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THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT ANY FIRM OFFER WILL BE MADE EVEN IF THE PRE-CONDITIONS ARE SATISFIED OR WAIVED

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

25 August 2025

John Wood Group PLC ("Wood" or the "Company")

Update on possible offer and extension of PUSU deadline

On 14 April 2025, Wood announced that it had received a holistic non-binding conditional proposal from Dar Al-Handasah Consultants Shair and Partners Holdings Ltd ("Sidara"), including a possible offer of 35 pence¹ in cash per Wood share to acquire the entire issued and to be issued share capital of the Company (the "Possible Offer"), and that, should Sidara make a firm offer for Wood under Rule 2.7 of the Code on the terms of the Possible Offer, the Board of Wood would be minded to recommend such an offer to Wood's shareholders, subject to agreement of full terms and conditions.

The Board of Wood is continuing to work with Sidara in relation to the pre-conditions to the Possible Offer set out in that announcement and further substantive progress has been made since the announcement of 28 July 2025:

- There is now commercial alignment with Sidara and Wood's lenders on the detailed terms of the Proposed Refinancing (which are consistent with the terms set out in the 28 July 2025 announcement), and substantial progress has been made on documenting those terms.
- Wood is continuing to work with its auditor in relation to the publication of Wood's audited accounts for the financial year ended 31 December 2024.
- Sidara has confirmed that it has completed its due diligence on Wood.

On Saturday 23 August 2025, Sidara informed the Board of Wood in writing that it is committed to making an offer to acquire the entire issued and to be issued share capital of Wood, once the remaining pre-conditions have been satisfied, but that, having completed its due diligence, any offer would be at a reduced price of 30 pence in cash per Wood share (the "Reduced Possible Offer").

The Board has evaluated the Reduced Possible Offer with its financial advisers and concluded that it is at a value that the Board would be minded to recommend to Wood shareholders, should a firm intention to make an offer pursuant to Rule 2.7 of the Code be announced on such financial terms, subject to the agreement of all other terms and conditions of an offer.

The Board of Wood has therefore requested, and the Panel has consented to, an extension to the date by which Sidara is required either to announce a firm intention to make an offer for Wood in accordance with Rule 2.7 of the Code or to announce that it does not intend to make an offer, in which case the announcement would be treated as a statement to which Rule 2.8 of the Code applies. Such announcement must now be made by not later than 5.00pm on 28 August 2025. This deadline can be further extended with the agreement of the Board of Wood and the consent of the Panel in accordance with Rule 2.6(c) of the Code.

Further announcements will be made in due course. In the meantime, shareholders are not required to take any action in relation to the Possible Offer.

There continues to be no certainty that an offer will be made by Sidara even if the pre-conditions to the Possible Offer are satisfied or waived. This announcement is being made with the consent of Sidara.

The person responsible for arranging the release of this announcement on behalf of Wood is John Habgood, Company Secretary.

Enquiries

Wood

Simon McGough, President, Investor Relations

07850 978 741

FTI Consulting (PR Adviser)

020 3727 1340

Alex Le May, Nick Hasell, Ariadna Peretz

Notes

1. The Possible Offer was subject to a number of pre-conditions. as set out in Wood's announcement of 14

the Possible Offer was subject to a number of pre-conditions, as set out in Wood's announcement of 14 April 2025. The Possible Offer was also subject to a number of reservations, including under which Sidara can make an offer on less favourable terms, as further described in Wood's announcement of 14 April 2025. These reservations included the ability to make an offer on less favourable terms with the consent of the Board of Wood (which is the reservation Sidara intends to rely on if it makes the Reduced Possible Offer). The Reduced Possible Offer is also subject to the same pre-conditions and reservations set out in Wood's announcement of 14 April 2025 (except that pre-condition (b) relating to the publication of Wood's audited accounts is under review by Sidara).

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4). Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Rule 26.1 disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) at www.woodplc.com by no later than 12 noon (London time) on the business day following the date of this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Additional Information

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to this announcement or otherwise. Any offer, if made, will be made solely by certain offer documentation which will contain the full terms and conditions of any offer, including details of how it may be accepted.

The distribution of this announcement in jurisdictions other than the United Kingdom and the availability of any offer to shareholders of Wood who are not resident in the United Kingdom may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or shareholders of Wood who are not resident in the United Kingdom will need to inform themselves about, and observe any applicable requirements. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

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