

**AMENDMENT – Due to the amendment of Equity and Derivative holdings, the disclosure made on 24 March for dealings on 23 March has been updated. Section 3 f. has been updated.**

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER  
Rules 8.1 and 8.2 of the Takeover Code (the “Code”)**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	AMEC FOSTER WHEELER PLC
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	OFFEREE - AMEC FOSTER WHEELER PLC
<b>(d) Is the discloser the offeror or the offeree?</b>	OFFEREE
<b>(e) Date position held:</b> <i>The latest practicable date prior to the disclosure</i>	23 MARCH 2017
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state “N/A”</i>	YES – JOHN WOOD GROUP PLC (OFFEROR)

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

Class of relevant security:	Ordinary shares of 50 pence each			
	Interests		Short positions	
	Number	%	Number	%
<b>(1) Relevant securities owned and/or controlled:</b>	Nil	-	Nil	-
<b>(2) Cash-settled derivatives:</b>	Nil	-	Nil	-
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	Nil	-	Nil	-
<b>TOTAL:</b>	Nil	-	Nil	-

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

**(b) Rights to subscribe for new securities**

<b>Class of relevant security in relation to which subscription right exists:</b>	NONE
<b>Details, including nature of the rights concerned and relevant percentages:</b>	N/A

**3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

**Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:**

a. INTERESTS OF THE DIRECTORS OF AMEC FOSTER WHEELER PLC IN THE ORDINARY SHARES OF 50p EACH IN AMEC FOSTER WHEELER PLC:

Director	Number of ordinary shares held	Percentage of total issued share capital of Amec Foster Wheeler plc (excluding treasury shares) (%)
John Connolly	94,272	0.02417
Ian McHoul	329,566	0.08451
Colin Day	24,388	0.00625
Linda Adamany	3,100	0.00080
Stephanie Newby	21,899*	0.00562
Kent Masters	70,000*	0.01795

\* Held as American Depositary Receipts ("ADRs")

b. INTERESTS OF THE DIRECTORS OF AMEC FOSTER WHEELER PLC IN AWARDS OF ORDINARY SHARES UNDER THE PERFORMANCE SHARE PLAN OF AMEC FOSTER WHEELER PLC:

Director	Grant Date	Number of ordinary shares	Vesting Date subject to performance conditions (where applicable)	Subscription Price (£)
Ian McHoul	27/03/2014	119,908	27/03/2017	Nil

c. INTERESTS OF THE DIRECTORS OF AMEC FOSTER WHEELER PLC IN THE 2015 LONG TERM INCENTIVE PLAN OF AMEC FOSTER WHEELER PLC:

Director	Grant Date	Number of securities	Vesting Date subject to performance conditions (where applicable)	Subscription Price (£)
Johnathan Lewis	01/06/2016	443,566	01/06/2019	Nil

Ian McHoul	22/05/2015	141,257	15/03/2018	Nil
Ian McHoul	18/03/2016	266,706	18/03/2019	Nil

d. INTEREST OF A DIRECTOR OF AMEC FOSTER WHEELER PLC UNDER A RECRUITMENT AGREEMENT WITH AMEC FOSTER WHEELER PLC:

Director	Grant Date	Number of securities	Vesting Date subject to performance conditions (where applicable)	Subscription Price (£)
Jonathan Lewis	01/06/2016	68,681	22,894 shares: 01/06/2017	Nil
			22,894 shares: 01/06/2018	
			22,893 shares: 01/06/2019	

e. INTEREST OF A DIRECTOR OF AMEC FOSTER WHEELER PLC IN THE UK SHARESAVE PLAN OF AMEC FOSTER WHEELER PLC:

Director	Grant Date	Number of securities	Vesting Date subject to performance conditions (where applicable)	Exercise Price (£)
Ian McHoul	11/10/2013	1,046*	02/01/2017	8.60
Ian McHoul	19/10/2015	1,160	02/01/2019	6.795

\* Vested but unexercised

f. INTERESTS OF CONNECTED ADVISORS OF AMEC FOSTER WHEELER PLC:

(GS) GOLDMAN SACHS & CO. LLC:

Class of relevant security:	Ordinary shares of 50 pence each and ADRs			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	808	0.00	892	0.00
(2) Cash-settled derivatives:	0	0.00	0	0.00
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	0	0.00	0	0.00
<b>TOTAL:</b>	808	0.01	892	0.00

(GS) GOLDMAN SACHS BANK AG:

Class of relevant security:	Ordinary shares of 50 pence each			
	Interests		Short positions	
	Number	%	Number	%

<b>(1) Relevant securities owned and/or controlled:</b>	850	0.00	0	0.00
<b>(2) Cash-settled derivatives:</b>	0	0.00	0	0.00
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	0	0.00	0	0.00
<b>TOTAL:</b>	850	0.00	0	0.00

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

<p><b>Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:</b>  <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i></p>
NONE

##### (b) Agreements, arrangements or understandings relating to options or derivatives

<p><b>Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:</b>  <b>(i) the voting rights of any relevant securities under any option; or</b>  <b>(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:</b>  <i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
NONE

##### (c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

<b>Date of disclosure:</b>	22 MAY 2017
<b>Contact name:</b>	Alison Yapp General Counsel and Company Secretary, Amec Foster Wheeler plc
<b>Telephone number:</b>	+44 (0)20 7429 7504

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*