

Share Incentive Plan

Frequently Asked Questions



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This guide is intended to help you understand how the Share Incentive Plan (SIP) operates and the key points to be aware of in relation to an award under the Plan.

Full details are set out in the Share Incentive Plan Rules and Partnership Share Agreement, a copy of which are available at www.woodplc.com/wood-share-plans/share-incentive-plan

If there is any conflict between this guide, the SIP Rules, the Partnership Share Agreement or any relevant legislation, the Rules or any relevant legislation will prevail.

1. What is the SIP?

1.1. What is a share?

A share is a unit of ownership in a company. If you have a share in a company, you own a part of it and are a shareholder.

1.2. What is the Share Incentive Plan?

The Share Incentive Plan (the "SIP") is an opportunity for you to invest in shares in John Wood Group PLC ("Wood" or the "Company") in a tax efficient way, and receive one free share (a "match") from the Company in return for every two purchased.

1.3. What benefits does the SIP offer?

The Plan provides eligible employees with the opportunity to purchase Partnership shares in Wood by way of deductions from pre-tax salary, saving on Income Tax and National Insurance Contributions. Subject to remaining in employment with Wood and holding the shares, employees can receive additional matching shares from the Company as well as further tax relief.

1.4. How does the SIP work?

Employees decide how much they want to invest in the SIP during the enrolment period. This can be between £10 and £150 per month, or £34.62 for weekly paid employees. Regular deductions are then taken from every pay period. These pre-tax deductions are used to purchase Wood shares on the employee's behalf ("Partnership Shares") creating a saving on Income Tax and National Insurance Contributions. Partnership shares are held in secure, individual online employee accounts with our Plan administrator, Computershare Investor Services; the shares can be sold online, at any time, subject to the Company's Share Dealing Policy, which can be found on the Wood intranet or on your EquatePlus account with Computershare. Wood will give the employee 1 extra share for every 2 Partnership Shares held in the SIP. This is known as a match. If the employee chooses to sell their partnership shares before they are three years old, they will forfeit the associated matching shares. After five years, all shares can be sold from the SIP free of income tax and National Insurance Contributions. There are also savings on Capital Gains Tax when selling shares from the SIP.

1.5. Has the SIP replaced the Employee Share Plan?

No, the Employee Share Plan is still available and remains unchanged. The SIP is an additional plan offered in the UK alongside the Employee Share Plan. If eligible, employees can participate in both plans.

1.6. Why is Wood offering the SIP?

Wood has always committed to reviewing the Reward offering across every country with a view to potentially take advantage of tax efficiencies in the countries where we offer can offer a share purchase plan. The UK legislation allows for Wood to do this.

1.7. Why is the plan only available in the UK?

The tax advantages under the SIP are only available to UK tax residents therefore there would be no advantage in offering the SIP outside of the UK.

1.8. Is the SIP risk free?

No. The value of the shares can go up as well as down. You should take this into account before joining the SIP.

1.9. Can I get advice on participation in the Plan from the Company?

No. If you require advice you will need to engage with an independent advisor. Any costs associated with this advice will be at your own cost. Wood cannot advise you whether or not to participate.

1.10. Is the SIP or the ESP linked to the group pension plan?

No there is no link between the share purchase plans and the group pension plan.

1.11. Is the UK Employee Share Plan linked to any UK Stocks and Shares ISAs?

No there is no link between the share purchase plans and the UK stock and shares ISAs.

1.12. How does the SIP differ from a Sharesave?

The SIP is a share purchase plan, which means that all funds contributed from your pay are used to purchase shares in the

Company, unlike the Sharesave plan, where funds are saved in a bank account over a period of time and linked to the option to buy shares in the Company.

2. SIP & Employee Share Plan

2.1. What is the difference between the SIP and the Employee Share Plan (ESP)?

Both the SIP and the ESP offer eligible employees the opportunity to buy shares and a receive a match. However, there are several differences in the two plans.

The key difference is the tax treatment of your contributions and the shares which you hold in the SIP. The SIP offers a route to tax free matching shares (subject to being held of the prescribed time). Your contributions will also be made before PAYE and NIC contributions.

As this is an HMRC approved share plan, there are limits in place to how much you can contribute, currently £150 per month. HMRC also set the time scales for how long shares, both partnership and matching must be held. The full-time scale to achieve tax free shares is 5 years, however matching shares are available 3 years after they are acquired subject to tax and NIC. You can also access your partnership shares at any time however if these are removed from the plan before they are 5 years old you will need to pay PAYE and NIC.

You should read the UK Share Plans – the differences document for more information.

2.2. Can I participate in both the SIP and ESP?

Yes, as long as you meet the eligibility criteria for both plans. However, across both plans you cannot contribute more than 10% of your salary. You should use the online contribution calculator to work out what is the maximum you can contribute to each plan.

If you exceed your maximum 10% of salary, we will scale back your ESP contributions to ensure the maximum is not breached. You will be informed of any scale back which is applied to you.

2.3. Do I need to join both plans?

No, the choice is entirely your own and is voluntary. You can choose to join both, just one, or none at all.

2.4. I am already participating in the existing employee share plan. Can I continue in the existing plan?

Yes, you can continue to contribute to the existing plan. If you intend to join both plans, you should check what the maximum you can contribute is by using the online contribution calculator. If you select to contribute more than the allocated 10%, your ESP contributions will be scaled back in the first instance. Any scale back will be communicated to you.

2.5. Why are there no tax benefits to joining the employee share plan?

The Employee Share Plan does not meet the HMRC requirements to achieve tax advantaged status in the UK.

3. Joining the Plan

3.1. Who can participate in the SIP?

The SIP will be offered to all UK employees who are UK tax resident and employed by the Wood UK entity.

3.2. Is there a minimum length of service required to join the SIP?

Yes. You must have a minimum of 3 months' service with Wood to participate in the SIP.

3.3. I am from the UK, but I work for Wood in a different country. Can I join the SIP?

Yes, if you remain on a UK payroll and are still considered a UK tax resident, you will be eligible to join the SIP.

3.4. I am a contractor; can I join the SIP?

No, the SIP is only available to Wood employees who meet the eligibility criteria.

3.5. How do I join?

You will receive an invitation to enrol in the SIP from our plan administrator, Computershare Investor Services PLC ("Computershare"). The invitation will provide you with details of how to enrol in the SIP via Computershare's online system EquatePlus.

4. Contributing

4.1. How much can I contribute to the SIP?

You can contribute up to £150 per month (£34.61 per week). If you are also contributing to the ESP you should ensure that across both plans you contribute no more than 10% of your salary. You can use the online contribution calculator to work this out.

4.2. Do I need to contribute the maximum amount?

No, you can contribute as little as £10 per month to the SIP.

4.3. I am already participating in the Employee Share Plan at the maximum of 10% - can I still join the SIP?

Yes, however you will need to ensure that you do not exceed the limit of 10% of salary across both plans. If you currently contribute 10% but also want to join the SIP, you will need to adjust your ESP contribution accordingly. You should use the online contribution calculator to work out what your contributions can be for both plans.

After each enrolment and following any contribution changes we will also check that the 10% limit has not breached, where it has your ESP contributions will be scaled back. If you are weekly paid the salary used will be an average of the last 12 months.

4.4. When are payments taken?

Contributions will be taken from your pay each pay period whether that is weekly or monthly. If you enrol by the 9th of the month then your contributions will take effect from that month.

4.5. Do I need to make contributions via my payroll?

Yes, only contributions from payroll will be accepted.

4.6. What happens if I am not paid monthly?

If you are paid weekly, your elected contribution amount will be taken as long as you are receiving pay that week. If you are not receiving pay, you will not make contributions that week, but these will restart when you start receiving pay again. Any missed contributions will not be able to be made up in future pay periods.

4.7. What will I see on my payslip if I contribute?

At each deduction you will see a gross deduction on your payslip which will be called "SIP deduction".

4.8. Does my contribution level include bonuses, overtime and allowances?

No, where applicable only base salary will be used for SIP contributions.

4.9. How long do I participate for?

When you enrol in the SIP you are signing up for regular payroll deductions from every pay period. You can stop and restart your contributions during this period of time. Also, if you wish to leave the plan completely you can choose to cancel your participation.

4.10. Can I join the plan when I am on unpaid leave?

Yes, you can join whilst on unpaid leave however contributions will only start once you start receiving pay.

4.11. Can I change the amount that I contribute?

Yes, you can change your contributions by selecting the Manage option on Share Incentive Plan tile through your EquatePlus account. The changed amounts will then be relayed to payroll. If you change your amount by the 9th of the month then your new contribution amount will take effect from that month.

4.12. Can I miss a payment?

Yes, you can miss payments and remain in the plan. However, any missed contributions will not be able to be made up in future pay periods.

4.13. Can I stop contributing completely?

Yes, you can cancel your participation at any time through your EquatePlus account. If you cancel your contributions by the 9th of the month then this will take effect from that month.

4.14. My annual salary has increased – can I increase my contribution?

Yes, if your salary has increased the amount you can contribute across both plans will have also increased. The SIP maximum will not exceed £150 per month, however your maximum contribution level to the ESP may have changed. You should use the contribution calculator to determine any changes you may wish to make.

4.15. I am on maternity leave; can I continue to contribute?

Yes, you can contribute as long as you continue to receive pay. If you are no longer receiving pay, then any contributions will stop.

Deductions, however, will not be made from any statutory payments such as SMP, SSP or SPP.

4.16. I am off sick. Can I continue to contribute?

Yes, you can contribute as long as you continue to receive pay. If you are no longer receiving pay, then any contributions will stop. Deductions, however, will not be made from any statutory payments such as SMP, SSP or SPP.

4.17. I am on temporary/extended leave. Can I continue to contribute?

Yes, you can contribute as long as you continue to receive pay. If you are no longer receiving pay, then any contributions will stop. Deductions, however, will not be made from any statutory payments such as SMP, SSP or SPP.

4.18. Can I make a lump sum payment?

No, lump sums will not be accepted under the SIP.

4.19. Can members of my family take part in, or contribute to the share incentive plan?

No, the SIP is only open to those employed by Wood who meet the eligibility criteria.

5. Purchasing shares

5.1. How do I purchase shares?

During the enrolment period you decide how much you wish to invest in the Plan. The deduction amount for the SIP will be a monetary figure, for example £150 per month. Regular deductions will be taken from your pre-tax pay at each payroll/pay period. These deductions will then be used to purchase Partnership shares every month on your behalf. These shares will be held in your individual, secure account on the EquatePlus platform administered by Computershare.

5.2. How much do the shares cost?

Shares will be purchased on specific dates which will be communicated to you at the start of the enrolment period; you will find details of the dates on the website.

Due to the nature of trading on the stock exchange, the share price will fluctuate from one purchase date to the next. Therefore, the number of shares you obtain on each purchase date for your contribution will vary.

5.3. Where can I find the current Wood share price?

The Wood share price is available to view at any time by viewing our Investor Relations website:

<https://www.woodplc.com/investors/share-performance>

The price is always displayed in GBP in pence on this site.

5.4. How many shares will I get?

The number of shares you receive will be based on the share price at the point of purchase. Where your contribution does not buy a round number of shares any residual cash will be rolled over to the next purchase.

5.5. Will I get the same number of shares every month?

No, the number of shares you will purchase each month will vary as the price at the point of purchase will also vary as is the nature of the stock market. Share prices can rise as well as fall. If the share price is lower, your investment amount will purchase more shares; if the share price is higher, your investment amount will purchase fewer shares.

5.6. What happens to the residual cash?

Any unused cash from one purchase will roll over to the next purchase. Your residual balance will be shown on your EquatePlus account. If you cancel your plan participation or choose not to re-enrol in future years, any residual balances will be returned to you.

5.7. Where are the shares held?

The shares are held in an HMRC compliant trust which has the sole purpose of holding the partnership, matching and dividend shares on behalf of the SIP participants.

5.8. How can I track how many shares I have?

Your individual EquatePlus online account with Computershare, the Plan Administrator, will have details of all your shares held under the Plan. The SIP section of your account will also clearly show which shares are available to you with tax restrictions, which ones are tax free and which ones are still locked and unavailable. Your account will also detail the point at which shares will reach the next stage in their life cycle from locked, to available with tax and lastly to tax free.

To access the website, you will need your User ID. The website is www.equateplus.com

5.9. Are there fees involved with purchasing shares?

Yes, there are commission fees when shares are purchased. These will be funded by Wood. If there are any changes to this arrangement, you will be notified.

5.10. Can I purchase Wood shares on the open market outside the SIP and ESP?

Yes, however shares purchased outside of the Wood share purchase plans will not be eligible for matching shares and will not be able to be transferred into your EquatePlus account.

5.11. Can I purchase shares in other Companies through my online EquatePlus account?

No, only shares in Wood which are derived from our share purchase plans and other share plans can be held in your online account.

6. Matching Shares

6.1. What happens when the shares are matched?

Your SIP partnership shares will be matched at the point of allocation to you. Matching Shares will be subject to a forfeiture period of 3 years, which means if you sell your associated partnership shares, or you leave Wood (except as a good leaver) before they are 3 years old, you will lose these matching shares. The matching shares become available on a rolling basis. This means that each month a match will become available as it reaches its 3-year anniversary from when it was acquired.

In order to obtain the full tax advantage, you must hold onto the matching shares for a further 2 years, in the SIP this is known as the holding period.

If matching shares are sold between the 3 and 5 year anniversary, they will be subject to tax and NIC based their market value on the date of sale.

6.2. How many matching shares will I receive?

You will receive one matching share for every two partnership shares. This is known as the matching ratio.

6.3. Can the Company change the ratio of Matching Shares?

Yes, the Company change amend the matching ratio. Each year the Company will determine the ratio for the SIP year. There may be circumstances that the Company would need to change the matching ratio, if this was to occur this will be communicated to all participants.

6.4. Are the matching shares liable for tax?

The SIP offers participants a route to tax free matching shares. Matching shares become available to participants after they are held for 3 years. After being held of 5 years they can be sold from the plan without incurring any income tax, NIC or capital gains tax. Participants should refer to the tax guidance documents at www.woodplc.com/shareincentiveplan

Tax treatment for leavers does vary, you should refer to the leavers section of this guide.

6.5. If I sell my partnership shares will I still be eligible for the matching shares?

If you sell your partnership shares before their 3-year anniversary you will lose the associated matching shares. Selling your partnership shares after they are 3 years old will not affect your matching shares, however you will be liable for income tax and NIC if they are sold before the 5-year anniversary.

6.6. Do I need to hold my Matching Shares for a period of time after they have been made available to me?

Yes, in order to obtain the full tax advantage, you will need to hold your matching shares for a further 2 years. You can sell them between the 3 and 5 year mark but you will be liable for tax on the value of the matching shares at their point of sale.

6.7. Can I sell my matching shares?

You can sell your matching shares after they are 3 years old from the date they are acquired, however they will be subject to income tax and NIC if you sell them before they are 5 years old.

7. Leaving Wood

7.1. I am leaving Wood; will I still be able to contribute to the Plan after I leave?

No, you must be a current employee of a Wood company.

7.2. I am leaving Wood; will I still receive the matching shares?

Your eligibility to receive Matching Shares will depend on your reason for leaving. You should refer to the Leaver Guide for further details at www.woodplc.com/shareincentiveplan

7.3. I am leaving Wood; will I still benefit from the tax relief?

Your eligibility to benefit from tax advantages will depend on your reason for leaving. You should refer to the Leaver Guide for further details at www.woodplc.com/shareincentiveplan

7.4. Do I need to sell my shares if I leave Wood?

No, you can continue to hold your shares after you leave Wood.

After you leave Wood, Computershare will contact you about your options. You will be given 30 days to decide and if you do not respond, Computershare will remove your shares from the SIP Trust and place them in an online share account available through your EquatePlus account.

7.5. I am a fixed term worker and my contact is ending, what will happen to my shares?

You will receive your matching shares upon leaving, however these matching shares will be subject to income tax and national insurance contributions.

You will also have to pay income tax and national insurance on any partnership shares you hold.

Shares will be withheld and sold to cover any income tax and national insurance contributions with a net amount of shares being available to you. You can choose to continue to hold these or sell them upon leaving.

7.6. Will I still have access to my EquatePlus account after I leave?

Yes, you will continue to have access to your EquatePlus account. Before you leave Wood, you should ensure that you have updated any contact details on the site and have a note of your User ID.

8. Relocating

8.1. I am relocating to another Wood entity in the UK, can I continue in the SIP?

Yes, as long as you continue to be a UK tax resident you will be able to continue in the SIP.

8.2. I am relocating to another Wood entity outside of the UK, can I continue in the SIP?

No, you will not be able to continue to contribute to the SIP. If you are also contributing to the ESP you may be able to continue contributions to that plan as long as you meet the ESP eligibility criteria.

The shares which you have acquired during your time in the SIP can stay in the SIP structure and you may still benefit from the tax advantages.

8.3. I am relocating - is there anything I need to do in relation to my participation in the Plan?

Before you relocate, you will need to advise your current payroll and your new payroll if eligible; your People & Organisation (P&O) support should be able to assist with this process. P&O will also advise Computershare of your new location, but you are responsible for updating your personal information, such as change of address, on your EquatePlus account.

9. Trading

9.1. Can I sell my shares?

Partnership shares

Yes, you sell your partnership shares at any time, however you should be aware that you may incur a tax and NIC charge if you do so before they are 5 years old. You may also forfeit the associated matching shares if you sell your partnership shares before they are 3 years old.

Matching shares

You will be able to sell your matching shares after they are 3 years old, but they will be subject to income tax and NIC until they are 5 years old. After they have reached the 5-year mark you can sell them without incurring a tax charge.

Dividend shares

You can sell your dividend shares at any time however you will be liable for dividend tax if they are sold before they are 3 years old. Thereafter you can sell them without incurring a tax charge. If you sell your shares whilst you are an employee, any taxable gains will be processed through payroll. Your net proceeds from taxable gains will be paid through your next available payroll subject to payroll cut off times.

You should refer to the tax guide for further information at www.woodplc.com/shareincentiveplan

9.2. How do I sell my shares?

All share sales will be carried out through your EquatePlus account with Computershare. Your account will clearly show which shares you have available to you tax free and which ones will incur a tax charge when sold.

9.3. How do I receive the sale proceeds?

Sale proceeds from tax free shares will be paid to you directly by Computershare. You will be asked to enter your chosen bank account details. Sale proceeds should reach your account in 2-3 working days.

Net sale proceeds from taxable shares will be paid to you via Wood payroll, after any income tax & NIC has been deducted. You will receive the net sale proceeds in the next available pay run after the date you sold the shares, and you will see this on your payslip.

If you are a leaver from Wood and you sell your taxable shares, the net sale proceeds will be paid to you directly by Computershare.

9.4. Are there fees I need to pay when I sell my shares?

Yes, when you sell shares there is cost to you, these fees may change in the future, the current fee structure is shown below:

Activity	Fee
Share sale fee	0.2% subject to £11.25 minimum
Wire fee	£9 per transaction

9.5. Can I transfer my partnership Shares to a member of my family or a trust?

No, you cannot make transfers directly from your share plans account with Computershare to a member of your family or a trust. If you wish to do this, you will first need to transfer your shares a broker who will then assist you in transferring these. This would be at your own cost. You will also forfeit any associated matching shares and/or incur an income tax and NIC charge if you transfer them before they are 5 years old.

10. Being a Shareholder

10.1. What are dividends?

A dividend is the distribution of part of a company's net profit, made to shareholders for investing in the company. Shareholders need to be recorded as owning shares at a date set by the Company (the record date) in order to receive dividends. In the SIP, you will be eligible for dividends on both your partnership, matching and previously acquired dividend shares.

10.2. When will I receive dividends?

Wood usually pays dividends twice a year.

10.3. Can I receive my dividends in cash?

No, dividends will be reinvested automatically into additional shares.

10.4. Will I be able to vote at Wood's AGM?

Yes, you will be able to vote by proxy via your EquatePlus account with Computershare. Prior to any voting event, you will be emailed details of how you can take part in shareholder votes. Proxy simply means you vote via a third party, which in this case is Computershare. Computershare will collate all votes received and lodge those votes in time for the Annual General Meeting (AGM).

11. EquatePlus Account

11.1. How can I access my account?

You can access your EquatePlus account with Computershare by logging on to www.equateplus.com

11.2. I cannot remember my log in credentials.

If you cannot remember your login details, you can click the option for *Forgot User ID?* option on the EquatePlus website. You will then be asked to verify your identity.

If you are unable to obtain your information through this route, you should click the Help option and follow the choices on screen. You will also find the relevant telephone numbers for your location.

11.3. Will my account close when I leave?

No, your account will remain open for as long as you choose to hold shares in it. The account will also remain open for 6 years after your final transaction on the account. This is to ensure you have access to any pertinent information for tax reporting purposes.

11.4. Can I hold shares in another company in the SIP trust?

No, your EquatePlus can only hold shares in John Wood Group PLC.

11.5. Can I transfer shares from the Employee Share Plan (ESP) to the SIP to obtain the tax advantages?

No, shares cannot be transferred between the two plans. This is because the terms and conditions which apply to the shares differ.

12. General

12.1. I didn't consent to my personal data being passed to Computershare?

We make certain personal information available to third parties such as Computershare who provide a service to us which is for our legitimate business purpose. In this case, Computershare administer all Wood employee stock plans including an enrolment facility. The data we provide them with is on a need to know basis and is assessed regularly to ensure that we only provide what is required. Please refer to the Wood Global Data Privacy Notice for Workers.

12.2. If I don't enrol, will Computershare retain my personal data?

No, following the enrolment process, all unused enrolment accounts will be deleted from Computershare's servers.

12.3. I have lost my enrolment invitation. Where can I get this information?

You can contact shareplan@woodplc.com to obtain this information. You will be asked to provide your employee ID and other information which will allow us to identify you.

12.4. How do I contact the Plan Administrator, Computershare?

You can contact Computershare by phone on the numbers listed in the Help section of their website www.equateplus.com

If you already have an active account with Computershare you can use the Help Chat facility which can be accessed through the Help section of your account. You need to click on a help article and then scroll to the bottom of the page for the Contact Us section.

12.5. Where can I find out more about the SIP?

You can find out more on our dedicated website www.woodplc.com/wood-share-plans/share-incentive-plan