

**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 Participants in the Amec Foster Wheeler Savings Related Share Option Scheme and the Amec Foster Wheeler International Savings Related Share Option Scheme

Dear Participant

### **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 Amec Foster Wheeler Savings Related Share Option Scheme and/or the Amec Foster Wheeler International Savings Related Share Option Scheme (“**Sharesave Plans**”).

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, John Wood Group will offer you the opportunity to roll over your outstanding Sharesave Plans options or share appreciation rights (“**SARs**”) in exchange for equivalent options or SARs over shares in John Wood Group (“**John Wood Group Shares**”). Alternatively, you may use your savings to exercise your options or SARs early and acquire AMFW Shares, and then participate in the Combination in a similar way to other Amec Foster Wheeler shareholders. If you take no action then your options or SARs will lapse six months after the date of Court Sanction.

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

If the Combination goes ahead, Amec Foster Wheeler shareholders will receive 0.75 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 option or SAR, the choices you have, related tax information and the date by which you need to take action (“**Supplement**”).
- A link to the specific online Computershare portal for you to log-in using the details provided to submit an instruction for use by option holders in connection with the Combination (see cover email).

### **What are my options / SARs currently worth?**

The exercise price of your options / SARs is currently more than the consideration per AMFW Share under the Combination (i.e. your options / SARs are “**underwater**”). The exercise prices of all outstanding options / SARs are set out in more detail in paragraph 9 of the Supplement.

For example, on 16 May 2017, the AMFW Share price was £5.52 and 0.75 of a John Wood Share would have a value of £5.805. As you would be paying more to exercise your options / SARs than the underlying shares are currently worth, it would not be cost effective to exercise your options / SARs whilst they are underwater. Therefore, unless the respective share prices rise above the applicable exercise price(s), the directors of Amec Foster Wheeler (the “**Amec Foster Wheeler Directors**”) do not recommend you exercise your options / SARs.

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

Read the Supplement.

Once you have done this, you will know whether or not you need to log on to the online Computershare portal and submit an instruction (the “**Instruction**”). If you do, it must be submitted as soon as possible. The deadline for submitting your Instruction is seven working days prior to Court Sanction. This date for Court Sanction has not yet been finalised, but is expected to be in the fourth quarter of 2017 subject to regulatory clearances. We will provide further information in due course, however please note that we are expecting the timetable to move quickly once the date of Court Sanction has been finalised. Details of how to submit your Instruction are set out in the covering email to this letter.

If you have any queries on the contents of this letter, you should contact your local HR contact or Sharesave coordinator.

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

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, the Supplements and the Instruction 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.

Unless the respective share prices rise above the applicable exercise price(s), the Amec Foster Wheeler Directors do not recommend you exercise your options / SARs.

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 outstanding Sharesave Plans option(s) or SAR(s) (together, “Option”)?

If the Combination goes ahead, your choices are as follows. If any modifications are required to address local requirements, these will be communicated to you separately.

**Choice 1:** **roll over your Option** in connection with the Combination so that it is exchanged for an equivalent option which gives you the right to buy John Wood Group Shares instead of AMFW Shares – see question 2 onwards; or

**Choices 2A and 2B:** **use your savings to exercise your Option.** If you choose this approach, you will also need to decide when the exercise should take effect:

**Choice 2A: exercise on Court Sanction; or**

**Choice 2B: exercise at any time within the six months after Court Sanction.**

See question 8 onwards.

*Please note, the exercise price of your Option is currently more than the consideration per AMFW Share under the Combination, which means it would not be cost effective to exercise your Option as things stand; or*

**Choice 3:** **do nothing and continue to save.** If you do this your Option will lapse six months after Court Sanction and you will not be able to exercise your Option and become an Amec Foster Wheeler shareholder or participate in the Combination. You will only receive the proceeds of your savings contract in the usual way on its maturity. If you want to do this, you do not need to use the online Computershare portal to submit an Instruction. Please also see question 20.

These choices are explained in detail in the following pages.

If the Combination does not go ahead, you do not have to do anything and your Option will continue in the normal way.

## Choice 1 - Roll over

### 2 What is roll over?

You can choose to roll over your Option in connection with the Combination. If you do so, your Option will be exchanged for an equivalent Option (the “**new Option**”) which gives you the right to buy John Wood Group Shares instead of AMFW Shares.

This means that you can continue to save in the normal way and your new Option will become exercisable on the normal maturity date. After that you may, if you wish, exercise your new Option and buy John Wood Group Shares.

If you want to roll over your Option, log on to the Computershare portal and select the box next to the relevant Option. You must submit your Instruction by no later than seven working days prior to Court Sanction. Until the online Computershare portal closes (which will be determined by reference to the date of Court Sanction) you may alter your Instruction. After the portal closes, your Instruction is irrevocable (i.e. you will not be able to change your mind).

### 3 Will I be able to exercise my rolled over Option in full?

Yes. If you choose to roll over, you will be able to complete your savings contract (i.e. your savings will continue) and therefore, if you wish, be able to exercise your new Option in full and buy John Wood Group Shares with all your savings (subject to the usual Sharesave leaver rules – see question 21).

### 4 How many John Wood Group Shares will I be able to buy with my rolled over Option?

The number of John Wood Group Shares you will be able to buy will be calculated by reference to what Amec Foster Wheeler shareholders will receive under the Combination.

The value of the John Wood Group Shares under the new rolled-over Option will be the same as the value of AMFW Shares under your Option. The total exercise price will remain the same.

Therefore, the number of shares subject to your Option will change as each AMFW Share currently subject to your Option will be exchanged for 0.75 John Wood Group Shares (rounded down to the nearest whole share in respect of each Option you hold). Please see question 12 for more detail. The exercise price of your Option will also change as the total exercise price of your Option will be divided by the number of John Wood Group Shares subject to your new Option to determine the per share exercise price of your new Option. This will ensure the total exercise price is approximately the same as before the exchange.

As an example, if prior to the Combination you held an Option over 100 AMFW Shares, which was granted in 2015 with an exercise price of £6.795, the result following the rollover would be as follows:

	<b>Option held prior to the Combination (over AMFW Shares)</b>	<b>Option held following rollover (over John Wood Group Shares)</b>
Number of shares subject	100	75

to Option		
Exercise price per share	£6.795	£9.06
Total exercise price	£679.50	£679.50

**5 What about tax?**

If you roll over your Option, you will not have to pay any tax on rollover. The tax treatment of your new Option will be the same as it would have been for your original Option.

**6 Will any other terms of my Option change?**

No. The rules of the relevant Sharesave Plan will apply to your new Option in the same way as they do to your Option. See the answer to question 21 which explains what happens if you leave Amec Foster Wheeler.

**7 What happens if I hold SARs?**

You can choose to roll over your SARs in the same way as an Option, and the terms above will apply. Please note that any SARs profit will be calculated on the existing maturity date, but by reference to the John Wood Group share price at that maturity date rather than the Amec Foster Wheeler share price (as Amec Foster Wheeler will be a wholly owned private subsidiary).

## Choices 2A and 2B - Exercise your Option

### 8 Will I be able to exercise my Option in full in connection with the Combination?

You will only be able to exercise your Option using the savings you have made (and any interest you have received, if applicable, under the International Sharesave Plan) under your savings contract, to the date on which the exercise takes effect (see question 11).

This will mean that you would not be able to buy the full number of AMFW Shares shown in your existing option certificate. The exact number of AMFW Shares you can buy will depend on when exercise of your Option takes effect. See question 11.

### 9 Should I exercise my Options in connection with the Combination?

It is your decision whether or not to exercise your Options.

You should note, in particular, that the exercise prices of the Options listed below are currently more than the consideration per AMFW Share under the Combination. This means that, if you were to exercise your Option you would pay more for your AMFW Shares than you would receive for them under the Combination.

Sharesave plan	Savings contract start date	Exercise price per AMFW Share
UK and International (excluding USA)	02/01/2014	£8.60
	02/01/2015	£8.72
	02/01/2016	£6.795
USA	21/12/2015	£7.12

However, this could change, and you do not need to make a decision immediately. If you decide not to exercise your Option you will of course be able to obtain a full refund of your savings (please see question 20).

**You should therefore think particularly carefully before exercising any of those Options.**

### 10 How do I exercise an Option?

If you want to exercise an Option to take effect on Court Sanction, you can do so by visiting the online Computershare portal, selecting the relevant choice and submitting your Instruction, subject to any restrictions (please see question 24 for more detail).

For UK Sharesave Plan participants, the proceeds of your savings contract with Computershare will automatically be used to exercise the Option. For International Sharesave Plan participants, you will need to use your savings to exercise your Option and remit these as a GBP amount to Amec Foster Wheeler in the UK.

If you want to exercise your Option within the six months after Court Sanction, please contact the Computershare Plan Managers helpline on +44 (0) 344 472 6040 / [amecfwshareplans@computershare.co.uk](mailto:amecfwshareplans@computershare.co.uk) once the Court Sanction date has occurred.

## 11 When will the exercise of my Option take effect?

You can choose when you want the exercise of your Option to take effect. Your choice will make a difference to how many AMFW Shares you will receive so you should think about it carefully. You have two choices:

- **Choice 2A: Exercise in connection with the Combination:** If you choose to exercise in connection with the Combination, the exercise of your Option will take effect immediately upon Court Sanction (provided clearance is given – see question 24). **You will only be able to exercise using the savings you have made to the date of Court Sanction.** If clearance cannot be given prior to Court Sanction, you will be able to exercise your Option as soon as no further dealing restrictions apply to you.
- **Choice 2B: Exercise at some other time:** You can choose any other date between the effective date of the Combination and six months after Court Sanction for exercise of your Option to take effect. This means that you will continue to save and can use additional savings you make to exercise your Option. In the meantime, your Option will continue on the same terms. Please note that your Option will lapse six months after Court Sanction if it is not exercised or if you did not elect for it to be rolled over in connection with the Combination.

For International Sharesave Plan participants, Option exercises cannot take place until full payment in GBP has been received.

You can only exercise your Option if it has not lapsed by the date on which the exercise takes effect. In the meantime, it continues on the same terms. So if, for example, you resign between now and the date it is due to be exercised, or a period of 27 months has expired since the grant of your US Option, you would lose your Option.

## 12 What will I receive when I exercise my Option?

On exercise, you will receive AMFW Shares (less any withholding or reduction to cover tax or social security, if applicable). Per the terms of the Sharesave Plans, these AMFW Shares will be held by Computershare as your nominee and recorded in your name in a vested share account (“**VSA**”) (or Share Plan Account (“**SPA**”) for US participants).

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 hold shares through your VSA and 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 and the resulting fractions of John Wood Group Shares will be sold. You will receive your share of the sale proceeds via GBP cheque. Please note, you will only receive amounts on the sale of your fractional entitlements which exceed £3.00.

If you are a US participant and 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.

### **13 What happens to my savings?**

Until an Option is exercised (or you cancel your savings contract), your savings for that Option will continue to be deducted from your salary. If you exercise your Option, your savings contract will be closed and your savings (plus any interest, if applicable) will be used to pay the exercise price for that Option (with any unused balance being returned to you).

### **14 Will I receive a share certificate?**

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 VSA, or in your SPA if you are in the US, you will not receive a share certificate. You can choose to withdraw your shares from your VSA or your SPA at a later date as per the Terms and Conditions for the VSA and the Terms and Conditions of the Share Plan Account Service for the SPA 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).

### **15 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.

### **16 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 if you exercise on Court Sanction. Otherwise your John Wood Group Shares will be delivered to Computershare (as your nominee) once your Options have been exercised.

### **17 What about tax?**

- Income tax and/or social security may be due at the point your Option matures (i.e. becomes capable of being exercised) or when you exercise your Option if the exercise price is less than the market value of the AMFW Shares at that time.
- 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.***

## **18 What happens if I hold SARs?**

You can choose to exercise your SARs in the same way as an Option, and the terms above will apply, save that you will not receive AMFW Shares, and will not be able to participate in the Combination. Instead you will receive your SARs profit. Please note that any SARs profit will be calculated on the exercise date, by reference to the price of an AMFW Share at that exercise date. If you exercise your SARs on Court Sanction, the AMFW Share price will be used. If you exercise your SARs after the Effective Date the value of AMFW Shares will be deemed to be equivalent to the price of 0.75 John Wood Group Shares on that date (as Amec Foster Wheeler will be a wholly owned private subsidiary).

## **General**

### **19 Can I vote on the Combination as an option holder?**

No. Holding Options under the Sharesave Plans 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.

### **20 What happens if I do nothing (Choice 3)?**

If you do nothing, your Option will lapse, at the latest, six months after Court Sanction and will be of no value.

If you do nothing, we will assume that you want to continue saving under your savings contract and so deductions from your salary will continue until your Option lapses unless you tell your employing company/payroll to stop them but you will not be able to exercise your Option after it lapses.

You will be entitled to a full refund of your savings once your Option lapses (unless you have stopped saving earlier in which case your refund will be due at that point and your Option will lapse).

### **21 What happens if I leave the Amec Foster Wheeler group before the Combination?**

If you leave due to retirement, TUPE transfer, sale of your employing company or business, redundancy, injury or disability ("**Good Leaver Reason**") you will be able to exercise a portion of your Options for six months from the date you leave employment with the Amec Foster Wheeler group (or up to three months, and no more than 27 months from the date of grant for US participants) using the savings you have made under your savings contract to the date on which exercise takes effect.

If you leave for any other reason before Court Sanction, your Option will generally lapse on the date you leave the Amec Foster Wheeler group.

If your Option is exercisable at the time Court Sanction occurs, you can elect to roll it over into a new Option over John Wood Group Shares. However, this Option will only be exercisable for six months from the date you left employment with the Amec Foster Wheeler group (or applicable for US participants). If it lapses at the end of that exercise period, your accumulated savings will be returned to you.

### **22 What happens if I am already no longer employed within the Amec Foster Wheeler group?**

If you left due to a Good Leaver Reason, you were able to exercise your Option for six months from the date you left employment with the Amec Foster Wheeler group (or up to three months for US participants, and no more than 27 months from the date of grant) using the savings you made under your savings contract to the date on which exercise takes effect.

If the six-month period (or applicable period for US participants) ends prior to the Combination, you will only be able to participate in the Combination if you exercise your Option prior to the end of that period and acquire AMFW Shares. You will then be able to participate in the Combination in a similar way to other Amec Foster Wheeler shareholders if you hold those shares at the Scheme record time (which will be shortly after Court Sanction). If the six-month period (or applicable period for US participants) ends after the Combination, you may have more choices available (see question 21 for more details).

If you have recently left for any other reason before Court Sanction, your Option is likely to have lapsed on the date you left the Amec Foster Wheeler group, and this will be confirmed to you separately.

**23 What happens if I leave the Amec Foster Wheeler group/the enlarged Wood Group after the Combination has been completed?**

If you elected to roll your Option over into a new Option in connection with the Combination (Choice 1), and you then subsequently leave employment with John Wood Group, the leaver provisions of the Sharesave Plans will apply.

If you leave due to retirement, TUPE transfer, sale of your employing company or business, redundancy, injury or disability you will be able to exercise a portion of your new Option for six months from the date you leave employment (or up to three months for US participants, and no more than 27 months from the date of grant) with the enlarged Wood Group using the savings you have made under your savings contract to the date on which exercise takes effect.

If you leave for any other reason, your new Option will generally lapse on the date you leave the enlarged Wood Group.

Alternatively, if you did not elect to roll over your Option, your Option will only be exercisable for six months from the date of the Combination, following which it will lapse.

**24 Are there any restrictions on me submitting an Instruction using the Computershare portal to roll over or exercise my Option?**

The Instruction to roll over or exercise your Option is a dealing in securities for the purposes of the Market Abuse Regulation (EU) 596/2014. If you are a PDMR, a Restricted Employee or have been notified that you hold Inside Information under the Amec Foster Wheeler Securities Dealing Code (as such terms are defined in that code), you will need to first obtain clearance via Jenny Warburton ([Jenny.Warburton@amecfw.com](mailto:Jenny.Warburton@amecfw.com)) at the appropriate time.

Instructions to rollover or exercise Options (Choices 1, 2A and 2B) are revocable (i.e. you will be able to change your mind) until the Computershare portal closes (that is, seven working days prior to Court Sanction) and therefore will only be considered for clearance once the portal has closed. Remember you may only be provided with short notice the portal will be closing so you are encouraged to submit your Instruction as soon as possible in any event.

If, after the Effective Date, you decide to exercise your Option, you will need to ensure that you comply with the John Wood Group Share Dealing Policy.

## 25 What do I do now?

You have four choices to choose from:

- Choice 1:** For rollover, you should log on to the Computershare portal, select Choice 1 and submit your Instruction.
- Choice 2A:** If you want to exercise in connection with the Combination, please select Choice 2A and submit your Instruction.
- Choice 2B:** If you want to exercise at some other time up until six months following Court Sanction; please select Choice 2B and submit your Instruction. Please note that if Choice 2B is selected then you will need to contact the Computershare Plan Managers helpline on +44 (0) 344 472 6040 / amecfwshareplans@computershare.co.uk once the Court Sanction date has occurred.
- Choice 3:** If you do not want to exercise or roll over, you do not need to do anything, but you need to consider the answer provided to question 20.

If you are submitting an Instruction, you should do so as soon as possible. The deadline for submitting your Instruction is seven working days prior to Court Sanction. This date for Court Sanction has not yet been finalised, but is expected to be in the fourth quarter of 2017 subject to regulatory clearances. We will provide further information in due course, however please note that we are expecting the timetable to move quickly once the date of Court Sanction has been finalised.

**In making your decision, you should bear in mind the recommendation set out in the accompanying letter and the impact on you of any action you take or choose not to take.**

## Terms & Conditions

These Terms & Conditions accompany the letter, the Supplement, the online Computershare portal and the Scheme Document and should be read together with them.

- 1** Any Instructions submitted using the online Computershare portal are conditional upon the Amec Foster Wheeler shareholders and John Wood Group shareholders approving the Combination and Court Sanction.
- 2** You consent to the recovery from you of any income tax or social security contributions which has to be withheld in relation to the exercise of any Options or the acquisition of any AMFW Shares under the Sharesave Plans.
- 3** The amounts described in paragraph 2 will be recovered by:
  - 3.1** withholding sufficient cash from your normal salary/wages;
  - 3.2** selling sufficient AMFW Shares or John Wood Group Shares on your behalf to raise sufficient proceeds (net of cost of sale and stamp duty) to cover the balance; and/or
  - 3.3** reducing the number of AMFW Shares to which you would otherwise be entitled on the exercise of your Option.
- 4** Your Instruction will be of no effect unless it is completed correctly and received by the stated deadlines.
- 5** Any choice submitted using the online Computershare portal to roll over or exercise your Option will become irrevocable when the portal system closes (that is seven working days prior to Court Sanction) and it will not be possible to change your mind after this time.
- 6** You confirm that you are entitled to exercise your Option and accept that it will continue in accordance with its terms until it is exercised, vests or lapses and will not be exercised or vest at all if it lapses before the date on which the exercise or vesting would otherwise be effective (as described above).
- 7** You also agree to indemnify Amec Foster Wheeler and John Wood Group against all claims, demands, liabilities and expenses, however arising, as a consequence of exercise being incorrectly permitted.
- 8** Terms defined in the Instruction (or accompanying letter or Supplement) or the Scheme Document have the same meaning when used in these Terms & Conditions.