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FOR IMMEDIATE RELEASE

15 JUNE 2017

Recommended All-Share Offer

for

Amec Foster Wheeler plc

by

John Wood Group PLC

Results of Shareholder Meetings

Amec Foster Wheeler plc ("**Amec Foster Wheeler**") is pleased to announce that, at a Court Meeting and General Meeting of Amec Foster Wheeler Shareholders held earlier today in connection with the recommended all-share offer by John Wood Group PLC for Amec Foster Wheeler (the "**Combination**"), all the resolutions proposed were duly passed.

At the Court Meeting, a majority in number of Scheme Shareholders, who voted (either in person or by proxy) and who together represented over 75% by value of the votes cast, voted in favour of the resolution to approve the Scheme. The resolution was accordingly passed.

At the General Meeting, the Special Resolution to approve the Scheme and provide for its implementation was also passed by the requisite majority.

COURT MEETING The voting on the resolution to approve the Scheme was taken on a poll and the results were as follows:

Number of Scheme Shareholders voting: For: 861 (90.73%) Against: 88 (9.27%)

Number of votes: For: 270,167,562 (99.92%) Against: 227,932 (0.08%)

Percentage of eligible Scheme Shares voted: For: 69.28% Against: 0.06%

GENERAL MEETING The voting on the Special Resolution to approve the Scheme and the Combination and provide for their implementation was taken on a poll and the results were as follows:

Number of votes: For: 269,990,585 (99.92%) Against: 224,716 (0.08%) Withheld: 1,332,416

Completion of the Combination remains subject to the satisfaction or waiver of the other Conditions set out in the Scheme Document, including the condition relating to CMA approval and the Court sanctioning the Scheme at the Court hearing, which is expected to take place in the fourth quarter of this year.

A copy of the special resolution passed at the General Meeting has been submitted to the Financial Conduct Authority and will shortly be available for inspection on the National Storage Mechanism at www.hemscott.com/nsm.do.

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 <http://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. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

Publication on Website

A copy of this announcement will be made available, subject to certain restrictions relating to persons resident in restricted jurisdictions, on Amec Foster Wheeler's website at www.amecfw.com and on John Wood Group plc's website at www.woodgroup.com by no later than 12 noon (London time) on the Business Day following this announcement. For the avoidance of doubt, the contents of those websites are not incorporated and do not form part of this announcement.