

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 2009 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 Wednesday 13 May 2009 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 Monday 11 May 2009. 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 10.1 pence per share for the year ended 2008 is to be declared, to be paid on 1 July 2009 to all shareholders who are on the register of members on 22 May 2009.

Board appointments

Shareholders will be asked to approve proposals that Mr I P McHoul, Mr S R Thompson and Mr N A Bruce be re-elected as directors of the company.

New articles of association

We are also asking shareholders to approve a number of amendments to the articles of association of the company to primarily reflect the provisions of the Companies Act 2006. An explanation of the main changes between the proposed amended articles and the existing articles of association is set out in the Appendix to this document.

Notice of general meetings

The Shareholder Rights Directive is intended to be implemented in the UK in August this year. 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 proposing a resolution at the annual general meeting so that we can continue to be able to do so after the Directive is implemented.

This year, for the first time, in line with developing best practice, the board has decided that voting on each resolution set out in the notice of meeting will be conducted by way of poll rather than a show of hands. A poll enables the views of shareholders who are unable to attend the meeting, but who have completed a proxy form, to be taken into account. A poll also takes into account the number of votes attaching to the shares held by each voting shareholder, which the board believes is a more democratic procedure.

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
9 April 2009

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 13 May 2009 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 and a copy of the articles of association of the company in their proposed amended form.

AMEC plc notice of annual general meeting 2009

Notice is hereby given that the 2009 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 Wednesday 13 May 2009 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 2008 (Resolution 1).
- 2 To declare a final dividend of 10.1p per share (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 re-elect directors: Mr I P McHoul, Mr S R Thompson and Mr N A Bruce who retire in accordance with article 82 of the articles of association of the company (Resolutions 5, 6 and 7).
- 6 To consider and, if thought fit, pass the following resolutions: That KPMG Audit Plc 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 8) and to authorise the directors to fix the remuneration of the auditors (Resolution 9).
- 7 As special business, to consider and, if thought fit, pass the following resolutions:

As a special resolution (Resolution 10):

That the company be and is hereby unconditionally and generally authorised for the purpose of Section 166 of the Companies Act 1985, to make market purchases (as defined in Section 163(3) of that Act (as amended)) of shares of 50p each in the capital of the company provided that:

- (a) the maximum number of shares which may be purchased is 33,259,712;
- (b) the minimum price which may be paid for a share (exclusive of expenses) is 50p;
- (c) the maximum price which may be paid for a share is an amount (exclusive of expenses) not exceeding 105 per cent 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 2010 (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 an ordinary resolution (Resolution 11):

That the authority conferred on the directors by article 7.2 of the articles of association of the company be renewed until the conclusion of the annual general meeting of the company to be held in 2010 and for such period the Section 80 amount should be £55,432,854.

As a special resolution (Resolution 12):

That the authority conferred on the directors by article 7.3 of the articles of association of the company be renewed until the conclusion of the annual general meeting of the company to be held in 2010 and for such period the Section 89 amount should be £8,314,928.

As a special resolution (Resolution 13):

That, with effect from 00.01am on 1 October 2009:

- (a) the articles of association of the company be amended by deleting all the provisions of the company's memorandum of association which, by virtue of Section 28 Companies Act 2006, are to be treated as part of the company's articles of association; and
- (b) the amended articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the articles of association of the company in substitution for, and to the exclusion of, the existing articles of association.

As a special resolution (Resolution 14):

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

Peter Holland
Company Secretary
9 April 2009

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Notes

Resolutions 1 to 9 and Resolution 11 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 10, 12, 13 and 14 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 developing 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, 6 and 7, biographical details of the directors standing for re-election can be found on page 66 of the annual report and accounts.
- 2 Resolution 10 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 23 March 2009, the latest practicable date prior to publication of this document. The Resolution authorises the purchase of up to a maximum of 33,259,712 shares, until the conclusion of the annual general meeting of the company to be held in 2010. 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 23 March 2009, 6.97 million shares have been purchased in the market since 10 January 2007, for an aggregate price of £47.1 million (including costs). These shares were originally held in treasury. 1.3 million shares have been transferred from treasury during 2008 to satisfy awards under the share option plans. Further shares were transferred after the year end and, as at 23 March 2009, a total of 1.6 million shares have been transferred, leaving 5.4 million 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, 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 23 March 2009, there were 5,520,910 outstanding options granted under all share option schemes operated by the company which, if exercised, would represent 1.66 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 1.84 per cent.

- 3 Resolution 11 is proposed in accordance with the provisions of Section 80 of the Companies Act 1985 and renews the authority given to the directors to issue shares in the company, up to a nominal amount of £55,432,854, being one third of the issued ordinary share capital excluding any shares held in treasury, as at 23 March 2009, until the conclusion of the annual general meeting of the company to be held in 2010. The directors have no present intention of exercising this authority other than in respect of the exercise of share options.

The company held 5,368,744 treasury shares as at 23 March 2009, being 1.59 per cent of the issued ordinary share capital.
- 4 Resolution 12, is proposed in accordance with Section 89 of the Companies Act 1985, and renews the power given to the directors to allot further shares for cash, other than by way of a rights issue, up to a nominal amount of £8,314,928 being five per cent of the issued ordinary share capital, excluding any shares held in treasury, as at 23 March 2009, until the conclusion of the annual general meeting of the company to be held in 2010. The company undertakes not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue) in excess of 7.5 per cent of the company's issued share capital in any three year period.

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- 5 It is proposed in Resolution 13 to adopt new articles of association (the "amended articles") in order to update the company's existing articles of association (the "existing articles"), primarily to take account of the implementation on 1 October 2009 of the last parts of the Companies Act 2006. The Resolution adopting the amended articles will only become effective on 1 October 2009.

The principal changes introduced in the amended articles are summarised in the Appendix. Other changes, which are of a minor, technical or clarifying nature and also some more changes which merely reflect changes made by the Companies Act 2006 or conform the language of the amended articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform, have not been noted in the Appendix. The amended articles showing all the changes to the existing articles are available for inspection, as noted on page 1 of this document.

- 6 Resolution 14 which relates to the notice of general meetings is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase 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 14 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.
- 7 Holders of ordinary shares are entitled to attend and vote at general meetings of the company. The total number of issued ordinary shares in the company on 23 March 2009 was 337,965,871 ordinary shares, carrying one vote each. The company holds 5,368,744 ordinary shares in treasury and is not permitted to exercise voting rights in respect of those shares. Therefore, the total number of voting rights in the company on 23 March 2009 was 332,597,127.
- 8 A form of proxy is enclosed for use by shareholders and, if appropriate, must be deposited with the company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the annual general meeting. Appointment of a proxy does not preclude a shareholder from attending the annual general meeting and voting in person.

- 9 A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any rights to attend and to speak and vote at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.

A proxy need not also be a member. Members of the company or their duly appointed proxies are requested to bring proof of identity with them to the meeting in order to confirm their identity for security reasons.

To appoint more than one proxy, additional proxy forms may be obtained by photocopying the enclosed form. Please indicate in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. In order to be valid, an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notari ally) must be returned by one of the following methods:

- in hard copy form by post, by courier or by hand to the company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
- via capitashareportal.com, by logging on and selecting the "Proxy Voting" link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (which can be found on the enclosed proxy form, your share certificate and dividend tax voucher), family name and post code (if resident in the UK); or
- CREST members who wish to appoint a proxy or proxies by utilising the proxy voting service may do so for the meeting (and any adjournment thereof) 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance

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with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy) must, in order to 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, or in a note to, the notice of meeting. 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. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that CRESTCo 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.

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.

- 10 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the company gives notice that only those shareholders entered in the register of members of the company at close of business on Monday 11 May 2009 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, will be entitled to attend or vote at the annual general meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register after close of business on Monday 11 May 2009 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 11 In order to facilitate voting by corporate representatives at the annual general meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.
- 12 In accordance with Section 325 of the Companies Act 2006, the right to appoint proxies does not apply to persons nominated to receive communications from the company under Section 146 of the Act. Persons nominated to receive communications from the company under Section 146 of the Act who have been sent a copy of this notice of meeting are hereby informed, in accordance with Section 149(2) of the Act, that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

A copy of the report and accounts for the year ended 31 December 2008 (which includes the directors' remuneration report referred to in Resolutions 3 and 4) is available at amec.com.

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Appendix

Summary of principal changes to the articles of association

1 The company's objects

The provisions regulating the operations of the company are currently set out in the company's memorandum and articles of association. The company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of the company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006, the objects clause and all other provisions which are currently contained in a company's memorandum will be deemed to be contained in a company's articles of association, but the company can remove these provisions by special resolution, which the company is proposing to do.

Further, the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. The company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are to be treated as forming part of the articles of association of the company as of 1 October 2009. Resolution 13(a) confirms the removal of these provisions for the company. As the effect of this resolution will be to remove the statement currently in the company's memorandum regarding limited liability, the amended articles also contain an express statement regarding the limited liability of shareholders.

2 Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have authorised share capital and the amended articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

3 Redeemable shares

At present if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The amended articles contain such an authorisation. The company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

4 Authority to purchase own shares, consolidate and subdivide shares, and reduce share capital

Under the law currently in force the company requires specific enabling provisions in its articles to purchase its own shares, to consolidate or subdivide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The existing articles include these enabling provisions. Under the Companies Act 2006, the company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the amended articles.

5 Suspension of registration of share transfers

The existing articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006, share transfers must be registered as soon as practicable. The power in the existing articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the amended articles.

6 Provision for employees on cessation of business

The Companies Act 2006 provides that the powers of the directors of a company to make provision for a person employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary, may only be exercised by the directors if they are so authorised by the company's articles or by the company in general meeting. The amended articles provide that the directors may exercise this power.

7 Suspension of postal services

The existing articles allow the company to give notice of a general meeting by a notice in a national newspaper in the event that there is a postal strike. It is believed that this method would be ineffective as the Companies Act 2006 requires notice of a general meeting to be given in a particular way and so this provision has been removed in the amended articles.

8 Fractional entitlements

If, following a consolidation or sub-division, a member is entitled to a fraction of a share the directors have power to sell those fractions and distribute the proceeds to the entitled members. A new provision is included in the amended articles so that if the entitlement is less than a nominal amount to be decided by the directors, the directors may give that amount to charity rather than the entitled member. This is in line with the Model Articles for public companies and ensures that the directors are not obliged to distribute nominal sums to members where the cost of doing so might be greater than the amount to be distributed.

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9 Voting by guardian

This provision gave the directors discretion to allow a person appointed by the court to manage the affairs of someone suffering from a mental disorder to vote in place of that member. It has been removed in the amended articles because the definitions of ordinary resolution and special resolution in the Companies Act 2006 are incompatible with votes being cast by anyone other than a member, proxy or corporate representative.

In these circumstances the guardian or other appointed person should use their authority to appoint a proxy on behalf of the member (they could appoint themselves as proxy if they wish) and that proxy can vote.

10 Nomination of directors

This provision, requiring specific notice for nomination of a director, has been removed. This requirement used to appear in the Listing Rules and the Table A Articles contained a similar requirement. It is not contained in the Model Articles and there is no other requirement for such notice to be given. This change will not affect the ability of shareholders to vote on a resolution to elect a director.

11 Provisions on general meetings

The amended articles include changes to the provisions on general meetings to bring the articles in line with the common law and market practice. In particular, they confirm the power of the chairman to adjourn the meeting in order to restore order or protect the safety of the attendees, to put in place security procedures and to allow the company to make arrangements for general meetings to be held in more than one location.

12 Reserves

The company may establish reserves without the need for authority in the articles and so this power is not included in the amended articles.

13 No dividend except out of profit

This article does not appear in the amended articles as it repeats the statutory requirement for dividends to be paid out of distributable profits as set out in Part 23 of the Companies Act 2006.

14 Business bought from a past date

The existing articles contain provisions in relation to a business bought from a past date. These are unnecessary and outdated so this article is not included in the amended articles.

15 Liquidators' powers

The existing articles contain provisions regarding the powers of a liquidator on a winding-up of the company. This is a matter for insolvency legislation and not the articles. Accordingly these provisions have been removed.