

Employee Share Plan

Enrolment 2019

A large teal abstract graphic with a white grid pattern, resembling a stylized mountain range or a series of peaks, occupies the right and bottom portions of the page. The peaks vary in height and are layered, creating a sense of depth and movement.

wood.



Own a stake in our future.

The Employee Share Plan gives you the opportunity to purchase Wood shares and receive a match from the company. For every 2 shares you purchase, Wood will give you 1 free. This document outlines how the plan works and how you can join.

Enrolment

from 7th January 2019
to 11th February 2019

Purchase

from April 2019 to March 2020

Match

April 2021

Deductions

from March 2019



1. Enrolment

Eligibility

If you are a full or part time employee of Wood on the 1 November 2018, you will receive an invitation to enrol in the plan. The Plan currently operates in Australia, Azerbaijan, Brazil, Canada, Chile, France, India, Ireland, Italy, Malaysia, Norway, Singapore, Spain, Thailand, UAE, UK & USA*. You must be living and working in the location where the plan is being rolled out to be eligible to join; your payroll must also be in an eligible location. For those who are employed after the cut-off date, an invitation will be sent prior to the next enrolment period, in January 2020.

** unfortunately employees residing in California and Oregon will be unable to participate at this time due to state legislation*

How to enrol

If you meet the criteria detailed above you will receive an invitation to join the plan, which will include a link to the plan's website and instructions on how to enrol. Invitations will be sent via post or email.

Enrolment period

The 5 week enrolment period will open in January each year and close in February. It will only happen once a year and enrolment is optional – you can choose whether to enrol or not. Participation in one plan year will not result in your automatic enrolment in the next. If you want to continue participating in the plan you need to re-join every year.



2. Deductions



Contributions

If you choose to join the plan, you need to decide what percentage of your gross salary you want to contribute – this can be between 1% and 10%. Contributions will be made over 12 months from your net (after tax) salary, and deducted every pay period; this is known as the purchase period. It is important to note that deductions will be based only on your basic gross salary; bonuses or other allowances will not be considered.

Example

If John chooses to contribute 5%, and his gross salary is \$50,000 then he would pay in \$2,500 for his post-tax pay per year. So if John gets paid weekly, he would contribute in \$48.08 per week, as that would equate to \$2,500 over one year.

Stopping contributions

If you leave the plan you cannot rejoin the plan during that year. If you move to a payroll/location where the plan is not yet available, you will have to leave the plan for legal reasons. If you are on paid leave of any sort you are not required to leave the plan and can continue your contributions as normal (subject to any local requirements).

3. Purchase

Purchase period

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. No matter what pay frequency you are on, all purchases will happen monthly, starting in April 2019. Purchases will be made on the London Stock Exchange. A full purchase timetable will be available online.

Trading details

As Wood is listed in the UK, trading takes place in the UK. This means all contributions will have to be converted into pounds sterling (GBP). The exchange rate will be the average rate of exchange on the day in which all contributions are converted. Shares will be purchased on specific dates which will be communicated to participants at the start of the enrolment period. You will find details of these dates for 2019/2020 on the website. The average trading price will be used on the designated purchase date. The share price may fluctuate from one purchase date to the next. If you reside outside the UK and/or are paid in a currency other than pounds sterling, the cost per share to you will vary with movements in the exchange rate of that currency against the pound sterling. Therefore, the number of shares you obtain on each purchase date for your contribution may vary. Any monies left over from the purchase of whole shares will be used to buy you part of a share, these are known as 'fractional shares'.

Insider trading

During the enrolment period, if you have access to any price-sensitive information, you will not be able to join the Plan. However, if you are not aware of any price-sensitive information you will be eligible to join the Plan in the normal way. 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 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 by a nominee on your behalf – the nominee is Computershare. You are eligible to dividends on all your purchased 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. If you reside outside the United Kingdom, and/or are paid in a currency other than pounds sterling, the value of your holding is also subject to movements in the exchange rate between your home currency and the pound sterling, irrespective of price movements of Wood shares.

4. The Match

Holding period

After the first 12 months during which you have purchased shares, you can choose to take part in the Holding period. The Holding period is the period of time in which you need to hold on to your purchased shares to obtain the match. To take part, all you have to do is hold onto some, or all, of your purchased shares for 12 months. The Holding period begins on the anniversary of the first purchase date.

Leavers

If you leave employment with Wood, your award of matching shares will generally lapse. However in certain circumstances, you may be eligible to receive a match on the shares you have bought during the purchase period; the table below illustrates whether a match will be applied.

The match - buy 2, get 1 free

After the 12 months is up, Wood will check how many purchased shares you have in your online share account; only purchased shares will be matched. For every two shares you bought, one is given to you free as long as you hold the purchased shares for the duration of the holding period. Free matching shares are subject to local tax and social security deductions. You are able to sell shares during the holding period, but you will only receive the match for the shares left at the end of the holding period in your online share account. Each holding period relates to the purchase period which occurs in the year before it.

If your reason for leaving is...	Your shares will be matched	Your shares will not be matched
Resignation/termination/dismissal		●
Mutual agreement if reason is performance related		●
Redundancy/Lay-off	●	
Death/Disability/Serious injury/Illness	●	
Business sale	●	
Mutual agreement if reason is not performance related	●	

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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 Wood Employee Share Plan (the "plan").

You should read the full documentation provided for your relevant location, which is available online at www.woodplc.com/employeesshareplan before making any decision to participate in the plan. 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 adviser.

www.woodplc.com/employeesshareplan