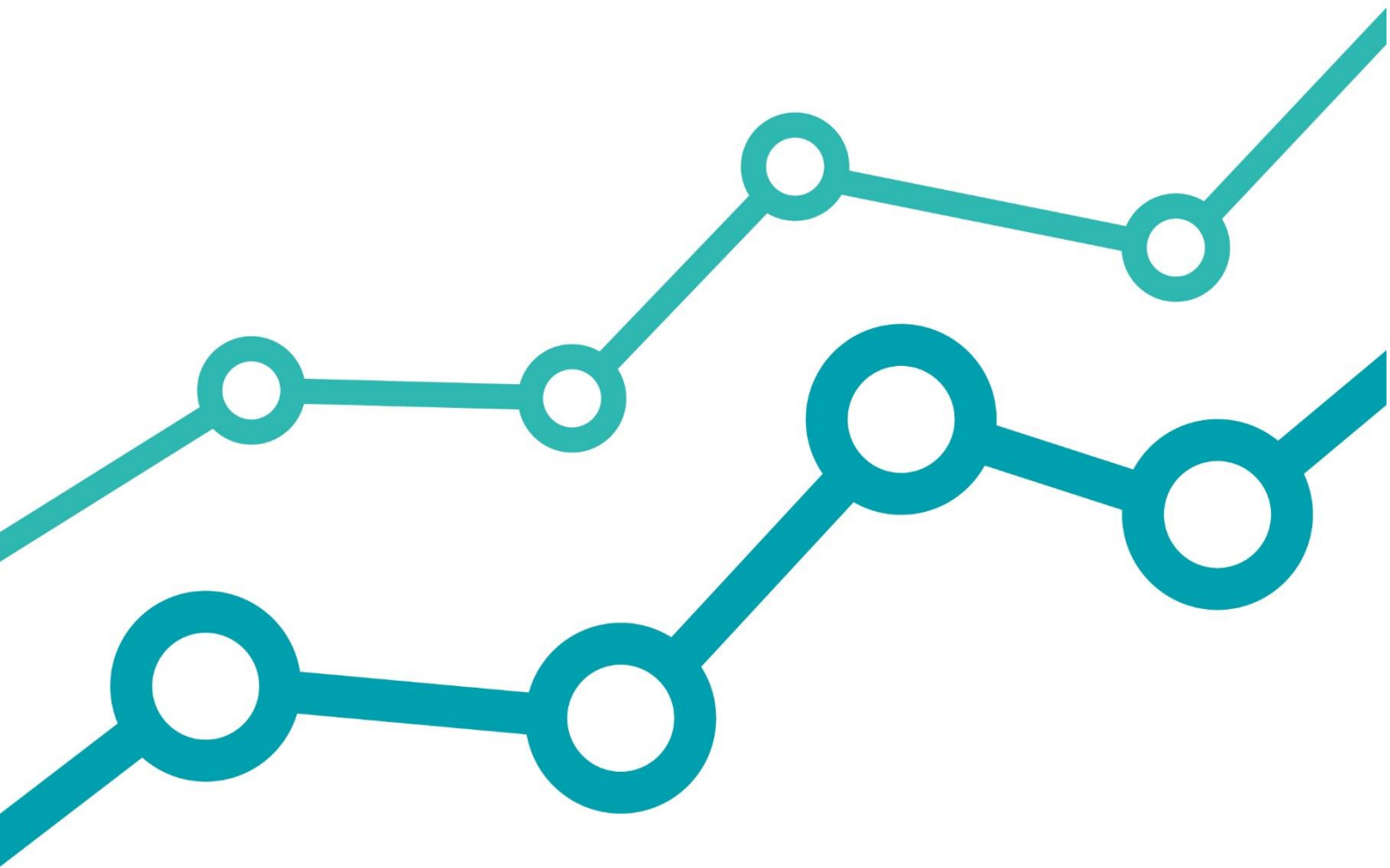


wood.

# Employee Share Plan

Country specific wording



In addition to the generic plan documentation, this document lays out some specific information in relation to regulations in eligible countries. You should consider this information along with other plan documentation before making any decision to join the Employee Share Plan.

### UK & EU/EEA countries

You are being offered the opportunity to participate in the Plan in order to provide an additional incentive, to encourage employee share ownership and so to increase your interest in the Company's success. The Awards and Shares are offered to you by John Wood Group PLC (the "Company") in accordance with the terms of the Wood Employee Share Plan (the "Plan"). More information about the Company is available at [www.woodplc.com/employeeeshareplan](http://www.woodplc.com/employeeeshareplan). The obligation to publish a prospectus does not apply because of Article 1(4)(i) of the EU Prospectus Regulation. The total maximum number of shares which are subject to this offer is 68,833,936 as at 1 November 2021.

### Royaume-Uni et pays de l'Union européenne

Les attributions et les titres vous sont proposés par John Wood Group PLC (la « société ») conformément aux conditions du Plan d'actionnariat des salariés Wood (le « plan »), qui sont résumées ci-dessus. Pour plus d'informations à propos de la société, consultez le site suivant: [www.woodplc.com/employeeeshareplan](http://www.woodplc.com/employeeeshareplan). Nous vous proposons de participer au plan en guise de motivation supplémentaire, encourageant les salariés à devenir propriétaires d'une part de la société et ainsi, d'avoir un plus grand intérêt dans sa réussite. Le nombre de titres proposés dans le cadre du plan ne dépassera pas 10 % du capital-actions émis de la société, à savoir 68,833,936 au 01/11/2021. L'obligation de publier un prospectus conformément à la Directive Prospectus ne s'applique pas à la présente offre, en raison de son article 4(1)(e).

### Reino Unido y los EE.UU.

John Wood Group PLC (la « Empresa ») le ofrece las entregas y las acciones de acuerdo con las condiciones del Plan de Acciones para Empleados de Wood (el « Plan »), que se resumen más arriba. Acceda a información adicional acerca de la Empresa en [www.woodplc.com/employeeeshareplan](http://www.woodplc.com/employeeeshareplan). Le ofrecemos la oportunidad de participar en el Plan para proporcionar un incentivo adicional, para alentar la participación de los empleados en los beneficios y, de esta manera, aumentar su interés en el éxito de la Empresa. El número de acciones que se ofrecen conforme al Plan no superará el 10 % del capital de acciones emitidas de la Empresa de 68,833,936 al 01/11/2021. La obligación de publicar un folleto explicativo de emisión conforme a la Directiva de Folletos Explicativos no se aplica a la oferta debido al Artículo 4(1)(e) de dicha directiva.

### Regno Unito e Paesi UE

I premi e le azioni sono offerti da John Wood Group PLC (la "Società") in conformità con i termini del Piano azionario dei dipendenti Wood (il "Piano") che sono riassunti sopra. Maggiori informazioni sulla Società sono disponibili sul sito [www.woodplc.com/employeeeshareplan](http://www.woodplc.com/employeeeshareplan). Vi viene offerta l'opportunità di partecipare al Piano al fine di fornire un ulteriore incentivo, incoraggiare la partecipazione azionaria dei dipendenti e quindi accrescere il vostro interesse per il successo dell'Azienda. Il numero delle azioni oggetto del Piano non supererà il 10% del capitale sociale della Società che ammonta a 68,833,936 in data 01/11/2021. L'obbligo di pubblicare un prospetto ai sensi della Direttiva sul prospetto non si applica all'offerta ai sensi dell'art. 4(1)(e) di tale Direttiva.

### Storbritannia og EU-landene

Tildelingene og Aksjene tilbys av John Wood Group PLC ("Selskapet") i samsvar med vilkårene i Wood Aksjeplan for Ansatte (Wood Employee Share Plan - "Planen") som er oppsummert ovenfor. Mer informasjon om selskapet er tilgjengelig på [www.woodplc.com/employeeeshareplan](http://www.woodplc.com/employeeeshareplan). Du blir tilbudt muligheten til å delta i Planen for å gi en ekstra tilskyndelse, for å oppmuntre til medarbeiderandel og dermed øke interessen for Selskapets suksess. Antall aksjer som tilbys under Planen, vil ikke overstige 10% av selskapets utstedte aksjekapital som er 68,833,936 den 01/11/2021. Forpliktelsen til å publisere et Prospekt under Prospektdirektivet gjelder ikke tilbudet på grunn av artikkel 4(1)(e) i det direktivet.

## Australia

### Securities Law Notice

Any advice given by the Company (or any Wood company) in connection with the Plan is general advice only and does not take into account your objectives, financial situation or needs. Before acting on the information contained in the Plan documents, you should consider obtaining your own financial product advice from a person who is licensed by the Australian Securities and Investments Commission to give such advice.

As the Company's Shares are listed on the London Stock Exchange and Euronext, the market value of the Shares can be determined by visiting the website of the London Stock Exchange (<http://www.londonstockexchange.com>) or the website of Euronext <https://www.euronext.com>

The Australian dollar equivalent of that price can be obtained by applying the prevailing GBP/AUD and EUR/AUD exchange rate published by the Reserve Bank of Australia, which is accessible at the following link: <http://www.rba.gov.au/statistics/frequency/exchange-rates.html>

### Data Protection

Neither the Company (nor any other Wood company) will be required to take steps to ensure that any of its related bodies corporate or any third party engaged to whom your personal information is disclosed do not breach Australian data privacy principles.

### Tax

This Plan is a scheme to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (the Act) applies, subject to the conditions in the Act – in other words, the scheme is a 'tax-deferred scheme' pursuant to that Subdivision.

## Brazil

The shares offered under the John Wood Group PLC Employee Share Plan have not been and will not be publicly issued, placed, distributed, offered or negotiated in the Brazilian capital markets and, as a result, will not be registered with the Brazilian Securities Commission (Comissão de Valores Mobiliários) (the CVM). Therefore, the shares will not be offered or sold in Brazil, except in circumstances which do not constitute a public offering, placement, distribution or negotiation under the Brazilian capital markets regulations.

If you are employed in Brazil, then by accepting your award you agree and acknowledge that (i) neither your employer nor any person or entity acting on behalf of your employer has provided you with financial advice with respect to your award or the shares acquired upon settlement of your Award; and (ii) your employer does not guarantee a specified level of return on your award or the shares.

### Brasil

As ações oferecidas pelo Plano de Ações para Colaboradores da John Wood Group PLC não foram e não serão publicamente emitidas, colocadas, distribuídas, oferecidas ou negociadas no mercado de capitais brasileiro e, como resultado, não serão registradas na CVM (Comissão de Valores Mobiliários). Portanto, as ações não serão oferecidas ou vendidas no Brasil, exceto em circunstâncias que não constituam oferta pública, colocação, distribuição ou negociação nos termos da regulamentação do mercado de capitais brasileiro.

Se você estiver empregado no Brasil, ao aceitar seu prêmio concorda e reconhece que (i) nem seu empregador nem qualquer pessoa ou entidade agindo em nome de seu empregador prestou a você aconselhamento financeiro em relação a seu prêmio ou às ações adquiridas após o recebimento do prêmio; e (ii) seu empregador não garante um nível específico de retorno sobre seu prêmio ou sobre as ações.

## Canada – Quebec

Si vous êtes résident de Québec, vous reconnaissez, en acceptant l'allocation effectuée à votre profit, avoir expressément exigé que tous les documents relatifs à cette allocation ou s'y rapportant de quelque manière que ce soit (incluant, pour plus de certitude, toute confirmation ou tout avis) soient rédigés en anglais uniquement.

## Chile

Neither John Wood Group PLC, the Plan nor the Shares have been registered in the Registro de Valores (Securities Registry) or in the Registro de Valores Extranjeros (Foreign Securities Registry) of the Superintendencia de Valores y Seguros (SVS) and they are not subject to the control of the SVS. The Plan is ruled by number 2 of the General Regulation 345. As the Shares are not registered, the issuer has no obligation under Chilean law to deliver public information regarding the Shares in Chile. The Shares cannot be publicly offered in Chile unless they are registered with the SVS or they comply with General Regulation 345. The commencement date of the offer is December, 5th, 2018.

Ni John Wood Group PLC, ni el Plan ni las Acciones han sido registradas en el Registro de Valores o en el Registro de Valores Extranjeros que lleva la Superintendencia de Valores y Seguros (SVS) y ninguno de ellos está sujeto a la fiscalización de la SVS. Esta oferta de Acciones se acoge al numeral 2 de la Norma de Carácter General 345. Por tratarse de valores no inscritos, el emisor de las Acciones no tiene obligación bajo la ley chilena de entregar en Chile información pública acerca de las Acciones. Las Acciones no pueden ser ofrecidas públicamente en Chile en tanto éstas no se inscriban en el Registro de Valores correspondiente a menos que se cumpla las condiciones establecidas en la Norma de Carácter General 345. Se informa que la fecha de inicio de la presente oferta es el 5 de diciembre de 2018."

## India

The securities described in the plan documents are being offered only to eligible employees of Wood, its subsidiaries or any associated company. Such employees may not be acting on behalf of or as an agent for any other person. Securities under the Wood Employee Share Plan will not be available for subscription or purchase by any other person.

## Malaysia

If you are employed in Malaysia, you should note that the grant of awards in Malaysia constitutes or relates to an 'excluded offer', 'excluded invitation' or 'excluded issue' pursuant to Sections 229 and 230 of the Malaysian Capital Markets and Services Act 2007. Copies of the plan documents have been delivered to the Securities Commission of Malaysia. The plan documents do not constitute, and may not be used for the purpose of, a public offering or issue, offer for subscription or purchase, invitation to subscribe for or purchase of any securities requiring the registration of a prospectus with the Securities Commission in Malaysia under the Capital Markets and Services Act 2007.

Jika anda bekerja di Malaysia, sila ambil maklum bahawa pemberian ganjaran di Malaysia diertikan sebagai atau dikaitkan dengan 'tawaran dikecualikan', 'pelawaan dikecualikan' atau 'terbitan dikecualikan' menurut Seksyen 229 dan 230 Akta Pasaran Modal dan Perkhidmatan Malaysia 2007. Salinan dokumen pelan telah diserahkan kepada Suruhanjaya Sekuriti Malaysia. Dokumen pelan bukan merupakan dan tidak boleh digunakan bagi tujuan penawaran atau terbitan awam, tawaran untuk langganan atau pembelian, pelawaan untuk melanggan atau membeli mana-mana sekuriti yang memerlukan pendaftaran prospektus dengan Suruhanjaya Sekuriti Malaysia di bawah Akta Pasaran Modal dan Perkhidmatan 2007.

## Singapore

The employee acknowledges that this plan document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this plan document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the John Wood Group PLC Employee Share Plan may not be circulated or distributed, nor may the John Wood Group PLC shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, an exemption under any provision (other than Section 280) of Subdivision (4) of Division 1 of Part XIII of the Securities and Futures Act, Chapter 289 of Singapore.

## **UAE**

Any offer under the Plan has not been approved or licensed by the UAE Central Bank or any other relevant licensing authorities or governmental agencies in the United Arab Emirates. Any offer under the Plan is strictly private and confidential and the terms of such offer have not been reviewed by, deposited or registered with the UAE Central Bank or any other licensing authority or governmental agencies in the United Arab Emirates. Any offer under the Plan is being issued from outside the United Arab Emirates to a limited number of employees of John Wood Group plc and affiliated companies and must not be provided to any person other than the original recipient and may not be reproduced or used for any other purpose. Further, the information contained in this offer is not intended to lead to the issue of any securities or the conclusion of any other contract of whatsoever nature within the territory of the United Arab Emirates.

## **USA**

Shares acquired pursuant to the Plan will be considered restricted securities and cannot be sold, transferred, offered or otherwise disposed of for a period of one year after receipt.

The Plan is not available to those who reside in the states of California, New York or Oregon.

If you are a United States taxpayer (regardless of where you are employed) you are strongly encouraged to inform your employer of your United States taxpayer status and to speak to your tax advisors regarding your tax treatment.

## **EE.UU.**

Las acciones adquiridas conforme al Plan se considerarán títulos retenidos y no podrán venderse, transferirse, ofrecerse ni disponer de ellas durante un año a partir de que se reciben.

El Plan no está disponible para aquellos que residen en los estados de California, Nueva York u Oregón.

Si usted es contribuyente en los EE.UU. (sin importar en qué lugar esté empleado), lo animamos fervientemente a informarle a su empleador acerca de su condición de contribuyente en los EE.UU. y a hablar con sus asesores impositivos acerca de su tratamiento impositivo.