

## THE COMPANIES ACT 2006

## PUBLIC COMPANY LIMITED BY SHARES

**RESOLUTIONS**  
**of the members of**  
**JOHN WOOD GROUP PLC**

SATURDAY



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13/05/2023

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COMPANIES HOUSE

At the Annual General Meeting of John Wood Group PLC ("Company"), held at Sir Ian Wood House, Hareness Road, Altens, Aberdeen, AB12 3LE on Thursday 11 May 2023 at 11.00am, the following resolutions of the members of the Company were passed:

**ORDINARY RESOLUTIONS****Resolution 2**

To approve the Annual Report on Directors' Remuneration prepared by the Remuneration Committee and approved by the Board for the year ended 31 December 2022.

**Resolution 3**

To approve the Directors' Remuneration Policy contained in the Annual Report on Directors' Remuneration for the year ended 31 December 2022 to take effect at the end of the AGM.

**Resolution 15**

THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are its subsidiaries at any time during the period when this resolution has effect, be generally and unconditionally authorised, in aggregate, to:

- a. make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- b. make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- c. incur political expenditure not exceeding £50,000 in total;

(as such terms are defined in sections 363 to 365 of the Act) during the period beginning with the date of the passing of this resolution and expiring 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's next AGM in 2024; provided that:

- (i) the aggregate amount of the authorised sum referred to in paragraphs (a), (b) and (c) above shall not exceed £50,000; and
- (ii) the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure is incurred or, if earlier, on the day on which the Company or its subsidiary enters into any contract or undertaking in relation to the same (or, if such day is not a business day, the first business day thereafter).

## **Resolution 16**

To generally and unconditionally authorise the directors in accordance with section 551 of the Act to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares of the Company:

- a. up to an aggregate nominal amount of £9,883,420, being approximately one third of the nominal value of the Company's issued ordinary share capital as at 6 April 2023 (the latest practicable date prior to the publication of this Notice) (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- b. comprising equity securities (as defined in section 560 of the Act) up to a nominal amount of £19,766,839, being approximately two thirds of the nominal value of the Company's issued ordinary share capital as at 6 April 2023 (the latest practicable date prior to the publication of this Notice) (such amount to be reduced by any allotments or grants made under (a) above) in connection with an offer by way of a rights issue:
  - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make such exclusions or other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter,

provided that these authorities shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2024 (unless previously revoked or varied by the Company in general meeting) save that under each authority the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or enter into an agreement as if the authority conferred hereby had not expired, and provided further that these authorities shall be to the exclusion of and in substitution for any such earlier authority.

## **Resolution 17**

That:

- (a) the Wood Discretionary Share Plan (the "Discretionary Plan"), a summary of which is set out in Appendix 1 to the Notice, be and is hereby approved and the directors be and are hereby authorised to adopt the Discretionary Plan and do all acts and things necessary or expedient to establish the Discretionary Plan and bring it into effect; and
- (b) the directors be and are hereby authorised to adopt further plans based on the Discretionary Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under any such further plans are treated as counted against any limits on individual or overall participation in the Discretionary Plan.

## **Resolution 18**

That:

- (a) the rules of the Wood Employee Share Plan (the "Purchase Plan"), a summary of which is set out in Appendix 2 to the Notice, be and is hereby approved and the directors be and are hereby authorised to adopt the Purchase Plan and do all acts and things necessary or expedient to establish the Purchase Plan and bring it into effect; and
- (b) the directors be and are hereby authorised to adopt further plans based on the Purchase Plan but modified to take account of local tax, exchange control or

securities laws in overseas territories, provided that any shares made available under any such further plans are treated as counted against any limits on individual or overall participation in the Purchase Plan.

## **SPECIAL RESOLUTIONS**

### **Resolution 19**

That, subject to the passing of resolution 16 and in substitution of all existing authorities, the directors be authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell equity securities held by the Company as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited:

- a. to the allotment of equity securities and the sale of treasury shares in connection with an offer or issue of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 16, by way of a rights issue only):
  - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make such exclusions or other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter; and

- b. in the case of the authority under paragraph (a) of resolution 16 and/or in the case of the sale of any treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £2,965,026, being approximately 10% of the issued ordinary share capital of the Company as at 6 April 2023 (the latest practicable date prior to the publication of this Notice),

and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2024, except that the Company may before such expiry make offers or enter into agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and notwithstanding such expiry the directors may allot equity securities (and/or sell treasury shares) in pursuance of such offers or agreements as if the power conferred hereby had not expired.

### **Resolution 20**

That, subject to the passing of resolution 16, the directors be authorised pursuant to section 570 of the Act in addition to any authority granted under resolution 19 to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,965,026, being approximately 10% of the issued ordinary capital of the Company as at 6 April 2023 (the latest practicable date prior to the publication of the Notice); and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other specified capital investment of a kind

contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2024, except that the Company may before such expiry make offers or enter into agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and notwithstanding such expiry the directors may allot equity securities (and/or sell treasury shares) in pursuance of such offers or agreements as if the power conferred hereby had not expired.

#### **Resolution 21**

To generally and unconditionally authorise the Company for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 4 2/7 pence each in the capital of the Company ("ordinary shares"), on such terms and in such manner as the directors may from time to time determine, provided that:

- a. the maximum number of ordinary shares hereby authorised to be purchased is 69,183,936;
- b. the minimum price which may be paid for an ordinary share is 4 2/7 pence per share (exclusive of expenses);
- c. the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be the higher of:
  - i. an amount equal to 105% of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - ii. the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out,

and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the AGM of the Company to be held in 2024, unless such authority is renewed, varied or revoked prior to such time, provided that the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to.

#### **Resolution 22**

To authorise the Company to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice.

  
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Company Secretary