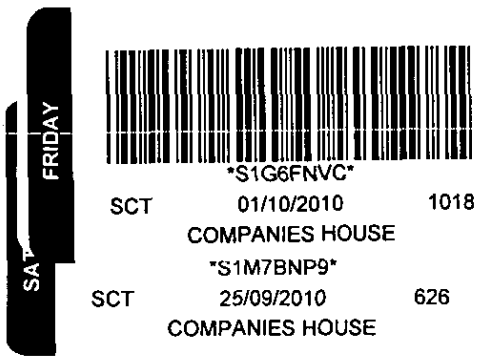
Wood Group Production Technology Limited

Annual report and financial statements

for the year ended 31 December 2009

Registered Number: 106951



Wood Group Production Technology Limited

Annual report and financial statements

for the year ended 31 December 2009

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Wood Group Production Technology Limited
Registered Number: 106951

Directors' report for the year ended 31 December 2009

The directors present their report and the audited financial statements for the year ended 31 December 2009.

Business review and principal activities
The company's principal activity was the provision and service of downhole instrumentation for use in the oil industry. The trade and assets of the company were sold in December 2005.

The results for the company show a pre-tax profit of £nil (2008: £132,000) for the year and turnover of £nil (2008: £nil). The company has cash of £nil at 31 December 2009 (2008: £26,000).

Future outlook
The directors do not anticipate the company trading in future.

Principal risks and uncertainties
The principal risks and uncertainties relating to the company are managed at a Group level and are discussed in the Group's Annual Report and Accounts.

Key performance indicators ("KPI's")
The directors of John Wood Group PLC manage the Group's operations on a divisional basis. For this reason the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development or position of the business. The development and position of John Wood Group PLC, which includes the company, is discussed in the Group's Annual Report and Accounts.

Results, dividends and transfers to reserves
The profit for the financial year amounted to £nil (2008 : £94,000). The directors do not recommend payment of a dividend. As the company recorded neither a profit or a loss for the year there has been no transfer to or from reserves.

Directors
The directors who served the company during the year, and up to the date of this report except where otherwise shown, are listed below:

M Dear	(resigned 16 November 2009)
W G Setter	(appointed 16 November 2009)
I Johnson	(resigned 31 August 2010)
R Brown	(appointed 1 September 2010)

Wood Group Production Technology Limited
Registered Number: 106951

Statement of directors' responsibilities
The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

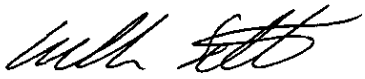
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

So far as each director is aware, there is no relevant audit information of which the company's auditors are unaware. Relevant information is defined as "information needed by the company's auditors in connection with preparing their report".

Each director has taken all the steps that he ought to have taken in his duty as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors
The auditors, PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed.

By order of the Board



Director
WILLIAM SETTER

Wood Group Production Technology Limited
Registered Number: 106951

Independent auditors' report to the members of Wood Group Production Technology Limited

We have audited the financial statements of Wood Group Production Technology Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Wood Group Production Technology Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Grant Morrison (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Aberdeen

20 September 2010

Wood Group Production Technology Limited
Registered Number: 106951

Profit and loss account for the year ended 31 December 2009

	Note	2009	2008
		£'000	£'000
Operating expenses	2	-	(4)
Operating loss		-	(4)
Interest receivable and similar income		-	136
Profit on ordinary activities before taxation	4	-	132
Tax on profit on ordinary activities	5	-	(38)
Profit for the financial year	9	-	94

All items dealt with in arriving at the result for the year stated above relate to discontinued operations.

The company has no recognised gains and losses other than the result above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents.

Wood Group Production Technology Limited
Registered Number: 106951

Balance sheet as at 31 December 2009

	Note	2009 £'000	2009 £'000	2008 £'000	2008 £'000
Current assets					
Debtors	6	**2,869**		2,916	
Cash at bank and in hand		-		26	
			2,869		2,942
Creditors: amounts falling due within one year	7		**(26)**		(99)
Net assets			**2,843**		2,843
Capital and reserves					
Called up share capital	8		**3,000**		3,000
Profit and loss account deficit	9		**(157)**		(157)
Equity shareholders' funds	10		**2,843**		2,843

The financial statements on pages 5 to 11 were approved by the board of directors on 20 September 2010 and were signed on its behalf by:

Director:

WILLIAM SETTER

Notes to the financial statements for the year ended 31 December 2009

1 Principal accounting policies

Basis of preparation

These financial statements are prepared under the historical cost convention and in accordance the Companies Act 2006 and with applicable Accounting Standards in the United Kingdom. A summary of the accounting policies, which have been applied consistently, is set out below.

Cash flows

The company is a wholly owned subsidiary of John Wood Group PLC and the cash flows of the company are included in the consolidated group cash flow statement of John Wood Group PLC. Consequently the company is exempt under the terms of FRS 1 (Revised 1996) "Cash Flow Statements" from publishing a cash flow statement.

Foreign currencies

Transactions denominated in foreign currencies are translated at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the date ruling at the balance sheet date, and differences on exchange arising thereon are dealt with through operating profit.

Taxation

The current tax charge is based on the taxable profit for the year. Taxable profits differ from the profit reported in the profit & loss account due to timing differences and other items that require adjustment as set out in legislation. The company's liability for tax is calculated using rates enacted or substantively enacted at the balance sheet date.

Share based payments

John Wood Group PLC currently has two types of share based payment schemes, namely Executive Share Option Schemes ('ESOS') and the Long Term Retention Plan ('LTRP'). The charge in the profit and loss account for these schemes is £nil (2008 : £705)

The assumptions made in arriving at the charge for each scheme are given below:

ESOS and LTRP

Share options granted under Executive Share Option Schemes ('ESOS') are granted at market value. A charge is booked to the income statement as an employee benefit expense for the fair value of share options expected to be exercised, accrued over the vesting period. The corresponding credit is taken to retained earnings. The fair value is calculated using an option pricing model.

1 Principal accounting policies (continued)

Share options granted under the Long Term Retention Plan ('LTRP') are granted at par value. The charge to the income statement for LTRP shares is also calculated using an option pricing model and, as with ESOS grants, the fair value of the share options expected to be exercised is accrued over the vesting period. The corresponding credit is taken to retained earnings.

Employers' National Insurance Contributions are payable on the exercise of unapproved share options issued after 5 April 1999 on the difference between the market value of the ordinary shares at the date of exercise and the exercise price of the underlying options. Provision for this liability is made based upon the market value of options at the balance sheet date and spread over the vesting period of the options.

2 Operating expenses

	2009	2008
	£'000	£'000
Administrative expenses	**-**	4

3 Directors' emoluments

No remuneration has been paid to or waived by the directors during the year in respect of the services they provided to the company.

4 Profit on ordinary activities before taxation

	2009	2008
	£'000	£'000
Profit on ordinary activities before taxation is stated after charging:		
Auditors' remuneration	**-**	3

The company's audit fee is borne by another group undertaking.

5 Tax on profit on ordinary activities

	2009	2008
	£'000	£'000
Current tax		
UK corporation tax at 28% (2008: 28.5%)	-	38
	-	38

The current tax charge on profit on ordinary activities varied from the standard rate of corporation tax in the UK due to the following factors:

	2009	2008
	£'000	£'000
Profit on ordinary activities before taxation:	-	132
UK corporation tax at standard rate 28% (2008: 28.5%)	-	37
Permanent differences	-	1
Total current tax charge	-	38

A number of changes to the UK Corporation tax system were announced in the June 2010 Budget Statement. The Finance Act 2010 includes legislation to reduce the main rate of corporation tax from 28% to 27% from 1 April 2011. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 24% by 1 April 2014. As these changes had not been substantively enacted at the balance sheet date there is no impact on these financial statements.

6 Debtors

	2009	2008
	£'000	£'000
Amounts owed by group undertakings	**2,869**	2,892
Corporation tax receivable	-	15
Other debtors	-	9
	2,869	2,916

The amounts owed by group undertakings are unsecured and have no fixed dates of repayment. The amount is interest free from 2009 (2008 : interest is receivable based on the Bank of England base rate).

7 Creditors: amounts falling due within one year

	2009	2008
	£'000	£'000
Amounts due to group undertakings	**-**	2
Group relief payable	**26**	97
	26	99

The amounts owed to group undertakings are unsecured, interest free and have no fixed dates of repayment.

8 Called up share capital

	2009	2008
	£'000	£'000
Authorised		
3,000,000 ordinary shares of £1 each	**3,000**	3,000
Allotted, called up and fully paid		
3,000,000 ordinary shares of £1 each	**3,000**	3,000

9 Profit and loss account deficit

	£'000
At 1 January 2009	(157)
Retained profit for the financial year	-
Credit in respect of employee share awards	-
At 31 December 2009	**(157)**

10 Reconciliation of movements in shareholders' funds

	2009	2008
	£'000	£'000
Opening shareholders' funds	**2,843**	2,748
Profit for the financial year	**-**	94
Credit in respect of employee share awards	**-**	1
Closing shareholders' funds	**2,843**	2,843

11 Contingent liabilities

The company has a contingent liability arising from a guarantee without limit extended to John Wood Group PLC's principal bankers in respect of sums advanced to the company and to certain other members of the John Wood Group PLC group.

12 Related party transactions

The company has taken advantage of the exemption in FRS 8 "Related Party Disclosures" not to disclose any transactions with entities that are part of the group which qualify as related parties, on the grounds that it is a subsidiary where 90% or more of the voting rights are controlled within the group, and the consolidated financial statements of John Wood Group PLC, its ultimate parent company, are publicly available (note 13).

13 Ultimate parent company

Wood Group Production Technology Limited is a wholly owned subsidiary of WLS Holdings Limited. The directors regard John Wood Group PLC, a company registered in Scotland, as the ultimate parent company and controlling party at 31 December 2009.

John Wood Group PLC is the only undertaking for which consolidated financial statements, which include the financial statements of Wood Group Production Technology Limited, are prepared. Copies of John Wood Group PLC financial statements can be obtained from The Company Secretary, John Wood House, Greenwell Road, Aberdeen, AB12 3AX, Scotland.