

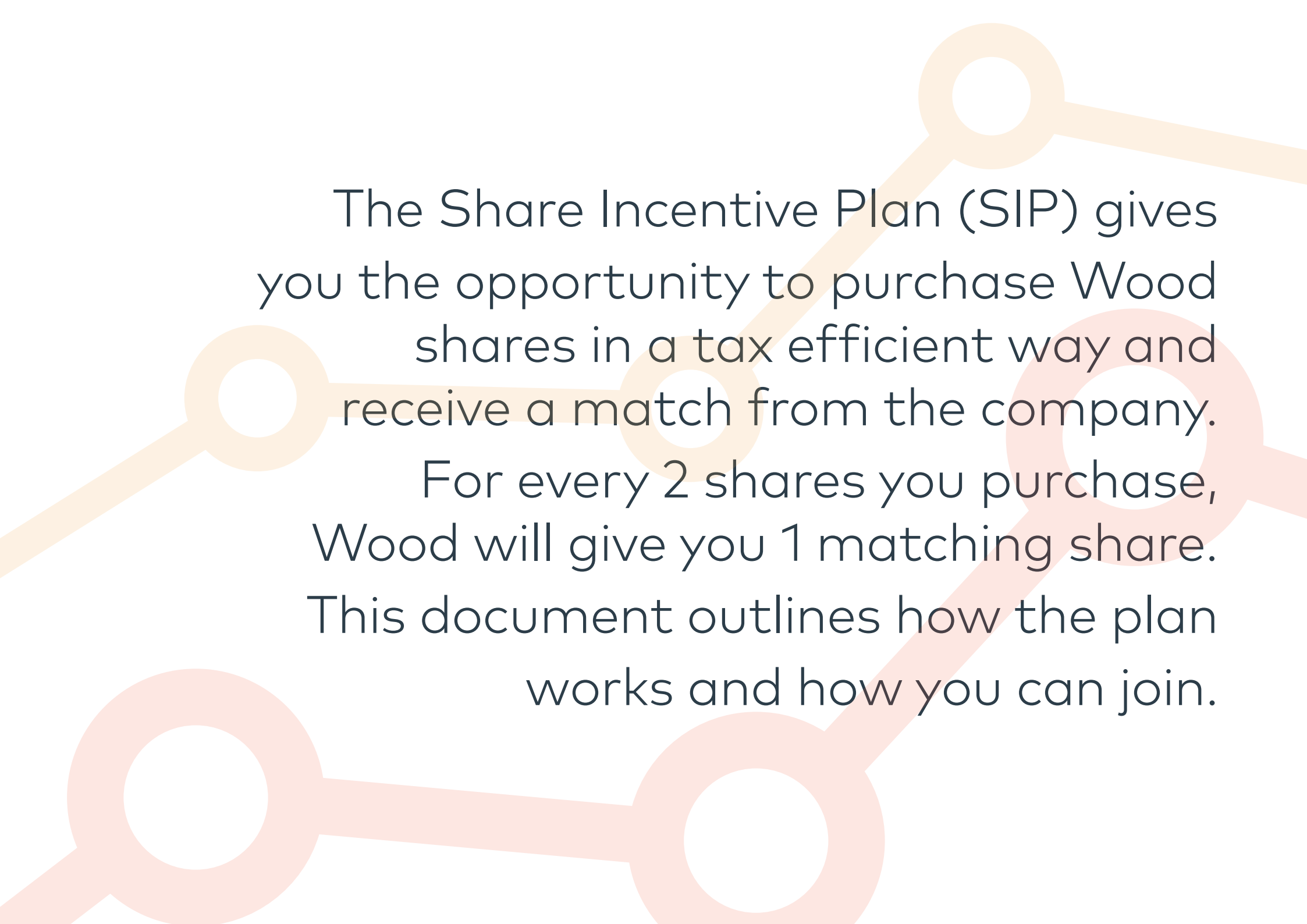
Share Incentive Plan



wood.

The background features a network diagram with several nodes (circles) connected by lines. The nodes are arranged in a roughly circular pattern, with lines connecting them to form a web-like structure. The entire scene is set against a solid orange background.

Own a stake in our future.



The Share Incentive Plan (SIP) gives you the opportunity to purchase Wood shares in a tax efficient way and receive a match from the company.

For every 2 shares you purchase, Wood will give you 1 matching share. This document outlines how the plan works and how you can join.

Enrolment

Eligibility

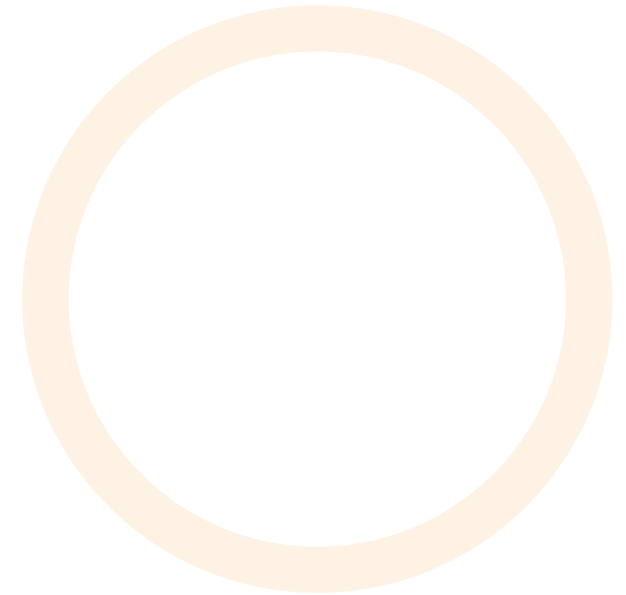
To be eligible to join the SIP you must have a minimum length of service with Wood of **three months** and you must be a **UK tax resident**.

How to enrol

If you meet the eligibility criteria details above, you will receive an invitation to join the plan in the month after your 3 month anniversary with Wood. Your invitation will be sent by email from EquatePlus by Computershare.

Payroll deductions

The date that you enrol in the SIP online will determine when your payroll deductions will commence from. If you join by the 9th of the month, your payroll deductions will take effect from that month. If you are weekly paid, they will take effect from the next available weekly pay period. Your payroll contributions will be deducted on a regular recurring basis, unless you decide to opt out of the plan.



Deductions

Contributions

If you choose to join the plan, you need to decide how much you wish to contribute – this can be between £10 and £150 per month (£34.62 per week). Contributions will be taken from your gross (pre-tax) salary and deducted at every pay period.

Example: If you are a basic rate taxpayer (20%) every £1 you contribute only costs you 80 pence. If you are a higher rate tax payer (40%) every £1 you contribute only costs you 60 pence.

Stopping contributions

You can stop your contributions at any time, however you will not be able to make up any missed contributions.

If you move to a location outside of the UK, where the plan is not available, you can no longer continue to contribute towards the plan, however you may still be able to hold your shares in the SIP.

Joining both share plans

Thinking about joining the SIP and the Employee Share Plan?
If eligible, then you can.

Use the **calculator** to find out exactly how much you can contribute towards both plans. The maximum that you can contribute across both plans is 10% of your annual salary. If you select a contribution level across both plans which exceeds 10% of salary, it will be scaled back. Your Employee Share Plan contributions will be scaled back in the first instance.

Click here to find out more about the Employee Share Plan and how it differs from the SIP.

Payslip example

Payslip before SIP contribution

A	Gross pay	£2,916.00
	SIP contribution	£0.00
B	Income tax, NICs & other deductions	£629.64
C	Final net pay (A-B)	£2,286.36

Payslip after SIP contribution

	Gross pay	£2,916.00
D	SIP contribution	£10.00
E	New Income tax, NICs & other deductions	£626.44
F	Final net pay (A-D-E)	£2,279.56
	Net cost of SIP contribution (C-F)	£6.80

	Total SIP contribution per month	£10.00
	Share purchase price	£2.53
	Whole shares purchased in month	3
	Residual cash left over - used in next purchase	£2.41
	"Whole shares purchased in plan year (assuming share price remains the same)"	36
	Matching Shares awarded	18
	Total shares owned at end of 5 year period	54

Purchase

Partnership shares

If you join the plan, Wood will transfer the money that you contribute to Computershare, our plan administrator, on a monthly basis in order to make the share purchases on your behalf. The shares purchased using your contributions are called **Partnership Shares**. No matter what pay frequency you are on, all purchases will happen monthly.

Partnership shares – holding period

In order to obtain the full tax advantage from your partnership shares you must hold them for 5 years from the date they were purchased. If you choose to sell them before this point you may be subject to income tax and national insurance contributions on the value of these shares, please refer to the Selling Shares section of this guide.

Trading details

As Wood is listed in the UK, trading takes place in the UK. Shares will be purchased on specific dates which can be found on the calendar on the website. The share price may fluctuate from one purchase date to the next. Therefore, the number of shares you obtain on each purchase date for your contribution may vary. Any residual cash which is unused from one purchase will be rolled over to the next purchase.

Insider trading

During the enrolment period, if you have access to any price-sensitive information, you will not be able to join the SIP. If you are able to join the plan, you can purchase shares via the plan on the pre-determined dates, but may be restricted from selling shares on certain dates, usually the closed period. In addition, you will be unable to choose to leave the Plan or make changes to contributions during any closed period. It is your responsibility to ensure that you do not breach any internal or external codes of conduct, insider trading and market abuse laws and/or regulations and/or federal securities laws relating to dealing in shares. If you are in any doubt, please seek independent legal advice.

Being a shareholder

After your first purchase has been made, you will automatically become a shareholder; your shares under the plan will be held in a trust on your behalf which is managed by Computershare. You are eligible to receive dividends on all your partnership & matching shares. Dividends are a distribution of the profits that Wood makes. These will be awarded as more shares. As a shareholder, you will also be invited to vote through Computershare on matters at the general shareholder meetings, such as the annual general meeting (AGM) which usually takes place in May of each year. As a shareholder you need to be aware that the value of your shares can go up or down and you might not receive back the full amount of your investment.

The Match



Forfeiture period

Every month, for every 2 partnership shares you have purchased under the SIP, Wood will add 1 matching share. You will see these matching shares on your personal share account with Computershare, along with your partnership shares.

Matching shares in the SIP are subject to a **forfeiture period** of three years.

After the three-year forfeiture period, the matching shares will become available to you. At this point, you can sell your partnership and matching shares, but you may have to pay income tax and national insurance contributions on the value of the shares.

If you sell your partnership shares before they are three years old, you will forfeit the associated matching shares that had been awarded to you.

Holding period

If you hold your partnership and matching shares for a further two years from the end of the forfeiture period, so 5 years in total, you will not have to pay any income tax and national insurance contributions on any of the shares if you decide to sell them.

You can keep your partnership, matching and dividend shares in the SIP for as long as you are an employee at Wood.

Transferring out of the UK

The SIP is only open to eligible employees in the UK.
When you leave the UK and/or you are no longer a UK tax resident:

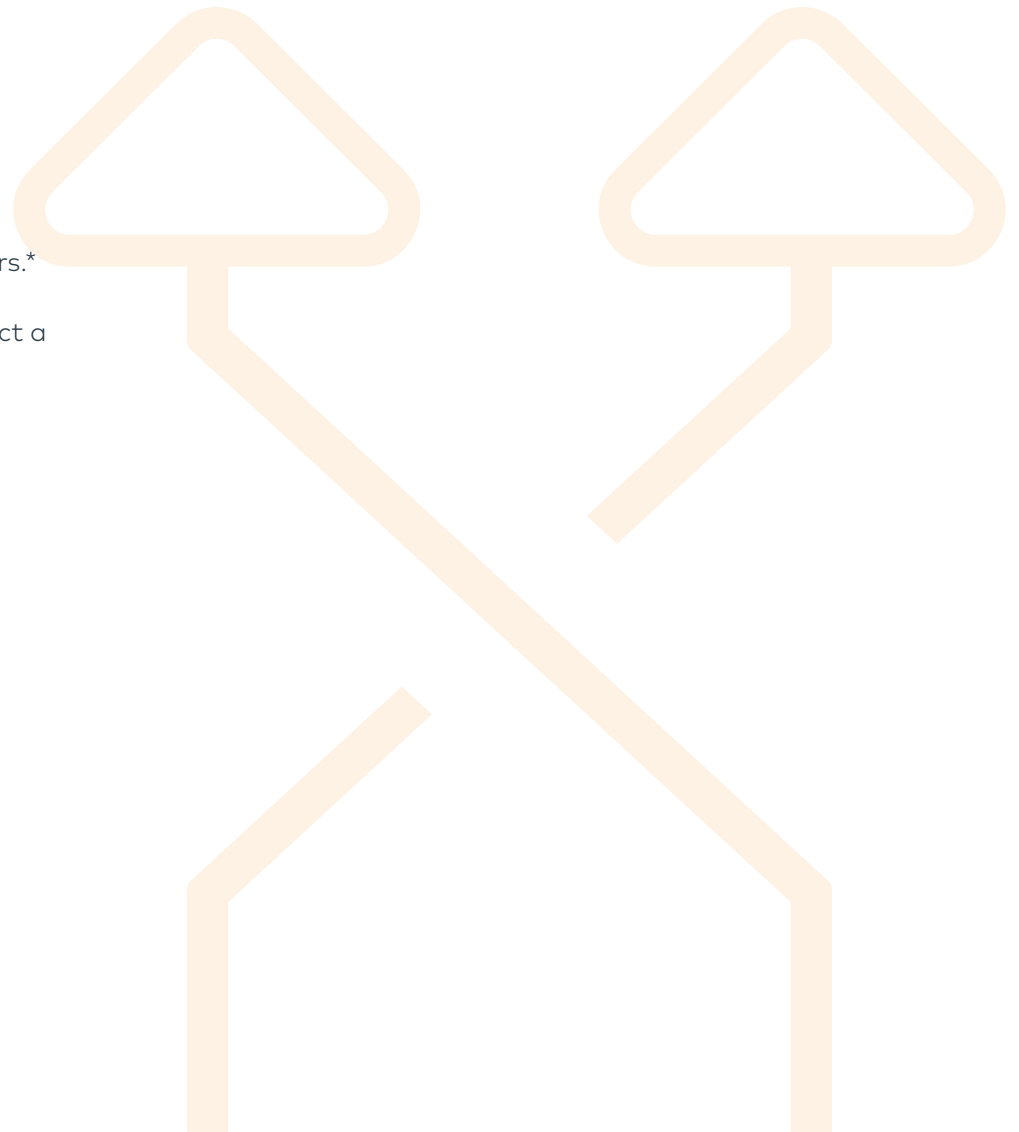
- Your contributions will be stopped.
- You can leave your shares in the plan.
- You will still be eligible for the matching shares.
- You can still benefit from the tax relief (on the shares that you acquired whilst you were considered a UK tax resident) if you wait for the full 5 years.*

* If you require confirmation of your personal tax position, you should contact a professional tax advisor.

Leaving Wood

When you leave Wood, your shares can no longer be held in the SIP. Computershare will contact you shortly after you leave to offer you the choice of transferring your shares to a nominee account or selling your shares. The tax treatment of the shares and your eligibility to keep the matching shares is subject to the reason for leaving Wood.

Please refer to the [UK leavers guide](#) for more information.



Selling Shares

If you sell your shares while you continue to be an employee of Wood, you may have to pay income tax and national insurance, depending on when you sell the shares. The table below summarises the tax treatment depending on the type of share and how long you have held the shares.

Type of Share	Up to 3 Years	3 to 5 Years	After 5 Years
Partnership shares	Income tax & NICs will be payable on the market value of the shares when you take them out of the plan	Income tax & NICs will be payable on the lower of: <ul style="list-style-type: none">the contributions used to buy the shares or <ul style="list-style-type: none">the market value of the shares when they are taken out of the plan	No income tax or NICs to pay
Matching shares	You cannot sell your matching shares if they are less than 3 years old.	Income tax & NICs will be payable on the lower of the market value of the shares: <ul style="list-style-type: none">when they are taken out of the plan or <ul style="list-style-type: none">when they were acquired	No income tax or NICs to pay
Dividend shares	Will be taxed as dividend income for the tax year in which the shares are withdrawn	No income tax or NICs to pay	No income tax or NICs to pay

Jargon Buster

Income Tax

The tax you pay on all income you receive, including shares you hold. The rate of income tax you pay will depend on your income.

National Insurance Contributions

You pay national insurance to build up your entitlement to certain state benefits, including the state pension. Like income tax, national insurance is paid out of the income you earn at rates, and up to limits, that are set by the UK government.

Capital Gains Tax

Tax on the profit you make when you sell (or 'dispose of') an asset that has increased in value.

Gross Pay

The total amount of money an employee receives before taxes and deductions.

Partnership Shares

The shares purchased using your salary contributions.

Matching Shares

The shares awarded to you from the company based on the ratio applied to the number of partnership shares owned.

Dividend

A sum of money paid by a company to its shareholders out of its profits (or reserves). Dividend shares are a form of dividends which have been reinvested into shares.

Forfeiture

The loss or giving up of – to forfeit your shares means to lose your right to them.

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This document is for information purposes only and it does not contain investment advice. It does not constitute a public offer to sell or a solicitation to purchase shares in John Wood Group PLC, nor is it an invitation to join the Share Incentive Plan. You should read the full documentation provided for your relevant location, which is available online at www.woodplc.com/wood-share-plans/share-incentive-plan before making any decision to participate. If you are in any doubt as to the action you should take you are recommended to seek your own financial advice from an appropriately authorised independent financial advisor.

www.woodplc.com/wood-share-plans/share-incentive-plan