



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT ITS CONTENTS OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IMMEDIATELY. IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL OF YOUR SHARES IN AMEC plc, PLEASE SEND THIS DOCUMENT AND OTHER ENCLOSURES AT ONCE TO THE PURCHASER OR TRANSFEREE, OR TO THE PERSON THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

Dear Shareholder,

ANNUAL GENERAL MEETING OF AMEC plc

I have the pleasure of inviting you to the 2011 annual general meeting of AMEC plc which will be held at The Auditorium, Ground Floor, Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB on Thursday 5 May 2011 at 10.30am. The formal notice of the annual general meeting and explanatory notes of the resolutions on which you can vote are set out in this circular.

If you would like to vote on the resolutions but cannot come to the annual general meeting, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 10.30am on Tuesday 3 May 2011. Further information relating to the resolutions and proxy voting may be found in the notes to the notice of meeting.

Much of the business of the meeting will be familiar to shareholders but I would like to draw your attention to the following resolutions which are to be proposed:

Final dividend

A final dividend of 19.2 pence per share for the year ended 31 December 2010 is to be declared, to be paid on 1 July 2011 to all shareholders who are on the register of members on 27 May 2011.

Board appointments

Shareholders will be asked to approve proposals that Mr N A P Carson and Mr C R Day be elected as directors of the company, having been appointed since last year's annual general meeting. Also in the interests of good corporate governance, all the other directors, with the exception of myself, will also offer themselves for re-election. As you know, I have decided to retire after this meeting but will remain as Chairman beyond this if necessary, until my successor is appointed.

Amendments to the AMEC Performance Share Plan

We are asking shareholders to approve a resolution relating to the extension of and some additional changes to the AMEC Performance Share Plan ("the PSP"), our long-term incentive plan for senior executives. The Company has a long history of share ownership and incentive arrangements for key executives and employees which play a valuable role in attracting, retaining and rewarding high calibre staff. Our shareholders should also benefit from the alignment of executives' interests with theirs and from the achievement of stretching performance targets. The PSP is due to expire in 2012: we believe that it remains an important tool and are seeking approval for this to be extended through to 2016. At the same time, we are seeking approval for an increase in the maximum award that can be made under the PSP as well as some additional rule changes to aid administration - these are described more fully in the attached note. The context of these changes is a review of remuneration policy and practice carried out by

the Remuneration Committee in the light of both our Vision 2015 objectives and the ending of the one-off Transformation Incentive Plan which played an important part in driving and rewarding the successful 2010 results, particularly in relation to margin improvement. These broader changes are set out in detail in the Directors' Remuneration Report on which there is a separate shareholder vote. In summary, the changes are:

- No increases in base pay (other than for a significant role change) in 2011 for executive directors
- An increase in annual bonus opportunity for executive directors, payable only if additional stretch EBITA is achieved, beyond the maximum target that applies to other executives below Board level
- The introduction of bonus deferral and claw-back arrangements
- An increase in the co-investment/matching element of long-term incentives coupled with tougher earnings per share performance requirements
- An increase to share ownership requirements

We are now moving into a new phase of the company's journey, with our Vision 2015 strategy. For the next five years, the emphasis will shift to profitable growth and better utilisation of the balance sheet. Further details can be found on our website, at amec.com/aboutus/amec_strategy. We have set a financial objective by which to judge the successful implementation of the strategy, which is to increase earnings per share to a minimum of 100 pence by 2015. The new incentive arrangements are intended to drive superior levels of performance on a cumulative basis over the next five years and increase the emphasis on variable pay versus fixed pay. The changes will also encourage the top management group to build and retain high levels of personal shareholdings in AMEC into the future.

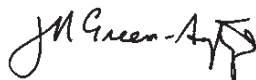
I should emphasise that neither I nor any non-executive director are participants in the PSP.

Notice of general meetings

The Shareholder Rights Directive was implemented in the UK in August 2009. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 days' notice. We are again proposing a resolution at the annual general meeting so that we can continue to be able to do so.

Your directors believe that all the proposed resolutions are in the best interests of the company and unanimously recommend you to vote in favour of all the resolutions set out in the attached notice, as they intend to do in respect of their own shareholdings.

Yours sincerely,



Jock Green-Armytage

Chairman

30 March 2011

Inspection of documents: There will be available for inspection at the registered office of the company and at the company's offices, 76-78 Old Street, London EC1V 9RU, during business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this notice until the date of the annual general meeting and at The Auditorium, Ground Floor, Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB, from 10.15am on 5 May 2011 until the conclusion of the meeting, copies of the register of directors' interests, copies of all service contracts of the directors with the company or any of its subsidiary undertakings, copies of letters of appointment of the non-executive directors and a copy of the rules of the PSP in their proposed amended form.

AMEC plc notice of annual general meeting 2011

Notice is hereby given that the 2011 annual general meeting of AMEC plc will be held at The Auditorium, Ground Floor, Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB on Thursday 5 May 2011 at 10.30am, for the following purposes:

- 1 To receive the accounts and the reports of the directors and the auditors for the year ended 31 December 2010 (Resolution 1).
- 2 To declare a final dividend of 19.2 pence per share for the year ended 31 December 2010 (Resolution 2).
- 3 To approve the directors' remuneration report (Resolution 3).
- 4 To approve the remuneration policy set out in the directors' remuneration report (Resolution 4).
- 5 To elect directors: Mr N A P Carson and Mr C R Day who retire in accordance with article 81 of the articles of association of the company (Resolutions 5 and 6).
- 6 To re-elect directors: Mr S Y Brikho, Mr T W Faithfull, Mr I P McHoul, Mr N A Bruce and Mr S R Thompson who are offering themselves for re-election in the interests of good corporate governance (Resolutions 7 to 11).
- 7 To consider and, if thought fit, pass the following resolutions: That Ernst & Young LLP be and are hereby re-appointed as auditors of the company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the company (Resolution 12) and to authorise the directors to fix the remuneration of the auditors (Resolution 13).
- 8 As special business, to consider and, if thought fit, pass the following resolutions:

As an ordinary resolution (Resolution 14):

That the extension of the AMEC Performance Share Plan (the "PSP"), as described in the notice of meeting dated 30 March 2011 (including the changes mentioned in the notice) and contained in the document produced in draft to this meeting and, for the purposes of identification initialled by the chairman, be approved and that the directors be authorised to establish such further plans for the benefit of employees outside the UK, based on the PSP, subject to such modifications as may be necessary or desirable to take account of securities laws, exchange control and tax legislation provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual participation, or overall participation, in the PSP.

As an ordinary resolution (Resolution 15):

That the authority conferred on the directors by Article 6.2 of the company's articles of association be renewed for the period ending at the end of the annual general meeting in 2012 (or on 1 July 2012, whichever is the earlier), and for such period the Section 551 Amount shall be £54,891,707. Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.

As a special resolution (Resolution 16):

That subject to the passing of Resolution 15 above, the power conferred on the directors by Article 6.3 of the company's articles of association be renewed for the period referred to in such resolution and for such period the Section 561 Amount shall be £8,316,925. Such authority shall be in substitution for all previous authorities pursuant to Section 561 of the Companies Act 2006.

AMEC plc notice of annual general meeting 2011

As a special resolution (Resolution 17):

That the company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006, to make market purchases (as defined in Section 693 of that Act) of shares of 50 pence each in the capital of the company provided that:

- (a) the maximum number of shares which may be purchased is 33,267,701;
- (b) the minimum price which may be paid for a share (exclusive of expenses) is 50 pence;
- (c) the maximum price which may be paid for a share is an amount (exclusive of expenses) not exceeding 105 per cent of the average of the closing price of the shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
- (d) this authority shall expire at the conclusion of the annual general meeting of the company to be held in 2012 or, if earlier 1 July 2012 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed, wholly or partly, after such expiry) unless such authority is renewed prior to such time.

As a special resolution (Resolution 18):

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the board

Eleanor Evans

Company Secretary
30 March 2011

AMEC plc notice of annual general meeting 2011

Notes

Resolutions 1 to 15 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 16, 17 and 18 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

In line with best practice, voting on all resolutions set out in the notice of meeting will be by poll rather than by show of hands.

- 1 For Resolutions 5 to 11, biographical details of the directors standing for election or re-election can be found on page 38 of the annual report and accounts.
- 2 It is proposed in Resolution 14, to renew and amend the rules of the AMEC Performance Share Plan ('PSP').

The PSP expires in May 2012. The remuneration committee considers that the PSP, incorporating the changes proposed, remains an effective tool for retaining and incentivising key employees and aligning their interests with those of shareholders. Your approval is therefore being sought for its extension until May 2016. The principal terms of the PSP are set out below.

Some other changes to the PSP are being made at the same time, and these are also described below:

(A) Changes to the PSP

Total annual awards are currently limited under the PSP rules to 200 per cent of salary. As part of a package of changes to the remuneration of executive directors (which follow from a review by the remuneration

committee and consultation with major shareholders), it is proposed to increase the limit to permit a total annual award over shares with a face value of up to 250 per cent of salary.

In addition, the current rules contain a limit on the combined 'economic value' of awards granted under the PSP and options granted under the Executive Share Option Scheme 2002 ("ESOS"). In light of the proposed new PSP limit and the fact that the ESOS is no longer operated (and will expire in May 2012), this limit is now irrelevant and it is proposed to remove it.

A number of other minor changes to facilitate the administration of the PSP are also included in the revised rules, and are covered, as appropriate, in the description of the PSP's principal terms in the following section.

As noted in the Chairman's letter, the changes form part of a wider package of changes to the remuneration of executive directors which are described in the remuneration report in the annual report. In relation to PSP awards, the policy has been to make an annual "basic" award to executive directors over shares with a face value of 175 per cent of salary with an opportunity to receive an additional 25 per cent matching award in return for investing, on a post-tax basis, 15 per cent of their own money in AMEC shares held for the three year performance period. This gives a total award (excluding their own investment) of 200 per cent of salary. It is intended to continue with basic awards of up to 175 per cent of salary but, if the increased overall limit is approved, to increase the potential matching award to

AMEC plc notice of annual general meeting 2011

75 per cent of salary in return for an investment of 37.5 per cent of post-tax salary enabled by a change in the matching ratio on investment shares to two for one (from five for three). Any increase in award is therefore dependant on significant additional investment by the executive.

Previously half of the awards under the PSP have been subject to a TSR performance condition and half to an EPS performance condition. This will continue in respect of the 175 per cent basic award. The matching award will depend solely on the EPS performance condition.

Additionally, the EPS performance condition is being made tougher for awards from 2011 onwards. The relevant PSP awards will in future be subject to a performance condition requiring a real increase in earnings per share (i.e. over inflation) of 5 per cent per year (up from 3 per cent) for threshold vesting of 25 per cent of the award and 12 per cent (up from 10 per cent) for full vesting. For any set of annual awards, in line with previous practice, the committee has the discretion to set absolute targets that represent a higher stretch for that particular three-year performance period.

As previously approved by shareholders and provided for in the existing Plan rules, the number of shares vesting from awards from 2011 onwards will be increased to take account of reinvested dividends during the three year performance period.

The main other elements of the remuneration changes are as follows:

- The ending of the one-off Transformation Incentive Plan which was based on performance up to 2010.
- A salary freeze for the CEO and CFO during 2011.
- An increase in the annual bonus opportunity payable only if additional stretch EBITA is achieved, with any such additional bonus being deferred in AMEC shares for three years during which it would be subject to forfeiture and claw-back. The potential additional bonus is 25 per cent of salary, taking the CEO's maximum potential to 150 per cent of salary and other directors to 125 per cent of salary. The additional bonus would only begin to be earned for performance that exceeds the maximum targets that apply to other executives below Board level. This change applies to Executive Directors only.
- An increase in the share ownership requirements from 2 to 2.5 times salary for Executive Directors and from 1 to 1.25 times salary for other members of the Group Management Team.

B. Principal terms of the PSP

(i) Eligibility

Employees and executive directors of the Company and its subsidiaries are eligible to participate in the PSP.

(ii) Grant of awards

The remuneration committee will decide who will be granted awards and over how many shares. Awards can take the form of conditional rights to free shares, and the PSP rules are being amended to allow for the grant of nil-cost options. Awards will normally only be granted within 42 days of the announcement of the Company's results for any period. No awards can be granted after 5 May 2016.

AMEC plc notice of annual general meeting 2011

(iii) Matching awards

Matching awards may be granted under the PSP. A matching award is made on the basis that the number of shares subject to it is linked to a number of shares bought by the participant (investment shares). The matching award lapses if the investment shares are sold before vesting.

(iv) Performance condition

The remuneration committee will set a performance condition for the vesting of awards. Details of the performance conditions which have been and are proposed to be used are set out above and in the remuneration report. The remuneration committee can amend a performance condition if an event happens which the Committee considers to be of a genuine exceptional nature so that the amended condition would be a fair measure of performance and would be neither easier nor more difficult to satisfy.

(v) Individual limits

As described above the market value of the shares granted to any one participant in any calendar year will not exceed 250 per cent of the relevant salary on the date of award.

(vi) Plan limits

In any 10 year period, not more than 10 per cent of the issued ordinary share capital of the Company may be issued or be issuable under the PSP and all other employees' share plans adopted by the Company. In addition, in any 10 year period, not more than 5 per cent of the issued ordinary share capital of the Company may be issued or be issuable under the PSP and all discretionary share award plans adopted by the Company. These limits do not include awards which have lapsed or been

cancelled. Treasury shares transferred to satisfy an award will be counted as if new shares had been issued for so long as it is considered best practice to do so.

(vii) Vesting of awards

Awards will normally vest, to the extent that the performance condition is met, on a specified date which will normally be at least three years after the award date. Shares will be issued or transferred to the participant shortly after vesting, unless the Company decides to satisfy the award in cash. In the case of a nil-cost option, the participant can exercise his option for a period of 18 months following vesting (or six months after vesting in the case of good leavers).

The remuneration committee may decide that, on vesting (or exercise, in the case of a nil-cost option) the participant will be given additional shares or cash based on the gross value of dividends paid on the number of shares which vest, up to the date of vesting (or exercise in the case of a nil-cost option). The number of additional shares (or cash payment) will be calculated on the basis that dividends are reinvested in further shares at the time that they are paid, and added to the number of shares subject to the award at that time.

(viii) Leaving employment

An award will normally lapse if the participant leaves employment. But if the participant leaves because of disability, ill-health or injury, redundancy or retirement (or in other circumstances if the Company allows), his award will continue in effect and vest on the normal date to the extent the performance condition is satisfied. Where the business or company for which he works is sold outside the group, the award will generally vest at the

AMEC plc notice of annual general meeting 2011

time of sale, subject to the satisfaction of the performance condition at that time. In either case, the number of shares received may be pro-rated. On death, awards vest in full.

(ix) Takeovers and reorganisations

Awards will generally vest on a takeover, merger or other corporate reorganisation to the extent the performance condition is satisfied at the date of vesting (or such earlier date on which it can be measured).

Alternatively, participants may be allowed or required to exchange their awards for awards over shares in the acquiring company.

(x) General

Any shares issued following the vesting of awards will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date. Awards are not transferable (except to personal representatives on death) and are not pensionable and participants do not pay for the grant of an award.

(xi) Rights issues, demergers etc

Awards can be adjusted to reflect a rights issue, demerger or any variation in the share capital of the Company. The PSP is also being amended to allow similar adjustment on a demerger.

(xii) Amendments

The remuneration committee can amend the PSP in any way. However, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the rights attaching to awards and shares, the adjustment of awards on a

variation in the Company's share capital and the amendment power. The remuneration committee can, without shareholder approval, make minor amendments to benefit the administration of the PSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.

- 3 The purpose of Resolution 15 is to renew the directors' power to allot shares. The authority will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £54,891,707 which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the company, exclusive of treasury shares, as at 18 March 2011. At 18 March 2011, the company held 5,288,861 treasury shares which represents 1.59 per cent of the total number of ordinary shares in issue, excluding treasury shares, at that date. There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. If the resolution is passed, the authority will expire on the earlier of 1 July 2012 and the end of the annual general meeting in 2012.
- 4 If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme) company law requires that these shares are offered first to shareholders in proportion to their

AMEC plc notice of annual general meeting 2011

existing holdings. The purpose of Resolution 16 is to authorise the directors to allot new shares pursuant to the authority given by Resolution 15, or sell treasury shares, for cash in connection with a pre-emptive offer or rights issue or otherwise up to a nominal value of £8,316,925 equivalent to five per cent of the total issued ordinary share capital of the company as at 18 March 2011, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings. The board considers the authority in Resolution 16 to be appropriate in order to allow the company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the company within a rolling three-year period without prior consultation with shareholders.

- 5 Resolution 17 renews the authority given to the directors at last year's annual general meeting and enables the company to purchase up to 10 per cent of the shares of the company in issue, excluding any shares held in treasury, as at 18 March 2011, the latest practicable date prior to publication of this document. The Resolution authorises the purchase of up to a maximum of 33,267,701 shares, until the conclusion of the annual general meeting of the company to be held in 2012 or 1 July 2012, whichever is earlier. The company's exercise of this authority is subject

to the stated upper and lower limits on the price payable, which reflect the requirements of the Listing Rules. Pursuant to the applicable legislation, the company can hold the shares which have been repurchased as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The directors believe that it is desirable for the company to have this choice and may hold any shares purchased under this authority as treasury shares.

Pursuant to the existing authority which was further renewed at last year's annual general meeting, as at 18 March 2011, 8.8 million shares have been purchased in the market since 10 January 2007, for an aggregate price of £61.7 million (including costs). During the year, one million shares were purchased and 0.47 million were utilised in satisfying awards under the UK and international SAYE share option schemes. As at 18 March 2011, 5,288,861 million shares remain in treasury.

Holding the repurchased shares as treasury shares will give the company the ability to re-sell or transfer them in the future and so provide the company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Further shares will only be repurchased if the directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities,

AMEC plc notice of annual general meeting 2011

appropriate gearing levels and the overall financial position of the company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share, unless they are subsequently resold or transferred out of treasury.

If any shares repurchased by the company and held in treasury are used for the purposes of its employee share schemes, the company will count those shares towards the limits on the number of new shares which may be issued under such schemes.

As at 18 March 2011, there were 4,991,929 outstanding options granted under all share option schemes operated by the company which, if exercised, would represent 1.5 per cent of the issued share capital of the company, excluding any shares held in treasury. If this authority were exercised in full, that percentage would increase to 1.67 per cent.

- 6 Resolution 18 which relates to notice of general meetings is required to reflect the implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive increased the notice period for general meetings of the company to 21 days. The company is currently able to call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 18 again seeks such approval. The approval will be effective until the company's next annual general meeting, when it is intended that a similar resolution will be proposed.

The company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

- 7 A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the annual general meeting. A proxy need not be a shareholder of the company. A shareholder may appoint more than one proxy in relation to the annual general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
- 8 A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
- 9 To appoint a proxy the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the company's registrars Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 17 below or (c) the proxy appointment must be registered electronically on the website at www.capitashareportal.com (select the "Proxy Voting" link) in each case so as to be received no later than 10.30am on Tuesday 3 May 2011. If option (c) is used and

AMEC plc notice of annual general meeting 2011

the member has not previously registered for electronic communications, the member will first be asked to register as a new user, for which that member will require its investor code (which can be found on the enclosed proxy form, share certificate and dividend tax voucher), family name and post code (if resident in the UK).

- 10 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 11 Holders of ordinary shares are entitled to attend and vote at general meetings of the company. The total number of issued ordinary shares (excluding treasury shares) in the company on 18 March 2011, which is the latest practicable date before the publication of this document is 332,677,010 carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 18 March 2011 are 332,677,010.
- 12 Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the company's register of members at 6.00pm on Tuesday 3 May 2011 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
- 13 To facilitate entry to the meeting, members are requested to bring with them the admission card which is attached to the proxy card.
- 14 Members should note that the doors to the annual general meeting will be open at 10.00 am.
- 15 Mobile phones may not be used in the meeting hall and cameras, tape or video recorders are not allowed in the meeting hall.
- 16 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- 17 In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to

AMEC plc notice of annual general meeting 2011

- be valid, be transmitted so as to be received by the issuer's agent (ID "RA10") by the latest time(s) for receipt of proxy appointments specified in Note 9 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.
- 18 CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 19 The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 20 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 21 Shareholders should note that, under Section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting for the financial year beginning 1 January 2010; or (ii) any circumstance connected with an auditor of the company appointed for the financial year beginning 1 January 2010 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting for the relevant financial year includes any statement that the company has been required under Section 527 of the Companies Act 2006 to publish on a website.
- 22 Any member attending the meeting has the right to ask questions. The company must

AMEC plc notice of annual general meeting 2011

cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

- 23 A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at amec.com.
- 24 Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the company's website and notified to the UK Listing Authority once the votes have been counted and verified.
- 25 Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the company for any purposes other than those expressly stated.
- 26 A copy of the report and accounts for the year ended 31 December 2010 (which includes the directors' remuneration report referred to in Resolutions 3 and 4) is available at amec.com.

