

**THIS LETTER AND THE ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you should seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is authorised pursuant to the Financial Services and Markets Act 2000 (“FSMA”) or, if you are in a territory outside the United Kingdom, is an appropriately authorised independent financial adviser.

All words and expressions defined in the Scheme Document have the same respective meanings in this document. Please read the terms and conditions of the Scheme, as set out in the Scheme Document, the terms of which are incorporated into and form part of this document.

In the event of a conflict between this letter and the accompanying documents and the rules of any relevant plan or any relevant legislation, the rules or the legislation will prevail.

References to taxation are for guidance only. You are encouraged to seek advice from a suitably authorised tax adviser.



23 May 2017

To Jon Lewis as the recipient of a recruitment award

Dear Jon

### **John Wood Group plc’s offer for Amec Foster Wheeler plc**

As you know, John Wood Group plc (“**John Wood Group**”) has made an offer to buy all the shares in Amec Foster Wheeler plc (“**AMFW Shares**”) (the “**Combination**”). We are writing to give you some information on the effect this will have on your rights under the terms of your recruitment award (the “**Award**”).

The Combination will be carried out through a “scheme of arrangement” (the “**Scheme**”) which involves a reorganisation of the share capital of Amec Foster Wheeler plc (“**Amec Foster Wheeler**”). The Scheme has to be approved by Amec Foster Wheeler shareholders at a Court Meeting and at a separate General Meeting, and by John Wood Group shareholders at a General Meeting which are due to be held on 15 June 2017. Once approved by shareholders, and provided

certain regulatory clearances are obtained, the Scheme will only become effective if approved by the Court ("**Court Sanction**").

Detail regarding how the Combination will work is set out in the Scheme Document dated 23 May 2017 sent to Amec Foster Wheeler shareholders (the "**Scheme Document**") which is available to download from: <https://www.amecfw.com/investors/offer-by-wood-group-plc>

The precise timetable of events has not yet been finalised. However, we will let you know as and when key milestones occur and will notify you in advance once a provisional date for Court Sanction is known.

### **Why are we writing to you now?**

If the Combination goes ahead, you will be able to receive AMFW Shares for your Award, and then participate in the Combination in a similar way to other Amec Foster Wheeler shareholders.

### **What are Amec Foster Wheeler shareholders receiving?**

If the Combination goes ahead, Amec Foster Wheeler shareholders will receive 0.75 shares in John Wood Group ("**John Wood Group Shares**") for each AMFW Share which they hold at the Scheme record time (which will be shortly after Court Sanction).

We enclose with this letter a supplement describing the impact of the Combination on your Award and related tax information (the "**Supplement**").

### **What you need to do next**

Read the Supplement.

If you have any queries on the contents of this letter, you should contact Nicola Reece, Reward & Share Plans Manager, Amec Foster Wheeler at [nicola.reece@amecfw.com](mailto:nicola.reece@amecfw.com).

### **Views of the Amec Foster Wheeler Directors**

The directors of Amec Foster Wheeler (the "**Amec Foster Wheeler Directors**"), who have been so advised by Goldman Sachs International, Merrill Lynch International and Barclays Bank PLC, acting through its Investment Bank ("**Barclays**") consider the terms of the proposals set out in this letter and the Supplement to be fair and reasonable in the context of the Combination. In providing their advice to the Amec Foster Wheeler Directors, Goldman Sachs International, Merrill Lynch International and Barclays have taken into account the commercial assessments of the Amec Foster Wheeler Directors.

Yours sincerely



Will Serle  
Chief People Officer  
on behalf of Amec Foster Wheeler



Sue MacDonald  
Executive President of People & Organisation  
on behalf of John Wood Group

Encs.

**Goldman Sachs International, Merrill Lynch International and Barclays are acting exclusively for Amec Foster Wheeler in connection with the Combination and for no-one else and will not be responsible to anyone other than Amec Foster Wheeler for providing the protections afforded to their clients or for providing advice in relation to the Combination or the contents of the Scheme Document or any transaction, arrangement or matter referred to in the Scheme Document.**

Goldman Sachs International, Merrill Lynch International and Barclays have given and not withdrawn their written consent to the issue of this document and the accompanying documents with the inclusion in it of the reference to their names in the form and context in which they appear.

The Amec Foster Wheeler Directors each accept responsibility for the information contained in this document, other than information relating to the Wood Group and the directors of John Wood Group (the “John Wood Group Directors”) and members of their immediate families, related trusts and persons connected with them (within the meaning of Section 96B(2) of FSMA). To the best of the knowledge and belief of each of the Amec Foster Wheeler Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

The John Wood Group Directors each accept responsibility for the information contained in this document relating to the Wood Group and the John Wood Group Directors and members of their immediate families, related trusts and persons connected with them (within the meaning of Section 96B(2) of FSMA). To the best of the knowledge and belief of each of the John Wood Group Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

## Supplement

### 1 What will happen to my Award?

Any portion of your Award that is due to vest prior to the Combination will be dealt with in accordance with the original terms.

If the Combination goes ahead, the vesting of the balance of your award will be brought forward and you will be able to participate in the Combination in a similar way to other Amec Foster Wheeler shareholders. This is explained in detail below.

You are not required to seek clearance under the Amec Foster Wheeler Securities Dealing Code as your Conditional Awards will vest automatically on Court Sanction occurring.

If the Combination does not go ahead, your Award will continue in the normal way.

### 2 Will my Award vest in full?

The Amec Foster Wheeler Remuneration Committee has determined time pro-rating will not be applied. This means that the balance of your Award will vest in full on Court Sanction providing the other conditions are satisfied at that time, namely that you are not subject to any Disciplinary Action and that you have not served or been served notice of termination of employment.

### 3 What will I receive?

You will receive AMFW Shares (less any withholding or reduction to cover tax or social security). As agreed when you accepted your award, these AMFW Shares will be held by Computershare as your nominee and recorded in your name in a Share Plan Account (“SPA”).

Shortly thereafter each of your AMFW Shares will be exchanged for 0.75 John Wood Group Shares. This is the same as other Amec Foster Wheeler shareholders are receiving under the Combination.

If you are entitled under the Combination to a fraction of a John Wood Group Share, the number of John Wood Group Shares you will receive will be rounded down to four decimal places and the fraction will be credited to your SPA.

### 4 Will I receive a share certificate following vesting?

No. As the shares you acquire in Amec Foster Wheeler and then John Wood Group will be held by Computershare (as your nominee) in your SPA, you will not receive a share certificate. You can choose to withdraw your shares from the SPA at a later date as per the Terms and Conditions of the Share Plan Account Service which can be found in your Computershare account.

You can view your shareholdings within your Computershare account at [www.computershare.com/amecfwshareplans](http://www.computershare.com/amecfwshareplans). Should you have any queries, please contact the Computershare Plan Managers helpline on +44 (0) 344 472 6040 / [amecfwshareplans@computershare.co.uk](mailto:amecfwshareplans@computershare.co.uk).

## **5 What can I do with my John Wood Group Shares?**

Your John Wood Group Shares will be listed on the London Stock Exchange and can be bought and sold in the same way as AMFW Shares, subject to you receiving any dealing clearance required under the John Wood Group Share Dealing Policy.

## **6 When will I receive my John Wood Group Shares?**

Assuming the Combination takes effect according to the expected timetable, Computershare (as your nominee) will receive your John Wood Group Shares within 14 days of the Effective Date.

## **7 What about tax?**

- Income tax and/or social security may be due at the point your Award vests.
- If income tax and/or social security is due via your employing company/payroll withholding, Amec Foster Wheeler will automatically withhold from you an amount of shares to cover any such liability and will pay the value withheld over to the tax authorities on your behalf. The withholding rate will be provided by your employing company/payroll team.
- Please note there may be instances where the value of shares withheld is slightly more than the actual tax liability due. In this situation, any amounts over withheld from you will be reimbursed to you via your employing company/payroll. Similarly, if the amount withheld has been underestimated, you will need to meet any shortfall and the arrangements for this will be communicated to you individually should this arise.

Note further tax liabilities (such as capital gains tax) may arise when you acquire John Wood Group Shares and/or when you eventually dispose of John Wood Group Shares.

***If you are in any doubt about your tax position you should seek advice from a suitably authorised tax adviser in your jurisdiction.***

## **8 Can I vote on the Combination as an award holder?**

No. Having an Award does not give you a right to vote. Only Amec Foster Wheeler shareholders can do this.

If you already hold some AMFW Shares, you can vote on the Combination in respect of those shares.

## **9 What do I do now?**

You do not need to take any action.