

## THE COMPANIES ACT 2006

## PUBLIC COMPANY LIMITED BY SHARES

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

FRIDAY



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 12/05/2017  
 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 Wednesday 10 May 2017 at 11.00am, the following resolutions of the members of the Company were passed:

**ORDINARY RESOLUTIONS**Resolution 3

To approve the Annual Report on Directors' Remuneration, excluding the Directors' Remuneration Policy set out within the Directors' Remuneration Report, prepared by the Remuneration Committee and approved by the Board for the year ended 31 December 2016.

Resolution 4

To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2016 to take effect at the end of the Annual General Meeting.

Resolution 16

That the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (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 £5,473,934.06 (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(1) of the Act) up to a nominal amount of £10,947,868.12 (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 Annual General Meeting of the Company to be held in 2018 (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 this authority shall be to the exclusion of and in substitution for any such earlier authority.

## **SPECIAL RESOLUTIONS**

### **Resolution 17**

That, subject to the passing of resolution 16 above and in substitution for all existing authorities, the directors be and are hereby empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 16 above 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 limited:

(a) to the allotment of equity securities and sale of treasury shares for cash 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 granted under paragraph (a) of resolution 16 and/or in the case of any sale of treasury shares for cash which is treated as an allotment of equity securities under section 560(3) of the Act, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares, up to an aggregate nominal amount of £821,090.10,

and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2018, 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 18**

That, subject to the passing of resolution 16 above, the directors be and are hereby empowered in addition to any authority granted under resolution 17 to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred 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 £821,090.10; 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 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 Annual General Meeting of the Company to be held in 2018, 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 19

That the Company be and is hereby generally and unconditionally authorised 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 427 pence each in the capital of the Company ("ordinary shares"), provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 38,317,538;
- (b) the minimum price which may be paid for an ordinary share is 427 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,

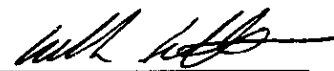
and provided that such authority shall expire 15 months after the passing of this resolution, or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2018, unless such authority is renewed, varied or revoked prior to such time, provided that the Company may make a 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 any such contract under this authority as if it had not expired.

#### Resolution 20

That the draft articles of association produced to the meeting, marked "A" and signed by the Chairman of the meeting for identification purposes, (the "New Articles of Association") be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company.

#### Resolution 21

That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.



Company Secretary