



VENUE: Sir Ian Wood House, Hareness Road,
Altens, Aberdeen, AB12 3LE
DATE: 10th May 2017
TIME: 11.00am

John Wood Group PLC

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of John Wood Group PLC (the "Company") will be held at Sir Ian Wood House, Hareness Road, Altens, Aberdeen, AB12 3LE, Scotland on Wednesday, 10 May 2017 at 11.00am for the following purposes:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2016 together with the reports of the directors and independent auditor.
2. To declare and authorise the payment of a final dividend of 22.5 US cents per share in respect of the year ended 31 December 2016, payable on 16 May 2017 to shareholders on the register of members at the close of business on 7 April 2017.
3. To approve the Annual Report on Directors' Remuneration, excluding the Directors' Remuneration Policy set out within the Directors' Remuneration Report, prepared by the Remuneration Committee and approved by the Board for the year ended 31 December 2016.
4. To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2016 to take effect at the end of the Annual General Meeting.
5. To re-elect Ian Marchant as a director, who shall retire from office at the end of the Annual General Meeting and who, being eligible, offers himself for re-election.
6. To re-elect Jann Brown as a director, who shall retire from office at the end of the Annual General Meeting and who, being eligible, offers herself for re-election.
7. To re-elect Thomas Botts as a director, who shall retire from office at the end of the Annual General Meeting and who, being eligible, offers himself for re-election.
8. To re-elect Mary Shafer-Malicki as a director, who shall retire from office at the end of the Annual General Meeting and who, being eligible, offers herself for re-election.
9. To re-elect Jeremy Wilson as a director, who shall retire from office at the end of the Annual General Meeting and who, being eligible, offers himself for re-election.
10. To re-elect Robin Watson as a director, who shall retire from office at the end of the Annual General Meeting and who, being eligible, offers himself for re-election.
11. To re-elect David Kemp as a director, who shall retire from office at the end of the Annual General Meeting and who, being eligible, offers himself for re-election.
12. To elect Richard Howson as a director, who having been appointed to the Board since the last Annual General Meeting, offers himself for election.
13. To elect Jacqui Ferguson as a director, who having been appointed to the Board since the last Annual General Meeting, offers herself for election.
14. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company.
15. To authorise the directors to determine the remuneration of the auditors.

16. That the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares of the Company:

- (a) up to an aggregate nominal amount of £5,473,934.06 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to a nominal amount of £10,947,868.12 (such amount to be reduced by any allotments or grants made under (a) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

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

provided that these authorities shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2018 (unless previously revoked or varied by the Company in general meeting) save that under each authority the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or enter into an agreement as if the authority conferred hereby had not expired, and provided further that this authority shall be to the exclusion of and in substitution for any such earlier authority.

To consider and, if thought fit, to pass the following resolutions as special resolutions:

17. That, subject to the passing of resolution 16 above and in substitution for all existing authorities, the directors be and are hereby empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 16 above and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer or issue of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 16, by way of a rights issue only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities, or as the directors otherwise consider necessary,

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

- (b) in the case of the authority granted under paragraph (a) of resolution 16 and/or in the case of any sale of treasury shares for cash which is treated as an allotment of equity securities under section 560(3) of the Act, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares, up to an aggregate nominal amount of £821,090.10,

and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2018, except that the Company may before such expiry make offers or enter into agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and notwithstanding such expiry the directors may allot equity securities (and/or sell treasury shares) in pursuance of such offers or agreements as if the power conferred hereby had not expired.

18. That, subject to the passing of resolution 16 above, the directors be and are hereby empowered in addition to any authority granted under resolution 17 to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £821,090.10; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2018, except that the Company may before such expiry make offers or enter into agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and notwithstanding such expiry the directors may allot equity securities (and/or sell treasury shares) in pursuance of such offers or agreements as if the power conferred hereby had not expired.

19. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 4½ pence each in the capital of the Company ("ordinary shares"), provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 38,317,538;
- (b) the minimum price which may be paid for an ordinary share is 4½ pence per share (exclusive of expenses);
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be the higher of:
 - i. an amount equal to 105% of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out,

and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2018, unless such authority is renewed, varied or revoked prior to such time, provided that the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract under this authority as if it had not expired.

20. That the draft articles of association produced to the meeting, marked "A" and signed by the Chairman of the meeting for identification purposes, (the "New Articles of Association") be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company.

21. That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Dated: 31 March 2017

By order of the Board

Registered Office:
15 Justice Mill Lane
Aberdeen
AB11 6EQ



William G Setter
Secretary

Registered Number: SC36219

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have, or if you require additional forms, please contact Equiniti Limited on 0371 384 2649. Lines are open 8.30am to 5.30pm, Monday to Friday excluding English public holidays. If calling from outside the UK, please contact the Equiniti overseas helpline number on +44 121 415 7047.
2. To be effective, a proxy form or other instrument appointing a proxy must be deposited with Equiniti Limited, Freepost RTHJ-CLLL- KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU not less than 48 hours before the time fixed for the meeting (i.e. by 11.00am on Monday 8 May 2017). If you have registered for electronic communication, you may complete the proxy online via your Portfolio at www.shareview.co.uk or if you have not registered for electronic communication at www.sharevote.co.uk
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a member attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated to enjoy information rights pursuant to section 146 of the Act (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual 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 member as to the exercise of voting rights.
5. The statements of the rights of members in relation to the appointment of proxies in paragraph 1 above do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the Register of Members of the Company at 6pm on Monday, 8 May 2017 (or, in the event of any adjournment, at 6pm on the date which is two days before the time of the adjourned 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 meeting.

7. As at 31 March 2017 (the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 383,175,384 ordinary shares, carrying one vote each and the Company held no shares in Treasury. Therefore, the total number of voting rights in the Company as at 31 March 2017 was 383,175,384.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 10 May 2017 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti Limited (CREST Participant ID RA19) by 11.00am on 8 May 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names appear in the register of members in respect of the joint holding.
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if there is more than one corporate representative, they do not do so in relation to the same shares.
14. Members may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the Chair's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
15. A copy of this notice, and other information required by section 311A of the Act, can be found at www.woodgroup.com.
16. Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Annual General Meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the Annual General Meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the Annual General Meeting that the question be answered.
17. Members satisfying the thresholds in section 527 of the Act have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous Annual General Meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
18. The following documents are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) until the close of the Annual General Meeting, and will also be available at the place of the Annual General Meeting for at least 15 minutes before and during the meeting:
 - Copies of the executive directors' service contracts
 - Copies of letters of appointment of the non-executive directors
 - A copy of the proposed Articles of Association of the Company and a copy of the existing Articles of Association marked to show the changes being proposed in resolution 20.
19. If attending in person, you should bring with you a form of photographic identification such as a passport or photocard driving licence.