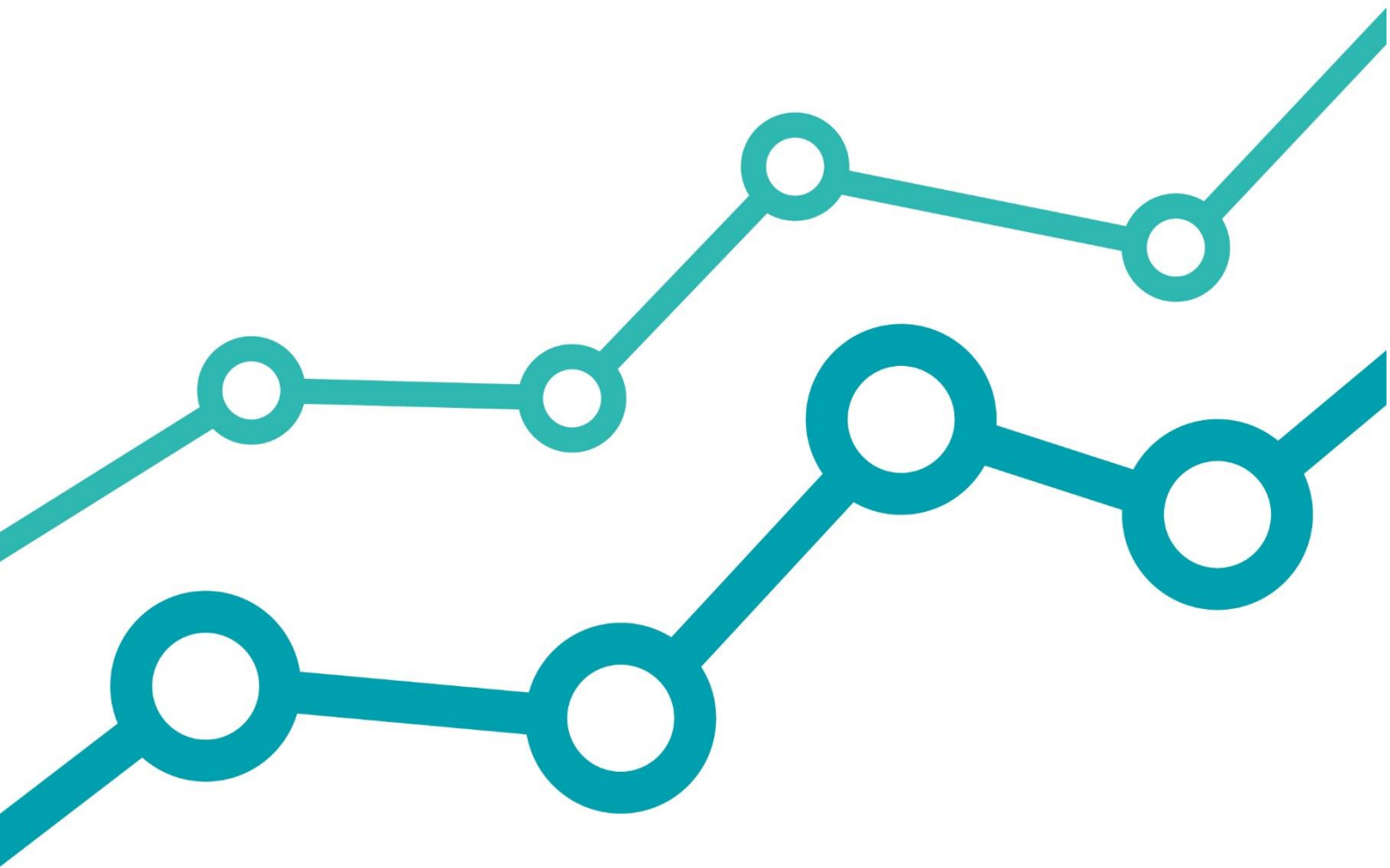


wood.

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.

General Notices

No public offer

Your Awards are being granted to you in your capacity as an Employee. The grant is not intended for the general public and may not be used for any public offer which requires a prospectus.

Offer not generally registered or approved; no prospectus; resale restrictions

WARNING: No registration: your Awards and the underlying Shares have not been authorised, approved by or registered with any applicable securities authorities in your local jurisdiction and may have been offered pursuant to an exemption from registration. The regulatory bodies in your jurisdiction accept no responsibility for the accuracy and completeness of the statements and information contained in the Plan documents and take no liability whatsoever for any loss arising from reliance upon the whole or any part of the contents of the Plan documents.

WARNING: No prospectus: no prospectus or similar offering or registration document has been prepared, authorised or approved by any applicable authority in your jurisdiction.

WARNING: Restricted resale: the Shares you may acquire under your Awards may be subject to restrictions on transfer and resale in your local jurisdiction. The Shares may not be offered, sold, advertised or otherwise marketed in circumstances which constitute any type of public offering of securities, unless an exemption applies.

Insider trading and market abuse

By accepting your Awards, you acknowledge that rules on insider trading and market abuse may apply to your Awards, and to the sale of Shares and may prohibit or delay your actions or decisions in relation to your Awards.

Share price risk

There is a risk that Shares that may be acquired by you under this Plan may fall as well as rise in value. Market forces may impact the price of the Shares, and in the worst case, the market value of the Shares may become zero.

Currency risk

The Shares that may be acquired by you under this Plan are traded on the London Stock Exchange in Pounds Sterling. Market forces will impact the exchange rate between Pounds Sterling and the currency in which you receive your salary. A change in that exchange rate may also impact on the value of the Shares to you.

Employment

Your decision to accept or reject your Awards is entirely up to you and will have no impact on your employment or your career, either positive or negative.

Exchange controls

You are solely responsible for complying with any exchange control regulations or foreign asset reporting requirements which apply to you with respect to your Awards. The Company will not be responsible for obtaining exchange control approval on your behalf and will not be liable in any way for any resulting fines or penalties if you fail to obtain any required exchange control approval.

Language

By accepting your Awards, you acknowledge that the documents that govern your Awards will be provided to you in the English language only. You may be provided a copy of Award documents in another language, but the English version will prevail in the event of any inconsistency between the two versions.

You confirm that you fully understand the contents of the English language version of this Agreement. By accepting your Awards, you acknowledge that you do not need a translation of the Plan documentation.

United Kingdom

This offer is being made to employees as part of an employee incentive programme in order to provide an additional incentive and to encourage employee share ownership and to increase your interest in the success of John Wood Group PLC. The company offering these rights is John Wood Group PLC. The shares which are the subject of these rights are ordinary shares in John Wood Group PLC. More information in relation to John Wood Group PLC including the share price can be found at the following web address: www.woodplc.com/investors.

Details of the offer can be found at www.woodplc.com/employeeeshareplan

The obligation to publish a prospectus does not apply because of Section 86(1)(aa) of the Financial Services and Markets Act 2000 (as amended, supplemented or substituted by any UK legislation enacted in connection with the UK's exit from the European Union). The total maximum number of Shares which are the subject of this offer is 69,183,936.

Nothing in the terms of the Awards or any communication issued to you in connection with the Awards is intended to constitute investment advice in relation to the Awards. If you are in any doubt as to whether to proceed in participating in this plan or in connection with your own financial or tax position, you are recommended to seek advice from a duly authorised independent adviser.

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. 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 69,183,936 as at 1 November 2023.

Les 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. 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 69,183,936 au 01/11/2023. 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)(i).

Los países europeos.

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/employeeshareplan. 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 69,183,936 al 01/11/2023. 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)(i) de dicha directiva.

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/employeeshareplan. 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 69,183,936 in data 01/11/2023. L'obbligo di pubblicare un prospetto ai sensi della Direttiva sul prospetto non si applica all'offerta ai sensi dell'art. 4(1)(i) di tale Direttiva.

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/employeeshareplan. 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 69,183,936 den 01/11/2023. Forpliktelsen til å publisere et Prospekt under Prospektdirektivet gjelder ikke tilbudet på grunn av artikkel 4(1)(i) i det direktivet.

Australia

The offer to participate in the Plan is made in reliance of Division 1A of Part 7.12 of the *Corporations Act 2001* (Cth) (**Act**). To the extent of any inconsistency between the terms of the rules of the Plan, this Agreement and this Country Specific Notice, this Country Specific Notice will prevail.

A copy of the rules of the Plan is available on the Portal. The Company undertakes, on request, at no charge and within 10 business days, to provide you with a full paper copy of the rules of the Plan.

Any documents or information given by the Company, any of its associated bodies corporate or Nominee, in connection with Awards made pursuant to the Plan is not legal, financial or investment advice and does not take into account your objectives, financial situation or needs. 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, the market price of shares in the Company can be ascertained by visiting the website of the London Stock Exchange (<https://www.londonstockexchange.com/stock/WG./wood-group-john-plc/company-page>) and the Australian dollar equivalent of that price by applying the prevailing GBP/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>.

Risk warning

There is a risk that shares in the capital of the Company may fall as well as rise in value through movements in equity markets. Market forces will impact the price of shares in the capital of the Company, and at their worst, market values of those shares may become zero if adverse market conditions are encountered. As the price of the shares in the capital of the Company are quoted in GBP, the value of those shares to you may also be affected by movements in the GBP/AUD exchange rate.

The above information comprises general information only about the risks of acquiring and holding Shares. There may be other risks relating to the Plan that are specific to your circumstances. As a result, it is recommended that you seek advice from a licensed professional as to whether or not participation in Plan is suitable for you.

Please also note that your Awards are subject to the Plan rules and the terms of your Awards under this Agreement.

Acquisition price of Shares

Shares will be acquired using your Contributions at the prevailing market price of the Company's shares at the time of purchase by the Nominee.

Misleading statements and omissions

- (a) The rules of the Plan, Agreement and any ancillary documents (together, "**Offer Disclosure Information**"): (i) must not include a misleading or deceptive statement; and (ii) must not omit any information that would result in the Offer Disclosure Information being misleading or deceptive.
- (b) If you accept the offer to participate in the Plan (the "**Offer**"), the Company must provide you with updated Offer Disclosure Information ("**Subsequent Disclosure Information**") as soon as practicable after becoming aware that a document that was provided has become out of date, or is otherwise not correct, in a material respect.
- (c) If, after the Company provides you with the Subsequent Disclosure Information, the Company becomes aware that the information that was provided has become out of date, or is otherwise not correct, in a material respect, the Company must provide you with updated Subsequent Disclosure Information.
- (d) Each director of the Company and any person named, with their consent (including a proposed director of the Company) in the Offer Disclosure Information as having made a relevant statement must notify, in writing, the Company as soon as practicable if:
- (i) during the period that you may accept the invitation (the "**Acceptance Period**"), the person becomes aware that:
- (A) a material statement in the Offer Disclosure Information is misleading or deceptive;
 - (B) information was omitted from the Offer Disclosure Information that has resulted in one or more of the documents in the Offer Disclosure Information being misleading or deceptive; or
 - (C) a new circumstance has arisen during the Acceptance Period which means the Offer Disclosure Information is out of date, or is otherwise not correct, in a material respect;
- (ii) the person becomes aware that:
- (A) a material statement in the Subsequent Disclosure Information is misleading or deceptive;
 - (B) information was omitted from the Subsequent Disclosure Information that has resulted in one or more of the documents in the Subsequent Disclosure Information being misleading or deceptive; or
 - (C) a new circumstance has arisen since the Subsequent Disclosure Information was provided to you which means the Subsequent Disclosure Information is out of date, or is otherwise not correct, in a material respect.
- (e) If you accept the Offer and suffer loss or damage because of a contravention of paragraphs (a) to (d), you can recover the amount of loss or damage in accordance with the table in section 1100Z(2) of the Act.
- (f) A person mentioned in paragraph (d) is not liable for any loss or damage suffered by you because of a contravention of paragraphs (a) to (c), in any of the circumstances specified in section 1100Z(3) of the Act.
- (g) Notwithstanding anything in the Plan, the liability of a person mentioned in paragraph (d) in relation to the Offer is only limited as specified in paragraph (f).

Other terms required by the Act

- (a) The terms of the Offer include (as if they were set out in full in the Offer) each other term (if any) as is required to be included in the terms of the Offer by:
- (i) Division 1A of Part 7.12 of the Act (in order for that Division to apply) so as to ensure that the offer of Awards under this Offer is covered by section 1100Q of the Act; or
- (ii) any other applicable law.
- (b) If the Company becomes aware of any such term, it will, on request by you, provide a copy of the full terms of the Offer which include that term.

Nominee arrangement

Plan Shares will be held by the Nominee on your behalf.

A copy of the terms and conditions relating to the Nominee arrangement can be found on the Portal.

The Nominee undertakes to you that it will comply with the terms and conditions relating to the Nominee arrangement.

Notice period

You may at any time give notice to the Company that Contributions will be stopped. Notwithstanding the timing set out at rule 5.12 (Withdrawing from the Partnership Share Award), the notice will take effect 30 days following receipt, and in any case, no later than 45 days after the notice is received by the Company. Following the notice taking effect, any cash held on your behalf will be repaid to you within 45 days of receipt of the notice.

Data protection

We expressly inform you that, if you participate in the Plan:

- (a) you consent to your employer, any of its related bodies corporate or any third party, collecting the personal information (including sensitive information) necessary to administer the Plan and disclosing any personal information necessary to administer the Plan to the Company, any of its related bodies corporate or any third party engaged to assist in implementing the Plan, who may be situated in or outside Australia, including in jurisdictions that may not afford your information the same level of protection as Australian laws do; and
- (b) acknowledge that neither your employer nor any other company within the Group will be required to take steps to ensure that the Company, any of its related bodies corporate or any third party engaged to assist in implementing the Plan do not breach the Australian Privacy Principles.

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

Securities Laws: In addition to any restrictions on resale and transfer noted in the Plan documents, Shares acquired pursuant to the Plan will be subject to certain restrictions on resale imposed by Canadian provincial securities laws (in general, participants in the offering who are resident in Canada may not resell their shares to Canadian purchasers). Accordingly, prospective participants are encouraged to seek legal advice prior to any resale of such shares.

By accepting these Awards, you represent and warrant to the Company that your participation in the Plan is voluntary and that you have not been induced to participate by expectation of engagement, appointment, employment, continued engagement, continued appointment or continued employment, as applicable.

Employment Matters: Notwithstanding anything in the Plan or elsewhere in this Agreement, you will be considered to have Left the Group on the date when you cease to be actively providing services to the Company or any other Member of the Group (as the case may be), regardless of whether the cessation of your employment or other service was lawful, and shall not include any period of statutory, contractual, common law, civil law or other reasonable notice of termination of employment or other service or any period of salary continuance or deemed employment or other service; provided, however, that where any greater period is expressly required by applicable employment or labour standards legislation (if such legislation is applicable), you will be considered to have Left immediately following the minimum prescribed period under that legislation. As a result, if you receive notice of termination for a reason other than a Good Reason, and the Company or other particular Member of the Group (as

applicable) does not require you to continue to attend at work and/or elects to provide you with a payment in lieu of notice, you will be considered to have Left on the date you receive such notice, as opposed any later date when severance payments to you cease, unless otherwise expressly required by applicable employment or labour standards legislation (if such legislation is applicable).

Employment Law Compliance: Should a discrepancy (including contravention, conflict or inconsistency) exist between any express written term in any written document, the Plan, or the Agreement, on the one hand, and minimum statutory entitlements provided for under applicable employment or labour standards legislation (if such legislation is applicable), on the other hand, the minimum statutory entitlements provided for under employment or labour standards legislation (if such legislation is applicable) will prevail and your entitlements (as applicable) shall be increased only to the extent necessary to satisfy the minimum statutory requirements.

Foreign Asset/Account Reporting Information: Canadian residents are required to report any "foreign property" on form T1135 (Foreign Income Verification Statement) if the total cost of such property exceeds a certain threshold (currently CDN\$100,000) at any time in the year. It is your responsibility to comply with these reporting obligations, and you should consult with your own personal tax advisor in this regard.

Chile

Neither John Wood Group PLC, the Plan nor the Shares have been registered in the Securities Registry (*Registro de Valores*) or in the Foreign Securities Registry (*Registro de Valores Extranjeros*) of the Chilean Commission for the Financial market ("**CMF**") (*Comisión para el Mercado Financiero de Chile*). Likewise, it is recorded that:

- (a) the Shares may not be publicly offered in Chile; and
- (b) the issuer will not be subject to the CMF's oversight nor to periodic disclosures that, by law and regulation, are required to those registered issuers.

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 Comisión para el Mercado Financiero de Chile ("**CMF**") y ninguno de ellos está sujeto a la fiscalización de la CMF. Asimismo, se deja constancia de que:

- (a) no podrá hacerse oferta pública de tales Acciones en Chile; y
- (b) que el emisor de los valores no está sometido a la fiscalización de la CMF ni a las obligaciones de información continua que, por ley o normativa, se exige a los emisores inscritos.

India

The securities described in the Plan documents are being offered only to employees of John Wood Group PLC, 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 Plan will not be available for subscription or purchase by any other person.

The Award documentation does not invite offers from the public for subscription or purchase of the securities of any body corporate under any law for the time being in force in India. John Wood Group PLC does not intend to market, promote, or invite offers for subscription or purchase of the securities of any body corporate by virtue of providing you with any Plan-related documents. The information provided in the Plan documents is for record only. Any person who subscribes or purchases securities of any body corporate should consult their own investment advisers before making any investments. John Wood Group PLC shall not be liable or responsible for any such investment decision made by any person.

As a result of exchange controls in India, notwithstanding paragraphs 20 to 22 of the Agreement, any amount of dividend paid in respect of Plan Shares held on your behalf will be remitted to you in India and will not be applied in the acquisition of additional Shares.

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 Participant 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 ordinary shares in John Wood Group PLC may not be circulated or distributed, nor may the 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.

The Awards under the Plan are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notices SFA 04-N12 and FAA-N16).

UAE

This offer document is an Exempt Offer in accordance with the Market Rules of the ADGM Financial Services Regulatory Authority.

This Exempt Offer document is intended for distribution only to Persons of a type specified in the Market Rules. It must not be delivered to, or relied on, by any other Person.

The ADGM Financial Services Regulatory Authority has no responsibility for reviewing or verifying any documents in connection with an Exempt Offer. The ADGM Financial Services Regulatory Authority has not approved this Exempt Offer document nor taken steps to verify the information set out in it and has no responsibility for it.

The Securities to which this Exempt Offer relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Securities offered should conduct their own due diligence on the Securities.

If you do not understand the contents of this Exempt Offer document, you should consult an authorised financial advisor.

USA

US Tax Terms for Settlement:

If you are subject to US federal income tax on the Award Date of your Matching Share Award, or you become subject to US federal income tax after the Award Date and before the substantial risk of forfeiture applicable to your Matching Share Award lapses, then your Matching Share Award (and any Dividend Equivalents thereon) will be settled no later than the 15th day of the third month following the end of the Taxable Year in which your Matching Share Award first is no longer subject to the substantial risk of forfeiture for purposes of Section 409A of the US Internal Revenue Code of 1986, as amended, and the US Treasury Regulations promulgated and other official guidance issued thereunder (collectively "Section 409A"). "Taxable Year" means the calendar year, or, if later, the end of the taxable year of the Member of the Group that employs you. In the event that the settlement of your Matching Share Award (and any Dividend Equivalents thereon) has not been made by the foregoing deadline because settlement would have violated applicable, then to the extent permissible under Section 1.409A-1(b)(4)(ii) of the proposed US Treasury Regulations, such settlement may be delayed so long as your Matching Share Award (and any Dividend Equivalents thereon) is then satisfied at the earliest date at which it is reasonably anticipated that such law no longer prevents such settlement.

Your Matching Share Award (and any Dividend Equivalents thereon) is intended to be exempt from the requirements of Section 409A under the short-term deferral exemption described in Section 1.409A-1(b)(4) of the US Treasury Regulations, and the Plan, the Agreement and this Global Appendix shall be interpreted and administered consistent with such intention with respect to your Matching Share Award (and any Dividend Equivalents thereon). In the event of any conflict between an applicable provision of the Plan or the Agreement and an applicable provision of this Global Appendix, the provision of this Global Appendix shall apply. You are solely responsible and liable for the satisfaction of all taxes, penalties and interest that may be imposed on you in connection

with the Plan and your Awards, including any taxes, penalty or interest under Section 409A. No Member of the Group shall have any obligation to indemnify or otherwise hold you harmless from any or all of such taxes, penalty or interest.

You are required to promptly notify the Company if you are subject to US federal income tax on the Award Date of your Matching Share Award, or you become subject to US federal income tax after the Award Date and before the substantial risk of forfeiture applicable to your Matching Share Award lapses.

US Federal Securities Law Terms:

The security evidenced hereby and any Shares issuable upon the conversion of the security evidenced hereby, have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any securities laws of any state of the United States and, accordingly, may not be offered, sold, pledged or otherwise transferred within the United States or to, or for the account or benefit of, any person except a person who is not a U.S. Person, is not acquiring this security for the account or benefit of a U.S. Person and is acquiring this security in an Offshore Transaction in compliance with Regulation S under the Securities Act. As used herein, the terms "Offshore Transaction", "United States" and "U.S. Person", have the meanings given to them by Rule 902 of Regulation S under the Securities Act.

If you are resident in the US, you are deemed to make the following statement:

"I understand that I am responsible to file relevant federal tax returns, and report foreign assets as required by the IRS."

California Securities Law Terms:

If you are a resident of or work in the State of California on the Award Date of your Partnership Share Award or Matching Share Award, or you become a resident of or begin working in the State of California after the Award Date and before your Partnership Share Award or Matching Share Award is settled, then your Partnership Share Award or Matching Share Award shall be subject to the following additional limitations, terms and conditions (which for the purposes of compliance with California securities laws only, shall be deemed to be a separate plan maintained solely for California residents):

- (a) your Partnership Share Award and Matching Share Award are being granted in accordance with Rule 701 of the Securities Act ("Rule 701");
- (b) your right to acquire shares under your Partnership Share Award and Matching Share Award is non-transferable except to the extent of a transfer by will, the laws of descent and distribution, to a revocable trust or as otherwise permitted by Rule 701;
- (c) the Company will proportionately adjust the number of shares allocable to you under your Partnership Share Award and Matching Share Award in the event of a stock split, reverse stock split, stock dividend, recapitalization, combination, reclassification or other distribution of the Company's equity securities without the receipt of consideration by the Company, of or on the Company's class or series of shares underlying your Partnership Share Award and Matching Share Award; and
- (d) your Partnership Share Award and Matching Share Award must be granted and the shares underlying your Partnership Share Award and Matching Share Award must be issued no later than 20 March 2033.