

Illustration of remuneration policy for 2024



Illustrations of future application of Policy

As detailed in the future Policy table, a significant proportion of remuneration for executive directors is linked to variable pay opportunity, particularly at maximum performance levels, through the short- and long-term incentives, with the intention to ensure a greater link between Company performance and individual reward.

Pay mix chart

The below charts illustrate the percentage mix of fixed and variable pay elements for executive directors based on maximum variable reward outcomes. The total value displayed for each executive director is an illustration of the maximum proposed future policy application as further detailed below.

Ken Gilmartin CEO

Maximum value £3.92m



Arvind Balan CFO

Maximum value £2.57m

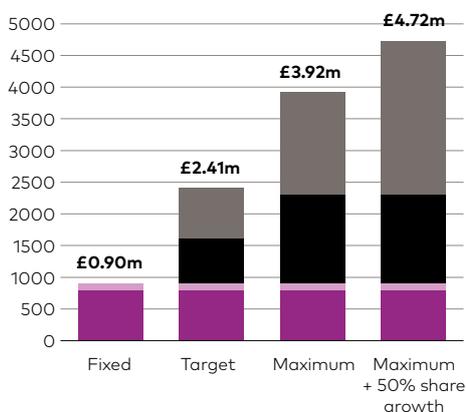


● Fixed pay ● Benefits & Pension ● Short-term incentives ● Long-term incentives

The charts below provide an indication of the level of remuneration, as a value, which could be received by each executive director under the Remuneration Policy as a fixed value, target and maximum performance, as well as an illustration of maximum plus 50% share price growth. These charts are for illustrative purposes only and actual outcomes may differ from those shown.

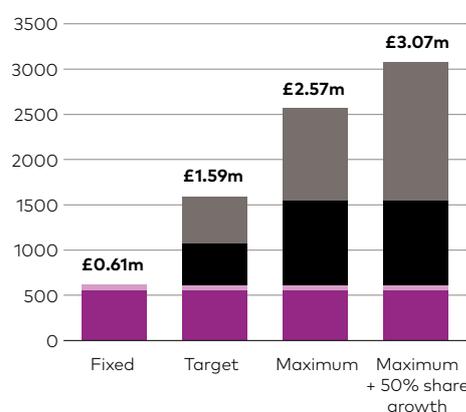
Ken Gilmartin CEO

(£000's)



Arvind Balan CFO

(£000's)



● Fixed pay ● Benefits & Pension ● Short-term incentives ● Long-term incentives

Notes to the illustrations of future application of Policy

In all scenarios, fixed remuneration comprises base salary, benefits, and pension. The figures used in preparing the charts are as follows:

- Fixed pay is the salary at 1 January 2024 for Ken and as at 15 April 2024 for Arvind.
- Benefits; for Ken is the last known figure as set out in the single figure of remuneration table for 2023 calculated on an annualised basis, minus the £100,000 relocation payment. For Arvind the benefit calculation is the standard benefits aligned to the wider workforce - private medical and car allowance.
- Pension related benefits are based on 9% of the base salary, covering defined contribution pension or cash allowance in lieu of pension
- Short-term incentives is the annual bonus plan (ABP) and is based on the proposed application of the Policy for 2024 and the base salary. The illustrations above reflect maximum potential opportunity as a percentage of base salary; 175% for the CEO and 170% for the CFO
- Long-term incentives includes the Long Term Incentive Plan (LTIP) awards. The illustrations above reflect the Policy maximum of 200% of base salary. For clarity, any dividend accrual has been excluded from the charts above.

Fixed – It been assumed that each executive director receives base salary, benefits, and pension related benefits only; there are no elements of variable reward included.

Target – It has been assumed that short-term incentives have met target levels, which results in payout at 50% of maximum and that long-term incentive performance is such that awards have vested at 50%.

Maximum performance – It has been assumed that short-term incentives have met maximum levels and that long-term incentive performance is such that awards have vested at maximum level.

Maximum performance plus 50% share price growth – the same assumptions as the 'maximum performance' scenario have been used. The additional impact of share price growth of 50% has been applied to maximum long-term incentive awards.

Illustration of remuneration policy for 2024 continued

Statement of implementation of Policy in the following financial year

This section provides an overview of how the Committee will implement the Policy in 2024. In determining the Policy application, the Committee has complied with Provision 40 disclosures within the UK Corporate Governance Code as outlined earlier in the report.

 A full copy of the Remuneration Policy can be found at: [woodplc.com/rempolicy](https://www.woodplc.com/rempolicy)

Salary



Base salaries for Ken and David will increase by 4%; Ken's annual salary will be £803,400; and David's will be £547,409 from 1 January 2024, which is aligned to the wider workforce increase of 4%. Arvind commences employment on 15 April 2024 and shall receive a base salary of £550,000.

Benefits



The current executive directors will continue to participate in existing benefit arrangements in line with the agreed Policy.

Ken will continue to receive additional US benefits for his dependents as part of his relocation arrangement.

All executive directors will be eligible to participate in the employee share plans, with contributions of up to 10% of gross salary, subject to plan rules. David will remain eligible for the duration of his employment. Arvind will be eligible to join following three months of employment.

Arvind will also receive a gross relocation allowance (subject to receipts) of £60,000 to support relocation.

Pension related benefits



Executive directors pension benefits are aligned to their country of employment. In the UK, this is 9%, aligned with the wider workforce.

Short-term incentives



The annual bonus plan (ABP) for 2024 will provide a maximum opportunity of base salary, for each executive director in 2024 as stated.

For David Kemp, any bonus will be pro-rated to the duration of tenure during 2024.

- 175% for the position as CEO: Ken Gilmartin
- 170% for the position as CFO: Arvind Balan
- 150% for the position as CFO: David Kemp

The 2024 ABP will be measured against a mix of financial and ESG performance measures

- 90% Financial measures that will be weighted as follows:
 - 40% EBITDA
 - 40% cash generation
 - 10% Revenue backlog additions
- 10% ESG Measures
 - 5% Voluntary turnover
 - 2.5% Safety leadership engagement
 - 2.5% Fatality & Permanent Impairment (FPI)

Achievement of the safety measures will be overseen by the Safety & Sustainability Committee.

As in prior years, assurance of achievements against measures will be carried out by internal audit and validated by the Safety & Sustainability Committee and external auditors as appropriate.

For 2024, the cash generation measure will be based on operating cash flow. The Committee considered that it was appropriate to incentivise management to continue to drive cash from operations as this is considered to be critical to the long-term strength of the business.

The Committee set the targets for the annual bonus plan for the year ending 31 December 2024 at its meeting in March 2024. It is the opinion of the Committee that these are commercially sensitive and in line with previous practice; The details of annual bonus targets and the extent to which the targets are met will be disclosed in detail retrospectively in next year's report.

David Kemp will continue to be eligible for a 2024 annual bonus for his period of employment to cessation of employment based on a maximum bonus opportunity of 150% of base salary.

Illustration of remuneration policy for 2024 continued

Long-term incentives (LTI)



The LTI plan for 2024 will provide a participation percentage of base salary, for each executive director in 2024 as stated.

- 200% for the position as CEO: Ken Gilmartin
- 185% for role the position as CFO: Arvind Balan

The LTI for 2024 will consist of the following performance measures:

Performance Measure	Weighting %	Targets	
		Threshold	Maximum
EBITDA	60%	\$525m	\$644m
TSR	30%	50th percentile	75th percentile
Carbon emission reduction	5%	50%	75%
Improvement in leadership gender diversity	5%	35%	37%

Our ESG measures align closely with our long-term sustainability goals to reduce our carbon emissions (scope 1 and 2) by 40% building on progress made to date, and to achieve our target of 40% female gender representation by 2030.

The bespoke TSR peer group will be Aker Solutions, Fluor, Hunting, KBR, Maire Tecnimont, Petrofac, Saipem, SBM Offshore, SNC Lavalin, Technip Energies, TechnipFMCm Tecnicas Reunidas and Worley.

No award will be made for less than threshold performance; 25% becomes payable on reaching threshold and 100% is payable on reaching maximum performance. As in prior years, assurance of achievements against measures will be carried out by internal audit and validated by the Safety & Sustainability Committee and external auditors, as appropriate.

The Committee is mindful and will monitor these awards for windfall gains over the vesting period, and continue to make use of the discretionary matrix in line with stakeholder experience, as appropriate.

Shareholding requirements



As detailed in line our Policy, shareholding requirements are 250% for the CEO and 200% for all other executives.