

The Directors  
Amec Foster Wheeler plc  
Old Change House  
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London  
United Kingdom  
EC4V 4BJ

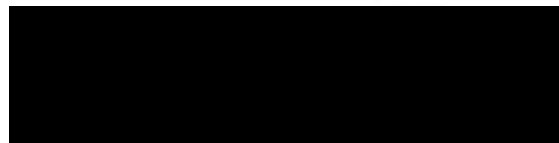
22 May 2017

**Recommended Share Offer for the entire issued and to be issued share capital of Amec Foster Wheeler plc (“AMFW”) by John Wood Group plc (the “Offer”)**

Dear Sirs,

We refer to the scheme document to be published by AMFW on or around 22 May 2017 regarding the Offer (the “**Scheme Document**”), a draft of which is attached hereto and initialled for identification purposes. We hereby consent to the publication of the Scheme Document with the references made in it to our name in the form and context in which they appear in the attached draft.

Yours faithfully,  
for and on behalf of Merrill Lynch International



Geoff Iles  
Managing Director, Investment Banking

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS DOCUMENT CONTAINS A PROPOSAL WHICH, IF IMPLEMENTED, WILL RESULT IN THE CANCELLATION OF THE LISTING OF AMEC FOSTER WHEELER SHARES ON THE OFFICIAL LIST AND OF TRADING OF AMEC FOSTER WHEELER SHARES ON THE LONDON STOCK EXCHANGE'S MAIN MARKET FOR LISTED SECURITIES. PART [III] OF THIS DOCUMENT COMPRISES AN EXPLANATORY STATEMENT IN COMPLIANCE WITH SECTION 897 OF THE COMPANIES ACT 2006.**

If you are in any doubt about the contents of this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who, if you are taking advice in the United Kingdom, is authorised pursuant to the Financial Services and Markets Act 2000 or, if you are in a territory outside the United Kingdom, is an appropriately authorised independent financial adviser.

If you sell, or have sold or otherwise transferred all of your Amec Foster Wheeler Shares, please send this document (but not any accompanying personalised documents) at once to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of Amec Foster Wheeler Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected. *[Note: LL US team to consider language around transferred ADRs]*

The release, publication or distribution of this document and/or any accompanying documents (in whole or in part) in, into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions, and therefore persons into whose possession this document and/or any accompanying documents come should inform themselves about, and observe, any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

The accompanying Forms of Proxy are personalised. If you have recently purchased or been transferred Amec Foster Wheeler Shares, you should contact the Company's registrars, Capita Asset Services, on the telephone number set out on page [●] of this document to obtain replacements for these documents.

Application will be made by JWG for the New JWG Shares to be admitted to the premium listing segment of the Official List and to trading on the London Stock Exchange's Main Market.

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**Recommended all-share offer by**  
**JOHN WOOD GROUP PLC**  
for  
**AMEC FOSTER WHEELER PLC**  
to be effected by means of a  
Scheme of Arrangement  
under Part 26 of the Companies Act 2006

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This document (including any documents incorporated into it by reference) should be read as a whole and in conjunction with the accompanying Forms of Proxy. Your attention is drawn to the letter from the Chairman of Amec Foster Wheeler in Part [I] of this document, which contains the unanimous recommendation of the Amec Foster Wheeler Directors that you vote in favour of the Scheme at the Court Meeting and the Special Resolution at the Amec Foster Wheeler General Meeting. A letter from Goldman Sachs International, BofA Merrill Lynch and Barclays explaining the Scheme appears in Part [II] of this document.

Notices of the Court Meeting and the Amec Foster Wheeler General Meeting, which will both be held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on 15 June 2017, are set out at Parts [VIII] and [IX] of this document respectively. The Court Meeting will start at 11.00 a.m. and the Amec Foster Wheeler General Meeting at 11.10 a.m. (or as soon thereafter as the Court Meeting shall have concluded or been adjourned).

Amec Foster Wheeler Shareholders will find enclosed with this document a BLUE Form of Proxy for use at the Court Meeting and a YELLOW Form of Proxy for use at the Amec Foster Wheeler General Meeting. Whether or not you intend to attend the Amec Foster Wheeler Meetings in person, please complete and sign both the enclosed Forms of Proxy in accordance with the instructions printed thereon, or appoint a proxy electronically through CREST or through the [www.signalshares.com](http://www.signalshares.com) service, as soon as possible. The Forms of Proxy must be received by the Company's registrars, Capita Asset Services, no later than 11.00 a.m. on 13 June 2017 in the case of the Court Meeting and 11.10 a.m. on 13 June 2017 in the case of the Amec Foster Wheeler General Meeting. If the BLUE Form of Proxy for use at the Court Meeting is not returned by the above time, it may be handed to a representative of Capita Asset Services at the venue of the Court Meeting or the Chairman of the Court Meeting before the start of the Court Meeting. However, in the case of the Amec Foster Wheeler General Meeting, unless the YELLOW Form of Proxy is returned by the time mentioned above, it will be invalid. The completion and return of a Form of Proxy will not prevent Amec Foster Wheeler Shareholders from attending and voting in person at either the Court Meeting or the Amec Foster Wheeler General Meeting, or any adjournment thereof, if you so wish and are so entitled.