. For these purposes, Bidco confirms that there have been no material changes to:

(A) its intentions with regards to the business, employees and pension schemes of Wood, as detailed in Rule 24.2 of the Code;

(B) its material contracts, as detailed in Rule 24.3(a)(vii) of the Code;

(C) ratings or outlooks publicly accorded to Bidco (of which there continue to be none) prior to the commencement of the Offer Period, as detailed in Rule 24.3(c) of the Code;

(D) the terms of the Acquisition, including the form of consideration and the period following the Effective Date within which consideration will be sent to Scheme Shareholders, as detailed in Rule 24.3(d)(v) and paragraph 10 of Appendix 7 of the Code;

(E) any agreements or arrangements to which Bidco is a party which relate to the circumstances in which Bidco may or may not invoke or seek to invoke a condition of the Acquisition, as detailed in Rule 24.3(d)(xii) of the Code;

(F) any irrevocable commitments and letters of intent which Bidco or any person acting in concert with Bidco has procured in relation to Wood relevant securities, as detailed in Rule 24.3(d)(xiii) of the Code;

(G) any post-offer undertakings made by Bidco as detailed in Rule 24.3(d)(xviii) of the Code (of which there were none provided for in the Scheme Document);

(H) any offer-related arrangements or other agreements, arrangements or commitments permitted under, or excluded from, Rule 21.2 of the Code (including any inducement fees), as detailed in Rule 24.3(d)(xix) of the Code;

(I) any profit forecasts and quantified financial benefits statements, as detailed in Rule 24.3(d)(xxi) of the Code;

(J) its financing arrangements and sources of finance in respect of the Acquisition, as detailed in Rule 24.3(f) of the Code;

(K) any interests and dealings in relevant securities by, amongst others, the Bidco Directors and persons acting in concert with Bidco, as detailed in Rule 24.4 of the Code;

(L) the effect of the Acquisition on the emoluments of the Bidco Directors, as detailed in Rule 24.5 of the Code;

(M) any incentivisation arrangements with members of Wood's management who are interested in Wood Shares or any agreements, arrangements or understandings between Bidco and any person acting in concert with it and any of the Wood Directors, recent directors of Wood, Wood Shareholders or recent shareholders of Wood, or any person interested or recently interested in Wood Shares, which has any dependence upon the Offer, as detailed in Rule 16.2 or Rule 24.6 of the Code;

(N) the ultimate owner of any relevant Wood securities to be acquired pursuant to the terms of the Scheme as detailed in Rule 24.9 of the Code;

(O) any indemnities, dealing arrangements, option arrangements or other arrangements which may be an inducement to deal or to refrain from dealing, as detailed in Note 11 on the definition of acting in concert and Rule 24.13 of the Code; and

(P) any fees and expenses expected to be incurred by Bidco in connection with the Acquisition, as detailed in Rule 24.16 of the Code.

5.2 In addition, for the purposes of Rule 27.2 of the Code, Wood is required to provide details of any material changes to the matters set out in Rule 27.2(c) of the Code which have occurred since publication of the Scheme Document on 11 September 2025. For these purposes, Wood confirms that there have been no material changes to:

(A) its opinion on the Acquisition, the effects of implementation of the Acquisition on all of Wood's interests and Sidara's strategic plans for Wood together with the likely repercussions on employment and the locations of Wood's places of business, as detailed in Rule 25.2(a) of the Code;

(B) the substance of the advice of Europa Partners, Rothschild & Co, J.P. Morgan Cazenove and Morgan Stanley (as joint financial advisers) given to the Wood Directors, as detailed in Rule 25.2(b) of the Code;

(C) save as set out in Part II (*Supplementary Financial Information*) of this Supplementary Circular, its financial or trading position since the publication of the H1 2025 Interim Results, as detailed in Rule 25.3 of the Code;

(D) any interests and dealings in its relevant securities by, amongst others, the Wood Directors and any persons acting in concert with Wood, as detailed in Rule 25.4 of the Code;

(E) save as set out in section 2 of this Part III (*Additional Information*) of this Supplementary Circular, the service contracts of the Wood Directors or proposed directors of Wood, with Wood or any of its subsidiaries, as detailed in Rule 25.5 of the Code;

(F) any indemnities, dealing arrangements, option arrangements or other arrangements which may be an inducement to deal or to refrain from dealing as detailed in Note 11 on the definition of acting in concert and Rule 25.6 of the Code;

(G) save as set out in section 3 of this Part III (*Additional Information*) of this Supplementary Circular, its and its subsidiaries' material contracts, as detailed in Rule 25.7(a) of the Code;

(H) any irrevocable commitments and letters of intent which Wood or any person acting in concert with Wood has procured in relation to relevant Wood securities, as detailed in Rule 25.7(b) of the Code;

(I) any post-offer undertakings and post-offer intention statements made by Wood, as detailed in Rule 25.7(c) of the Code (of which there were none provided for in the Scheme Document);

(J) any profit forecasts and quantified financial benefits statements, as detailed in Rule 25.7(e) of the Code; and

(K) save as set out in section 4 of this Part III (*Additional Information*) of this Supplementary Circular, any fees and expenses expected to be incurred by Wood in connection with the offer as detailed in Rule 25.8 of the Code.

6. Consent

Goldman Sachs International and Greenhill (as financial advisers to Sidara and Bidco), Europa Partners and Rothschild & Co (as joint financial advisers and Rule 3 Advisers to Wood), J.P. Morgan Cazenove and Morgan Stanley (as joint financial advisers and joint corporate brokers to Wood) have each given and not withdrawn their consent to the publication of this Supplementary Circular with the inclusion herein of the references to their names in the form and context in which they appear.

7. Documents incorporated by reference

7.1 Parts of other documents are incorporated by reference into, and form part of, this Supplementary Circular.

7.2 Section 1 of Part II (*Supplementary Financial Information*) of this Supplementary Circular sets out which sections of certain documents are incorporated by reference into, and form part of, this Supplementary Circular.

7.3 Wood Shareholders and other persons who received this Supplementary Circular may request a hard copy of such documents incorporated by reference. A copy of any such documents or information incorporated by reference will not be sent to such persons unless requested, free of charge, by contacting Equiniti, Wood's Registrar, through either of the following methods: (i) telephoning Equiniti on +44 333-207-6535 between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales); or (ii) submitting a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, in each case, stating your name, and the address to which the hard copy should be sent.

8. Documents available for inspection

In addition to those documents set out at section 18 of Part VII (*Additional Information on Wood, Sidara and Bidco*) of the Scheme Document, copies of the following documents will be available for viewing on Wood's and Bidco's websites at www.woodplc.com/investors/pages/sidara-proposal-2025 and www.energy-pillar.com respectively by no later than 12.00 p.m. on the Business Day following the date of publication of this Supplementary Circular (subject to any applicable restrictions relating to persons resident in Restricted Jurisdictions):

(A) this Supplementary Circular;

(B) the financial information relating to Wood referred to in section 1 of Part II (*Supplementary Financial Information*) of this Supplementary Circular;

(C) the A&E Implementation Deed, Escrow Agreement, Amended Wood Debt Facilities, Intercreditor Agreement and amended and restated Sidara Interim Funding Agreement referred to in section 3 of this Part III (*Additional Information*) above; and

(D) the written consents referred to in section 6 above.

PART IV

INTERPRETATION

In this Supplementary Circular:

(i) references to an enactment include references to that enactment as amended, replaced, consolidated or re-enacted by or under any other enactment before or after the date of this Supplementary Circular;

(ii) all references to “pounds”, “pounds Sterling”, “Sterling”, “GBP”, “£”, “pence”, “penny” and “p” are to the lawful currency of the United Kingdom. All references to “dollars”, “US Dollars”, “USD” and “$” are to the lawful currency of the United States;

(iii) all times referred to are London time unless otherwise stated;

(iv) a reference to “includes” shall mean “includes without limitation”, and references to “including” and any other similar term shall be construed accordingly; and

(v) unless the context otherwise requires, words in the singular include the plural and vice versa.

PART V

NOTICE OF COURT MEETING

IN THE COURT OF SESSION

JOHN WOOD GROUP PLC

(Registered in Scotland with registered number SC036219)

NOTICE IS HEREBY GIVEN that, by an order of the Court of Session of Parliament House, Parliament Square, Edinburgh EH1 1RQ, Scotland (the "**Court**") dated 9 September 2025 made in the above matter, the Court has directed for a meeting (the "**Court Meeting**") to be convened of the Scheme Shareholders (as defined in the Scheme (defined below)) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 (the "**Companies Act**") between John Wood Group PLC (the "**Company**") and its Scheme Shareholders (the "**Scheme**") and that such meeting will be held at Sir Ian Wood House, Hareness Road, Altens Industrial Estate, Aberdeen, AB12 3LE, United Kingdom on 17 November 2025 at 3.00 p.m., at which place and time all Scheme Shareholders are requested to attend.

At the Court Meeting, the following resolution will be proposed:

*"THAT the scheme of arrangement dated 11 September 2025 (the "**Scheme**"), between the Company and the Scheme Shareholders (as each term is defined in the Scheme), a copy of which has been produced to this meeting and, for the purposes of identification, initialled by the Chair of this meeting, in its original form or with or subject to any modification, addition or condition agreed by the Company and Bidco (as defined in the Scheme) and approved or imposed by the Court, be approved and the directors of the Company be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect."*

A copy of the Scheme and a copy of the explanatory statement required to be published pursuant to section 897 of the Companies Act are incorporated in the Scheme Document dated 11 September 2025 which has previously been sent to Scheme Shareholders.

Unless the context requires otherwise, any capitalised term used but not defined in this notice shall have the meaning given to such term in the Scheme Document.

Voting on the resolution shall be by poll which shall be conducted as the Chair of the Court Meeting may determine. For the Court Meeting (or any adjournment or further postponement thereof) to be properly convened, a quorum of two persons entitled to vote on the business to be transacted, each being a Scheme Shareholder, the proxy of a Scheme Shareholder or (where the Scheme Shareholder is a corporation) a duly authorised representative must be present.

Right to Appoint a Proxy; Procedure for Appointment

Scheme Shareholders entitled to attend, speak and vote at the Court Meeting may vote in person at the Court Meeting or they may appoint another person as their proxy to attend, speak and vote in their place. A Scheme Shareholder may appoint more than one proxy in relation to the Court Meeting provided that each proxy is entitled to exercise the rights attaching to a different share or shares held by that Scheme Shareholder. A proxy need not be a member of the Company but must attend the Court Meeting in person in order to represent you and for their vote to be counted.

It is important that, for the Court Meeting, as many votes as possible are cast so that the Court can be satisfied that there is a fair representation of Scheme Shareholder opinion. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods set out below, to ensure your vote is recorded. Doing so will not prevent you from attending, speaking and voting in person at the Court Meeting if you wish and are entitled to do so. In the event of a poll on which you vote in person, your proxy vote will be excluded.

For the avoidance of doubt, and notwithstanding any other provision contained in this notice, no Sanctioned Shareholder will be entitled to vote at the Court Meeting or appoint a proxy to exercise all or any such Sanctioned Shareholder's right to vote on their behalf at the meeting.

(a) *Sending Form of Proxy by post*

Please complete and sign the blue Form of Proxy in accordance with the instructions printed thereon and return in the pre-paid envelope to Equiniti, Wood's Registrar, by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, so as to be received as soon as possible and in any event no later than 3.00 p.m. on 13 November 2025 (or, if the Court Meeting is adjourned or postponed, the blue Form of Proxy should be received no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the adjourned or postponed Meeting).

If the blue Form of Proxy in respect of the Court Meeting is not received by the relevant time, it may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

If you wish to appoint more than one proxy, you may photocopy the Form of Proxy or request a copy by contacting Equiniti, Wood's Registrar, through either of the following methods: (i) by calling on +44 333-207-6535 between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales); or (ii) by submitting a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, in each case, stating your name, and the address to which the hard copy should be sent.

(b) *Electronic appointment of proxies via Equiniti's online facility*

As an alternative to completing and returning the printed blue Form of Proxy, proxies may be appointed electronically via Equiniti's online facility by logging on to the following website: www.shareview.co.uk and following the instructions therein. You will need to create an online portfolio using your Shareholder Reference Number on your Form of Proxy. It is important that you register for an online portfolio with enough time to complete the registration and authentication process. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can appoint your proxy electronically at www.shareview.co.uk by logging in with your username/ID and password. Full instructions are given on the website.

For an electronic proxy appointment to be valid, the appointment must be received by Equiniti no later than 3.00 p.m. on 13 November 2025 (or, in the case of an adjournment or further postponement of the Court Meeting, 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment or further postponement thereof).

If the electronic proxy appointment is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

Any electronic communication sent to the Company or Equiniti found to contain a computer virus will not be accepted.

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

(c) *Electronic appointment of proxies through Proxymity*

If you are an institutional investor, you may be able to appoint a proxy or proxies electronically for the Court Meeting (and any adjournment or further postponement thereof) via the Proxymity platform. This process has been agreed by Wood and approved by Equiniti, Wood's Registrar. For further information regarding Proxymity, please visit https://proxymity.io/.

Before you can appoint a proxy via Proxymity, you must agree to Proxymity'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 on this platform. Proxymity will then contract with your underlying institutional account holder directly, in order to accept their voting instructions through the Proxymity platform.

For an electronic proxy appointment to be valid, your proxy must be received no later than 3.00 p.m. on 13 November 2025 (or, in the case of an adjournment or further postponement of the Court Meeting, 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment or further postponement thereof).

If the electronic proxy appointment is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

(d) ***Electronic appointment of proxies through CREST***

If you hold Wood Shares in uncertificated form through CREST and wish to appoint a proxy or proxies for the Court Meeting (or any of their respective adjournments or postponements) by using the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the CREST Proxy Instruction must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual (available via www.euroclear.com). 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 Equiniti (ID: RA19) no later than 3.00 p.m. on 13 November 2025 (or, in the case of an adjournment or further postponement of the Court Meeting, 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment or further postponement thereof). 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 are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

If the CREST proxy appointment or instruction is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or further postponement thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

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 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 any voting service provider(s), to procure that his/her 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. For further information on the logistics of submitting messages in CREST, 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.

Wood may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

Voting Record Time

Entitlement to attend and vote at the Court Meeting, or any adjournment or further postponement thereof, and the number of votes which may be cast at the Court Meeting will be determined by reference to the register of members of the Company at the Voting Record Time. Changes to the register of members of the Company after such time will be disregarded in determining the rights of any person to attend and vote at the Court Meeting.

Joint Holders

In the case of joint holders of Scheme Shares, any one such joint holder may tender a vote, whether in person or by proxy, at the Court Meeting. However, where more than one of the joint holders purports to tender a vote in respect of the joint holding, only the purported vote by the most senior holder will be accepted, to the exclusion of the votes of the other joint holder(s). Where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. For these purposes, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

Corporate Representatives

As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its power as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power to vote in the same way as each other, the Chair will treat the power to vote as having been exercised in that way, and in other cases the Chair will treat the power to vote as not having been exercised. The Chair may require a corporate representative to produce to the registrars of the Company at any time before the start of the Court Meeting the corporate representative's written authority to attend and vote at the Court Meeting.

By the said Order, the Court has appointed Roy Franklin or, failing him, any other director of the Company to act as Chair of the Court Meeting and has directed the Chair to report the result thereof to the Court.

The said Scheme will be subject to the subsequent sanction of the Court.

Dated 30 October 2025

Slaughter and May
One Bunhill Row
London EC1Y 8YY

Burness Paull LLP
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Solicitors for the Company

Nominated Persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a "**Nominated Person**") does not, in that capacity, have a right to appoint a proxy, such right only being exercisable by registered shareholders of the Company. However, Nominated Persons may, under an agreement between him/her and the registered shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Court Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the registered shareholder as to the exercise of voting rights.

Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters related to their investments in the Company.

PART VI

NOTICE OF GENERAL MEETING

JOHN WOOD GROUP PLC

(Registered 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 17 November 2025 at 3.15 p.m. (or as soon thereafter as the Court Meeting (as defined in Part VIII (*Definitions*) of the Scheme Document) concludes or is adjourned) for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as special resolutions.

Unless the context requires otherwise, any capitalised term used but not defined in this Notice of General Meeting shall have the meaning given to such term in the Scheme Document.

SPECIAL RESOLUTIONS

1. **THAT** for the purpose of giving effect to the scheme of arrangement dated 11 September 2025 (as amended or supplemented) (the "**Scheme**") between the Company and its Scheme Shareholders (as defined in the Scheme), a copy of which has been produced to this meeting and, for the purposes of identification, initialled by the Chair of this meeting, in its original form or with or subject to any modification, addition or condition agreed by the Company and Bidco and approved or imposed by the Court, the Wood Directors (or a duly authorised committee thereof) be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect.

2. **THAT** with effect from the passing of this resolution, the Wood Articles be and are hereby amended by the adoption and inclusion of the following new Article 138:

   "138. **Scheme of Arrangement**

   (A) In this Article 138, references to the "**Scheme**" are to the scheme of arrangement under Part 26 of the Companies Act 2006 between the Company and its Scheme Shareholders (as defined in the Scheme) dated 11 September 2025 (as it may be modified or amended in accordance with its terms) and (save as defined in this Article) terms defined in the Scheme shall have the same meanings in this Article.

   (B) Notwithstanding any other provisions in these Articles, if the Company issues or transfers out of treasury any Wood Shares (other than to Bidco or any member of the Sidara Group (each a "**Bidco Company**")) on or after the date of the adoption of this Article 138 and prior to the Scheme Record Time, such Wood Shares shall be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or subsequent holder or holders of such Wood Shares shall be bound by the Scheme accordingly.

   (C) Notwithstanding any other provision of these Articles, subject to the Scheme becoming Effective, any shares issued, transferred out of treasury or transferred pursuant to Article 138(D) below, to any person (other than a Bidco Company or its nominee(s)) (a "**New Member**") after the Scheme Record Time (each a "**Post-Scheme Share**") shall be issued or transferred on terms that they shall (on the Effective Date (as defined in the Scheme) or, if later, on issue or transfer (but subject to the terms of Articles 138(D), 138(E), 138(F) and 138(G) below)), be immediately transferred to Bidco (or such person as it may direct) (the "**Purchaser**"), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional upon the payment by or on behalf of Bidco to the New Member of an amount in cash for each Post-Scheme Share equal to the consideration per Scheme Share to which a New Member would have been entitled under the Scheme becoming Effective had such Post-Scheme Share been a Scheme Share.

   (D) Any person who is beneficially entitled to shares issued or transferred to a New Member (other than, for the avoidance of doubt, a person who becomes beneficially entitled to shares by virtue of a transfer pursuant to this Article 138(D)) may, prior to the issue or transfer of Post-Scheme Shares to the New Member pursuant to the satisfaction of an Award under one of the Wood Share Plans (as defined in the Scheme), give not less than two business days' written notice to the Company in such manner as the board shall prescribe of his or her intention to transfer the beneficial ownership of some or all of such Post-Scheme Shares to his or her spouse or civil partner and may, if such notice has been validly given, on or before such Post-Scheme Shares being issued or transferred to the New Member, immediately transfer to his or her spouse or civil partner beneficial ownership of any such Post-Scheme Shares, provided that such Post-Scheme Shares (including both legal and beneficial ownership thereof) will then be immediately transferred to the Purchaser in accordance with Article 138(C) above. If notice has been validly given pursuant to this Article 138(D) but the beneficial owner does not immediately transfer to his or her spouse or civil partner both the legal and beneficial ownership of the Post-Scheme Shares in respect of which notice was given, such legal and beneficial ownership will be transferred to the Purchaser pursuant to Article 138(C) above. If notice is not given pursuant to this Article 138(D), both the legal and beneficial ownership of the Post-Scheme Shares will be immediately transferred to the Purchaser in accordance with Article 138(C) above.

(E) On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date (as defined in the Scheme), the value of the consideration per Post-Scheme Share to be paid under Article 138(C) shall be adjusted by the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or material alteration. References in this Article 138 to such shares shall, following such adjustment, be construed accordingly.

(F) Notwithstanding Article 138(C), no right, title or interest in any Post-Scheme Shares held directly or indirectly by or on behalf of a New Member who is, or whom Bidco reasonably believes to be, a Sanctioned Shareholder, shall be transferred to Bidco on the Effective Date where such a transfer would cause any person to violate Sanctions, or be exposed to a reasonable risk of being targeted as a Sanctioned Person (such Post-Scheme Shares being "**Sanctions Affected Post-Scheme Shares**") and such Sanctions Affected Post-Scheme Shares shall only be transferred in accordance with Article 138(G).

(G) Subject to the Scheme becoming Effective, the Sanctions Affected Post-Scheme Shares of any Sanctioned Shareholder (or suspected Sanctioned Shareholder, as the case may be) shall be transferred to Bidco upon the earlier of: (i) the date on which each direct and indirect interest holder in such Post-Scheme Shares ceases to be a Sanctioned Shareholder; or (ii) the date on which all necessary Sanctions Licences have been made or issued which ensure that no person will violate any Sanctions, or be exposed to a reasonable risk of being targeted as a Sanctioned Person, as a consequence of Bidco acquiring such Post-Scheme Shares (such date being, for each such Sanctioned Shareholder, their relevant "**Release Date**").

(H) Subject to the Scheme becoming Effective, the rights and entitlements which would otherwise be exercisable in respect of or attach to any Post-Scheme Shares held directly or indirectly by or on behalf of a Sanctioned Shareholder will not be exercisable or apply in respect of such Post-Scheme Shares until such time as the Post-Scheme Shares are transferred to Bidco pursuant to Article 138(G) and the register of members of the Company is updated to reflect such transfer, including, without limitation:

(i) the right to receive including notices of, or the right to be present at or to vote (either in person or by representative or proxy) at any general meeting or at any separate meeting of the holders of any class of shares or on any poll or to exercise any other right conferred by membership in relation to such meeting or poll and any votes purported to be cast by or on behalf of such Sanctioned Shareholder in respect of such Post-Scheme Shares will be disregarded;

(ii) the right to receive notices or documents (including, without limitation, share certificates, annual reports, accounts and resolutions) from or in respect of the Company;

(iii) save for any transfer pursuant to Article 138(G), the right to transfer such Post-Scheme Shares or have such transfer registered and any purported transfer of such Post-Scheme Shares will be void;

(iv) the right to a further issuance of shares in respect of any such Post-Scheme Shares or in pursuance of an offer made to the holders of shares in the Company; and

(v) any sums payable in respect of such Post-Scheme Shares will be paid into a blocked or frozen account (as applicable) in compliance with Sanctions (which shall constitute full and final settlement of Bidco's obligations in respect of such payments and no interest shall be paid thereon).

(I) In respect of any Post-Scheme Shares transferred to Bidco in accordance with Article 138(G) on and with effect from the Release Date:

(i) any consideration payable for the transfer of the Post-Scheme Shares pursuant to the terms of Article 138(H) above which is held in a blocked or frozen account (as applicable) shall be released from that account and paid to the relevant holder of such Post-Scheme Shares in accordance with their entitlements (provided that if any Sanctions would prohibit such payments, such amounts shall continue to be held in the blocked or frozen account (as applicable) until such Sanctions no longer prohibit such payments or all licences required in order for such payments to be permitted are obtained); and

(ii) Bidco shall receive an amount equal to the amount of all dividends and other distributions (if any) and any return of capital (whether by reduction of share capital or share premium account or otherwise) announced, authorised, declared, made, and paid in respect of such Post-Scheme Shares by reference to a record date falling on or after the Effective Date and prior to the Release Date, which has been held in a blocked or frozen account (as applicable) in compliance with Sanctions.

(J) To give effect to any transfer of Post-Scheme Shares required pursuant to Article 138, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to Article 138(C) above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder), or by any alternative method communicated by the Purchaser to the New Member, for the purchase price of such Post-Scheme Shares no later than 14 days after the date on which the Post-Scheme Shares are issued to the New Member (other than in respect of any Post-Scheme Shares held by a Sanctioned Shareholder, in respect of which consideration shall be settled in accordance with Article 138(I)).

(K) If the Scheme shall not have become Effective by 1 March 2027 (or such later date (if any) as Bidco and Wood may agree, with the consent of the Panel, and the Court may approve (if such consent and/or approval is/are required)), this Article 138 shall cease to be of any effect.

(L) Notwithstanding any other provision of these Articles, both the Company and the board shall refuse to register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser pursuant to the Scheme."

3. **THAT** subject to the Scheme becoming Effective in accordance with its terms and with effect from the cancellation of trading in Wood Shares on the London Stock Exchange becoming effective: (i) the Company be re-registered as a private limited company under the Companies Act; and (ii) the name of the Company be changed to John Wood Group Limited.

30 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

Registered in Scotland No. SC036219

Notes:

1. Entitlement to attend and vote

Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members registered on the register of members of the Company at 6.30 p.m. on 13 November 2025 (the "**Voting Record Time**") (or, if the General Meeting is adjourned or further postponed to a time more than 48 hours after the Voting Record Time, by 6.30 p.m. on the day which is two days prior to the time of the adjourned or further postponed General Meeting) shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at that time. If the General Meeting is adjourned or further postponed to a time not more than 48 hours after the Voting Record Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned or further postponed General Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

2. Sanctioned Shareholders

Notwithstanding note 1 above and note 3 below, no Sanctioned Shareholder will be entitled to vote at the General Meeting or appoint a proxy to exercise all or any such Sanctioned Shareholder's right to vote on their behalf at the meeting.

3. Appointment of proxies

Wood Shareholders entitled to attend and vote at this General Meeting may appoint a proxy to attend, speak and vote instead of them. A Wood Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is entitled to exercise the rights attaching to a different share or shares held by that member. A proxy need not be a member of the Company but must attend the General Meeting in person in order to represent you and for their vote to be counted. Appointing a proxy will not prevent Wood Shareholders from attending the General Meeting in person.

A yellow Form of Proxy has been sent to you for use at the General Meeting. To be valid, completed forms of proxy and any power of attorney or other authority, if any, under which they are signed or a notarially certified copy of that power of attorney or authority must be returned so as to arrive at the offices of the Company's registrar, Equiniti no later than 3.15 p.m. on 13 November 2025, or if the General Meeting is adjourned or further postponed, at least 48 hours before the start of the adjourned or further postponed General Meeting (excluding any part of such 48-hour period falling on a non-working day).

(a) ***Sending Form of Proxy by post***

Please complete and sign the yellow Form of Proxy in accordance with the instructions printed thereon and return in the pre-paid envelope to Equiniti, Wood's Registrar, by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, so as to be received as soon as possible and in any event no later than 3.15 p.m. on 13 November 2025 (or, if the General Meeting is adjourned or further postponed, the yellow Form of Proxy should be received no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the adjourned or further postponed General Meeting). If the yellow Form of Proxy for the General Meeting is not received by the relevant time, it will be invalid.

If you wish to appoint more than one proxy, you may photocopy the Form of Proxy or request a copy by contacting Equiniti, Wood's Registrar, through either of the following methods: (i) by calling on +44 333-207-6535 between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales); or (ii) by submitting a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, in each case stating your name, and the address to which the hard copy should be sent.

(b) ***Electronic appointment of proxies via Equiniti's online facility***

As an alternative to completing and returning the printed Form of Proxy, proxies may be appointed electronically via Equiniti's online facility by logging on to the following website: www.shareview.co.uk and following the instructions therein. You will need to create an online portfolio using your Shareholder Reference Number on your Form of Proxy. It is important that you register for an online portfolio with enough time to complete the registration and authentication processes. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can appoint your proxy electronically at www.shareview.co.uk by logging in with your username/ID and password. Full instructions are given on the website.

For an electronic proxy appointment to be valid, the appointment must be received by Equiniti no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the General Meeting or any adjournment or further postponement thereof.

If the electronic proxy appointment is not received by this time, it will be invalid.

Any electronic communication sent to the Company or Equiniti 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's conditions of use as set out at www.shareview.co.uk.

(c) ***Electronic appointment of proxies through Proxymity***

If you are an institutional investor, you may be able to appoint a proxy or proxies electronically for the General Meeting (and any adjournment or further postponement thereof) via the Proxymity platform. This process has been agreed by Wood and approved by Equiniti, Wood's Registrar. For further information regarding Proxymity, please visit https://proxymity.io/.

Before you can appoint a proxy via Proxymity, you must agree to Proxymity'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 on this platform. Proxymity will then contract with your underlying institutional account holder directly, in order to accept their voting instructions through the Proxymity platform.

For an electronic proxy appointment to be valid, your proxy must be received no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the General Meeting or any adjournment or further postponement thereof.

(d) ***Electronic appointment of proxies through CREST***

If you hold Wood Shares in uncertificated form through CREST and wish to appoint a proxy or proxies for the General Meeting (or any of their respective adjournments or further postponements) by using the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the CREST Proxy Instruction must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual (available via www.euroclear.com). 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 Equiniti (ID: RA19) no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the General Meeting or any adjournment or further postponement thereof. 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 are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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 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 any voting service provider(s), to procure that his/her 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. For further information on the logistics of submitting messages in CREST, 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.

Wood may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

4. Joint holders

In the case of joint holders, where more than one of the joint holders purports to tender a vote in respect of the joint holding, whether in person or by proxy, only the purported vote tendered by the most senior holder will be accepted, to the exclusion of the votes of the other joint holder(s). Where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

5. Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that if two or more representatives purport to vote in respect of the same shares: if they purport to exercise the power in the same way as each other, the Chair will treat the power to vote as having been exercised in that way; and in other cases, the Chair will treat the power to vote as not having been exercised. The Chair may require a corporate representative to produce to the registrars of the Company at any time before the start of the General Meeting the corporate representative's written authority to attend and vote at the General Meeting.

6. Votes to be taken by a poll and results

At the General Meeting voting on the special resolutions will be by poll. The results of the polls will be announced through a Regulatory Information Service and published on the Company's website at https://www.woodplc.com/investors as soon as reasonably practicable following the conclusion of the General Meeting. Wood Shareholders have the right to request, in accordance with section 360BA of the Companies Act, information to enable them to determine that their vote on a poll was validly recorded and counted. Wood Shareholders who wish to do so should contact Equiniti, Wood's Registrar, no later than 30 days following the General Meeting, calling on +44 333-207-6535 between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales).

7. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the registered shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have 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 in paragraph 3 above does not apply to Nominated Persons. The rights described in that paragraph 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.

8. Website providing information regarding the General Meeting

Information regarding the General Meeting, including information required by section 311A of the Companies Act, and a copy of this Notice may be found on the Company's website at https://www.woodplc.com/investors.

9. Issued ordinary share capital and total voting rights

As at 28 October 2025 (being the latest practicable date prior to the publication of this notice) the Company's issued ordinary share capital consisted of 691,839,369 ordinary shares of 4.2857 pence each, carrying one vote each (and no shares held in treasury). Therefore, the total number of votes exercisable as at 28 October 2025 is 691,839,369.

10. Questions

Under section 319(a) of the Companies Act, any shareholder attending the General Meeting has the right to ask questions. As set out above, Wood Shareholders will be permitted to ask questions at the General Meeting. Questions may also be asked in advance of the General Meeting by submission via the Company's website at https://www.woodplc.com/investors. Questions should be relevant to the business of the General Meeting and the relevant resolution number should be clearly stated.

Where it is not possible to answer any of the questions asked, the Company will respond to those questions, and to questions submitted prior to the General Meeting, and a summary of questions received, and their respective answers, will be published following the General Meeting at https://www.woodplc.com/investors.

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.

The Chair of the General Meeting will ensure that any questions relating to the formal business of the General Meeting are addressed during the General Meeting, unless no response is required to be provided under the Companies Act or the Wood Articles, including if the provision of a response would, at the Chair's discretion, otherwise be undesirable in the interests of the Company or the good order of the General Meeting.

11. Shareholder Helpline

If you have any questions about this Supplementary Circular, the Court Meeting or the General Meeting, or are in any doubt as to how to submit your proxies electronically or how to complete the Forms of Proxy, please contact the Shareholder Helpline operated by Equiniti, Wood's Registrar, on +44 333-207-6535. Please use the country code if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice. In addition to the helpline provided by Equiniti, Wood has engaged Georgeson to provide assistance to any Wood Shareholders who have questions about the procedure for voting their Wood Shares. Georgeson can be contacted at the following email address: woodgroup@georgeson.com.

12. Further communications

Company shareholders may not use any electronic address or fax number provided in this Notice or in any related documents to communicate with the Company for any purpose other than those expressly stated. Any electronic communications, including the lodgement of any electronic proxy form, received by the Company, or its agents, that is found to contain any virus will not be accepted.

13. 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.

14. Personal data

The Company may process personal data of attendees at the General Meeting. This may include webcasts, photographs, 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, available to view at https://www.woodplc.com/policies-and-notices/privacy-notice.

Sterling Financial Print
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