



NOTICE OF ANNUAL GENERAL MEETING 2020

**TUESDAY 28 APRIL 2020 AT 2.30PM
1 WEST REGENT STREET, GLASGOW, G2 1RW**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your shares in The Weir Group PLC, you should at once forward this document and the accompanying proxy card to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice of Annual General Meeting 2020

LETTER TO SHAREHOLDERS

The Weir Group PLC (the "Company")
Registered in Scotland No. SC002934
Registered Office:
1 West Regent Street
Glasgow
G2 1RW
Scotland

30 March 2020

DEAR SHAREHOLDER

ANNUAL GENERAL MEETING 2020

I am writing to you regarding our 2020 Annual General Meeting, which is due to be held at our Head Office at 1 West Regent Street, Glasgow, on Tuesday 28 April 2020 at 2.30pm.

The evolving COVID-19 situation and the related Government restrictions will clearly impact the ability of Shareholders to attend our AGM. In normal circumstances, the Board values greatly the opportunity to meet Shareholders in person. However, it fully supports the recent Government restrictions on mass gatherings, non-essential travel and social contact. On this basis, the Board has concluded that it is appropriate to strongly urge Shareholders not to attend the AGM in person this year as to do so would be inconsistent with current Government guidance relative to COVID-19 and, instead, to submit proxy votes. If mandatory Government restrictions remain in place on 28 April 2020, the meeting may be postponed.

Our AGM this year will be purely functional in format to comply with the relevant legal requirements. There will be no presentations. No refreshments will be provided and any Board members attending the meeting will not meet with Shareholders individually.

Instead of attending this year's AGM, Shareholders are asked to please exercise their votes by submitting their proxy electronically or by post. Further information on the ways you can appoint a proxy is given in note 5 to the Notice of Annual General Meeting on page 7.

It is our current intention to live-stream the AGM so that Shareholders will be able to follow the meeting remotely. However, this will be kept under review and subject to the Government guidance in place at the time of the AGM. Details of the web-access link to the meeting will be available on our website. Please note that the web facility will be provided for information purposes only and will not be a formal part of the meeting.

In addition, should a Shareholder have a question that they would have raised at the meeting, we ask that instead of attending the meeting they send it by post to the Company's Head Office or by email to WeirAGM2020@mail.weir, to be received no later than 26 April 2020. We will endeavour to answer questions received in advance, either by publishing responses on our website following the AGM or at the AGM itself.

The situation in relation to COVID-19 continues to develop and we will update Shareholders on arrangements for the AGM on our website. The Board would like to take this opportunity to thank all Shareholders for their continued support and understanding in these exceptional circumstances and wish them well during this time as we all navigate the implications of COVID-19. We will return to full Shareholder engagement as soon as we can.

As announced on 26 March 2020, the Board believes that it is prudent at this stage to provide maximum flexibility and has therefore taken the decision to withdraw its recommendation to pay a 2019 final dividend.

The consideration of resolutions at the Annual General Meeting is important. Your Directors believe that it is essential that the voting intentions of all Shareholders are taken into account, not just those who are able to attend the Annual General Meeting. It is for this reason that Resolution 1 to 19 at the Annual General Meeting are voted on by way of a poll rather than a show of hands, as this allows the votes of all Shareholders to be counted.

The Notice for this year's Annual General Meeting is contained on pages 5 to 6 of this document. The purpose of this letter is to provide some background to the business to be transacted at the Annual General Meeting. Resolutions 1 to 15 inclusive are proposed as ordinary resolutions, while Resolutions 16 to 19 inclusive are proposed as special resolutions.

THE 2019 ANNUAL REPORT (RESOLUTION 1)

Shareholders are being asked to receive the Annual Report and Financial Statements for the year ended 31 December 2019 (the '2019 Annual Report').

REMUNERATION REPORT (RESOLUTION 2)

Shareholders are invited to approve the Directors' Remuneration Report which is contained in the 2019 Annual Report on pages 114 to 125. The report gives details of the directors' remuneration for the year ended 31 December 2019. In line with relevant legislation, this vote will be advisory and does not affect the future remuneration paid to any Director.

RE-ELECTION OF THE BOARD (RESOLUTIONS 3 TO 12)

In accordance with the UK Corporate Governance Code 2018, all our Directors (with the exception of Rick Menell, who will be stepping down from the Board after the Annual General Meeting) are offering themselves for re-election at the Annual General Meeting.

Separate resolutions will be proposed for each Director's re-election. The Board Effectiveness Review conducted during 2019 (as explained in more detail on page 86 of the 2019 Annual Report) concluded that each Director continues to make a positive and effective contribution to the Board and demonstrates commitment to the role. The Board has considered whether each of the independent Non-Executive Directors is free from any relationship that could materially interfere with the exercise of his or her independent judgement and has determined that each continues to be considered to be independent. Biographies of all the Directors standing for re-election, including the reasons why their contribution to the Company is important to its long-term sustainable success, are set out in Appendix 1 to the Notice of Annual General Meeting, in the 2019 Annual Report and on the Company's website www.global.weir.

RE-APPOINTMENT OF AUDITORS AND DETERMINING THE AUDITORS' REMUNERATION (RESOLUTIONS 13 AND 14)

Resolution 13 seeks to re-appoint PricewaterhouseCoopers LLP as the Company's auditors to hold office until the conclusion of the next Annual General Meeting of the Company at which accounts are laid, while resolution 14 authorises the Company's Audit Committee to determine the auditors' remuneration.

AUTHORITY TO ALLOT SHARES (RESOLUTION 15)

Under section 551 of the Companies Act 2006, the Directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised to do so by Shareholders. The Investment Association ('IA') guidelines on Directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of a company's issued share capital. In accordance with IA guidelines, one half of that section 551 authority (equal to one third of the Company's issued ordinary share capital, excluding treasury shares, as at 6 March 2020 being the latest practicable date prior to publication of the Notice of Annual General Meeting (the 'Latest Practicable Date')) will only be applied (if at all) to fully pre-emptive rights issues. In light of these guidelines, this resolution will, if passed, authorise the Directors to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount of £21,634,337 (representing 173,074,701 ordinary shares of 12.5p each) such amount being equal to approximately two-thirds of the issued ordinary share capital of the Company as at the Latest Practicable Date. In accordance with the IA guidelines one half of the section 551 authority sought (equal to one-third of the Company's issued ordinary share capital as at the Latest Practicable Date) will only be applied (if at all) to fully pre-emptive rights issues.

As at the Latest Practicable Date, 1,465 ordinary shares were held by the Company in treasury, which figure represents approximately 0.0006% of the total issued share capital of the Company (excluding shares held in treasury) as at that date.

The authority sought under this resolution will expire at the conclusion of the next Annual General Meeting of the Company or on 28 July 2021, whichever is the earlier.

The Directors have no present intention to exercise the authority sought under this resolution and do not intend to issue any shares other than pursuant to The Weir Group PLC Long Term Incentive Plan 2014 (the 'LTIP'), The Weir Group Share Reward Plan 2018 (the 'SRP') or The ESCO Stock Incentive Plan 2010 (the 'ESCO Plan'); however, the Directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives and consider it desirable to have the maximum flexibility permitted by corporate governance guidelines.

PARTIAL DISAPPLICATION OF PRE-EMPTION RIGHTS: UNRESTRICTED (RESOLUTION 16)

The Pre-emption Group's Statement of Principles allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority over 5% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority over a further 5% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or has taken place in the six month period preceding the announcement of the issue.

Resolution 16, which will be proposed as a special resolution, authorises the Directors to allot shares in the Company or to sell treasury shares without applying the statutory pre-emption provisions either in a rights issue for cash proportionate to the existing holdings of ordinary Shareholders or, in any other allotment for cash or sale of treasury shares for cash, up to a maximum equal to an aggregate amount in nominal value of £1,622,575 which represents approximately 5% of the issued share capital of the Company (excluding shares held in treasury) as at the Latest Practicable Date and which is in line with institutional Shareholder guidance and, in particular, with the Pre-emption Principles.

This resolution seeks authority to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas Shareholders. As specified in the resolution, the authority will only be valid until the conclusion of the next Annual General Meeting of the Company or 28 July 2021, whichever is the earlier.

Notice of Annual General Meeting 2020

LETTER TO SHAREHOLDERS CONTINUED

PARTIAL DISAPPLICATION OF PRE-EMPTION RIGHTS: IN CONNECTION WITH AN ACQUISITION OR SPECIFIED CAPITAL INVESTMENT (RESOLUTION 17)

Resolution 17 will permit the Directors to allot additional equity securities up to a maximum nominal value of £1,622,575, representing approximately a further 5% of the issued ordinary share capital of the Company as at the Latest Practicable Date, otherwise than in connection with a pre-emptive offer to existing Shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-emption Principles described above. The Directors believe that it is appropriate to seek this additional 5% authority in this resolution to give the Company the flexibility that this resolution affords.

The Directors confirm they intend that any use of the authority in excess of 5% of the Company's issued ordinary share capital would only be in connection with an acquisition or capital investment.

The Board confirms that, in accordance with the Pre-emption Principles, it does not intend to issue shares for cash representing more than 75% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing Shareholders (save in connection with an acquisition or capital investment) without prior consultation with Shareholders.

AUTHORITY TO PURCHASE OWN SHARES (RESOLUTION 18)

At last year's Annual General Meeting, the Company was authorised, in accordance with its Articles of Association and within institutional Shareholder guidelines, to purchase its own shares. No such purchases have been made using this authority. The Directors are seeking renewal of this authority for a further year. Accordingly, this resolution, which will be proposed as a special resolution, seeks authority to make market purchases up to a maximum of 25,961,205 ordinary shares (being approximately 10% of the Company's issued share capital as at the Latest Practicable Date, excluding shares in treasury) and specifies the maximum and minimum purchase prices for the shares. Any shares purchased by the Company under this authority would be cancelled or held as treasury shares. A maximum of 10% of the Company's issued share capital may be held as treasury shares. As at the Latest Practicable Date, there were 1,502,975 awards outstanding to subscribe for ordinary shares under the Company's share plans. If the outstanding awards were fully exercised, they would represent approximately 0.6% of the issued share capital of the Company (excluding shares held in treasury). If the buyback authority was exercised in full, pursuant to this resolution, then the number of awards to subscribe for shares outstanding as at the Latest Practicable Date would represent 0.6% of the reduced share capital of the Company (excluding shares held in treasury).

This authority will expire at the conclusion of the next Annual General Meeting of the Company or on 28 July 2021, whichever is earlier. Purchases of shares either for cancellation or to be held in treasury would only be undertaken within the limits of the Company's available reserves and only if, in the opinion of the Directors, they are expected to enhance earnings per share or otherwise benefit the overall financial position of the Company.

NOTICE OF GENERAL MEETINGS (RESOLUTION 19)

Resolution 19 is a resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice. The minimum notice period permitted by the Companies Act 2006 for general meetings is 21 clear days unless Shareholders approve a shorter notice period, which cannot be less than 14 clear days (annual general meetings must always be held on at least 21 clear days' notice). The Companies Act 2006 also requires, in order for the Company to be able to call a general meeting on less than 21 clear days' notice, that it offers a facility for Shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all Shareholders, to appoint a proxy by means of a website.

The Board is confident that electronic means of voting are or can be made available to all the Company's registered Shareholders. It is, therefore, proposing Resolution 19 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than annual general meetings.

The approval will be effective until the end of the Company's next Annual General Meeting, when it is intended that the approval be renewed. The shorter notice period would not be used as a matter of course for such meetings, but only where, taking into account the circumstances the Directors consider that the flexibility is merited by the business of the meeting and is to the advantage of Shareholders as a whole.

RECOMMENDATION AND ACTION TO BE TAKEN

The Board believes that the attached resolutions are in the best interests of the Company and its Shareholders and the Directors recommend that you give them your full support by voting in favour of the resolutions, which they intend to do in respect of their own beneficial holdings.

You will find enclosed a proxy card which you are requested to complete and return in accordance with the instructions printed thereon as soon as possible, but in any event to be received not less than 48 hours before the Annual General Meeting.



GRAHAM VANGHEGAN
Company Secretary

30 March 2020

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the one hundred and twenty-sixth Annual General Meeting of The Weir Group PLC (the 'Company') will be held at the Company's Head Office, 1 West Regent Street, Glasgow, G2 1RW, on 28 April 2020 at 2.30pm for the purpose of transacting the following business:

To consider and, if thought fit, pass resolutions 1 to 15 inclusive as ordinary resolutions and resolutions 16 to 19 inclusive as special resolutions:

1. That the audited financial statements of the Company for the year ended 31 December 2019, and the Reports of the Directors and Auditors of the Company thereon, be received.
2. That the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) contained on pages 114 to 125 of the Annual Report and Financial Statements of the Company for the year ended 31 December 2019 be approved.
3. That Cal Collins be re-elected as a Director of the Company.
4. That Clare Chapman be re-elected as a Director of the Company.
5. That Engelbert Haan be re-elected as a Director of the Company.
6. That Barbara Jeremiah be re-elected as a Director of the Company.
7. That Stephen Young be re-elected as a Director of the Company.
8. That Charles Berry be re-elected as a Director of the Company.
9. That Jon Stanton be re-elected as a Director of the Company.
10. That John Heasley be re-elected as a Director of the Company.
11. That Mary Jo Jacobi be re-elected as a Director of the Company.
12. That Sir Jim McDonald be re-elected as a Director of the Company.
13. That PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
14. That the Company's Audit Committee be authorised to determine the remuneration of the auditors.
15. That the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006, in substitution for all existing authorities to the extent unused, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of £10,817,168.50;
 - (b) up to a further aggregate nominal amount of £10,817,168.50 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
 - (c) provided that, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 28 July 2021, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or such rights to be granted after such expiry and the Directors of the Company may allot equity securities and grant rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.
16. That if resolution 15 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:
 - (a) to the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of resolution 15 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and

Notice of Annual General Meeting 2020

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,622,575, such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 July 2021) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
17. That if resolution 15 is passed, the Board be authorised in addition to any authority granted under resolution 15 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,622,575; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice, such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 July 2021) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
18. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) on the London Stock Exchange of ordinary shares of 12.5p each in the capital of the Company provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 25,961,205 representing approximately 10% of the issued ordinary share capital of the Company as at 6 March 2020;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 12.5p;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than 5% above the average of the market values for an ordinary share as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased;
- (d) unless previously renewed, varied or revoked by the Company in general meeting, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company, or, if earlier, on 28 July 2021; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
19. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board



GRAHAM VANGHEGAN
Company Secretary

Registered Office:
1 West Regent Street
Glasgow
G2 1RW Scotland

30 March 2020

NOTES

The following notes remain subject to Government restrictions that may be in place at the time of the AGM arising from the COVID-19 situation.

1. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the number of votes they may cast), Shareholders must be on the Company's register of members at 6:30pm on 24 April 2020 or, if this Annual General Meeting is adjourned, at the close of business on the day which is two days before the day of the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote (and the number of votes they may cast) at the Annual General Meeting, or adjourned meeting.
2. All joint Shareholders may attend and speak at the Annual General Meeting. However, only the first Shareholder listed on the register of members of the Company is entitled to vote. At the discretion of the Company and subject to sufficient seating capacity, a Shareholder may enter with one guest, provided that the Shareholder and their guest register to enter the Annual General Meeting at the same time.

All Shareholders or their proxies will have the opportunity to ask questions at the Annual General Meeting. A question may not be answered at the Annual General Meeting if it is considered not to be in the interests of the Company or the good order of the Annual General Meeting, if it would involve the disclosure of sensitive information, or if the answer has already been given on a website in the form of an answer to a question. The Chairman may also nominate a representative to answer a specific question after the Annual General Meeting or refer the Shareholder to the Company's website.

3. A registered Shareholder entitled to vote at the Annual General Meeting is entitled to appoint a proxy or proxies (who need not be Shareholders) to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. 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. Your proxy must vote as you instruct and must attend the Annual General Meeting for your vote to be counted. Unless you are appointing the Chairman as your proxy, please check with your appointed proxy prior to appointing him/her that he/she intends to attend the Annual General Meeting. A Shareholder must inform the Company in writing of any termination of the authority of a proxy.
4. Voting on Resolutions 1 to 19 will be conducted by way of a poll.
5. To appoint a proxy you may:
 - (i) register the appointment of your proxy vote electronically using the internet by going to www.investorcentre.co.uk/eproxy and following the instructions provided. The proxy appointment must be received by Computershare at the address referred to on the website by 2.30pm on 26 April 2020. Please note that any electronic communication sent to the Company's Registrar in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted; or
 - (ii) use the proxy card enclosed with this Notice of Annual General Meeting (together with any power of attorney or other authority (if any) under which it is signed (or a duly certified copy thereof)) which should be returned direct to:

Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZY so as to arrive no later than 2.30pm on 26 April 2020; or

(iii) if you hold your shares in uncertificated form, utilise the CREST electronic proxy appointment service as set out overleaf.

6. Completion of a proxy card will not preclude a Shareholder from attending and voting in person at the Annual General Meeting. A 'vote withheld' option is provided on the proxy card accompanying this Notice of Annual General Meeting which is to enable a Shareholder to abstain on any particular resolution. It should be noted that an abstention is not a vote in law and will not be included in the calculation of the proportion of votes 'for' or 'against' a resolution.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
8. To change your proxy instructions you may return a new proxy card in accordance with Note 5. Please contact the Company's Registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY if you require another proxy card. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two (or more) valid but differing appointments of proxy are received in respect of the same share(s) for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards the relevant share(s). If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).
9. The following documents will be available for inspection at the registered office of the Company during normal business hours from the date of sending this Notice of Annual General Meeting until the date of the Annual General Meeting and thereafter at the place of the Annual General Meeting for 15 minutes before the start of the Meeting until its conclusion:
 - (i) copies of terms of appointment or service contracts, as appropriate, of the Directors of the Company; and
 - (ii) the Directors' deeds of indemnity.

Notice of Annual General Meeting 2020

NOTES CONTINUED

10. The statement of rights of Shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders.
11. Information regarding the Annual General Meeting including the information required by section 311A of the Companies Act 2006 is available at www.global.weir. You can contact the Company electronically by emailing WeirAGM2020@mail.weir. Any email should be accompanied by your full name and Shareholder Reference Number as authentication.
12. Shareholders of the Company have the right, under section 338 of the Companies Act 2006, to require the Company to give its Shareholders notice of a resolution which the Shareholders wish to be moved at an Annual General Meeting of the Company.

Additionally, Shareholders of the Company have the right under section 338A of the Companies Act 2006 to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the Annual General Meeting. The Company is required to give such notice of a resolution or include such matter once it has received requests from Shareholders representing at least 5% of the total voting rights of all the Shareholders who have a right to vote at the Annual General Meeting or from at least 100 Shareholders with the same right to vote who hold shares in the Company on which there has been paid up an average sum, per Shareholder, of at least £100.

This request must be received by the Company not later than six weeks before the Annual General Meeting or, if later, the time at which notice is given of the Annual General Meeting. In the case of a request relating to section 338A of the Companies Act 2006, the request must be accompanied by a statement setting out the grounds for the request.

13. Under section 527 of the Companies Act 2006, Shareholders have a right to request publication of any concerns that they propose to raise at the Annual General Meeting relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be submitted to the Annual General Meeting or any circumstances connected to the Company's auditors who ceased to hold office since the last Annual General Meeting. The Company will publish the statement if sufficient requests have been received in accordance with section 527(2) of the Companies Act 2006 which, broadly, requires a minimum of 100 Shareholders holding shares in the Company on which there has been paid up an average sum, per Shareholder, of at least £100 or Shareholders holding at least 5% of the Company's issued share capital to make the request. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with such request. Where a statement is published, the Company will forward the statement to the Company's auditors 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 includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.
14. As at the Latest Practicable Date, the Company's issued share capital comprised 259,613,517 ordinary shares of 12.5p each. Each ordinary share carries the right to one vote at a general meeting of the Company. There are 1,465 ordinary shares held as treasury shares and therefore the total number of voting rights in the Company as at 9.00am on the Latest Practicable Date is 259,612,052. The Company website includes information on the number of ordinary shares in issue and voting rights thereon.
15. A corporation which is a Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a Shareholder provided that no more than one corporate representative exercises power over the same share.
16. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual on the Euroclear website www.euroclear.com/CREST. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited 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 CREST Proxy 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 3RA50) not later than 48 hours before the Annual General 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 Euroclear UK & Ireland Limited 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 provider(s) 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.

17. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out, but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that Shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
18. The contents of this notice of Annual General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website www.global.weir.
19. Since 26 February 2020 (the date of the Annual Report and Accounts), there have been no changes to the Directors' beneficial holdings.
20. Since 26 February 2020 (the date of the Annual Report and Accounts), the Company has received the following notifications in accordance with Rule 5 of the Disclosure and Transparency Rules:

TR-1 received from Universities Superannuation Scheme Ltd. on 27 February 2020. Percentage of voting rights less than 3%.

TR-1 received from BlackRock, Inc. on 2 March 2020. Number of voting rights 15,532,933. Percentage of voting rights 5.98%.

TR-1 received from BlackRock, Inc. on 3 March 2020. Number of voting rights 15,553,449. Percentage of voting rights 5.99%.

TR-1 received from Maverick Capital, Ltd. on 6 March 2020. Number of voting rights 9,928,265. Percentage of voting rights 3.82%.

TR-1 received from BlackRock, Inc. on 11 March 2020. Number of voting rights 15,474,535. Percentage of voting rights 5.96%.

TR-1 received from BlackRock, Inc. on 26 March 2020. Number of voting rights 15,525,455. Percentage of voting rights 5.98%.

BOARD OF DIRECTORS

The Board considers that each Director standing for re-election at the AGM in 2020 continues to promote the long-term sustainable success of the Company by contributing a specialist skill set that is valuable to the Company, its stakeholders and is complementary to the Board as a whole.

You can read more about the Directors individual skill sets in the Nomination Committee Report on page 93 of the 2019 Annual Report.



CHARLES BERRY
Chairman

Date of appointment:

Chairman since January 2014 and Non-Executive Director since 1 March 2013

Independent:

Yes

Key strengths and experience

Charles brings extensive governance and leadership experience to the Board gained in senior management positions held within a variety of sectors. Prior to joining Weir, Charles was an Executive Director of Scottish Power plc and Chief Executive of its UK operations. He is a former Non-Executive Director and Chairman of Eaga plc, Drax Group plc, Senior plc and Thus Group plc, and a former Non-Executive Director of Impax Environmental Markets PLC and Securities Trust of Scotland plc.

His vast leadership and management experience is critical to lead the Board and ensure it remains effective, to monitor and uphold the values and purpose of the Company and to ensure that a robust and effective framework of Corporate Governance exists to protect stakeholder value.

Key external appointments

- Chairman and Nomination Committee Chair of Centrica plc
- Member of the steering group of the Hampton-Alexander Review



JON STANTON
Chief Executive Officer

Date of appointment:

Chief Executive Officer since October 2016. Finance Director from April 2010 – October 2016

Independent:

No

Key strengths and experience

Jon became CEO in 2016 and contributes a wealth of experience to the Board. Since becoming CEO, he has led the Weir portfolio transformation and oversees the delivery of the Weir strategic framework to create long-term sustainable performance improvement.

He provides leadership to deliver the strategy and ensure it aligns with our purpose and values. Jon is committed to regular engagement with stakeholders and to ensuring stakeholder views and concerns are heard, understood and considered.

Jon joined the Board as Finance Director in 2010. Prior to this he was a partner with Ernst & Young, where he led global board-level relationships with a number of FTSE-100 multinational companies.

He is a Chartered Accountant and a member of the Institute of Chartered Accountants in England and Wales.

Key external appointments

- Non-Executive Director of Imperial Brands PLC



JOHN HEASLEY
Chief Financial Officer

Date of appointment:

Chief Financial Officer since October 2016

Independent:

No

Key strengths and experience

John is a seasoned professional with significant financial and operational experience gained in financial practice, energy and mining sectors.

He contributes financial expertise and significant management, commercial and operational skills to execute the strategy across each of the divisions, while ensuring a robust and effective financial control environment which is compliant with regulations.

John is also our Group Executive Sponsor for Inclusion & Diversity, chairing the Group Inclusion and Diversity Committee. John is a Chartered Accountant and a member of the Institute of Chartered Accountants of Scotland.

Key external appointments

- Non-Executive Director of Royal Scottish National Orchestra Society Limited



BARBARA JEREMIAH
Senior Independent Director

Date of appointment:

1 August 2017

Senior Independent Director since 1 January 2020

Independent:

Yes

Key strengths and experience

Barbara contributes considerable experience to the Board having spent over 30 years in a number of senior leadership roles within Alcoa Inc., the global aluminium producer and as the Chairwoman of Boart Longyear Limited.

Barbara's leadership and governance experience allows her to effectively contribute to the Board as Senior Independent Director by providing support to the Chairman in his duties where necessary and engaging with a range of major Shareholders in order to help develop a balanced understanding of their views.

Barbara has a BA in political science and is a qualified lawyer.

Key external appointments

- Non-Executive Director and Remuneration Committee Chair of Aggreko plc
- Non-Executive Director of Russel Metals Inc
- Non-Executive Director and RemCo Chair of Premier Oil plc



CLARE CHAPMAN
Non-Executive Director

Date of appointment:

1 August 2017

Independent:

Yes

Key strengths and experience

Clare brings a wide range of people, governance and large scale business transformation skills to the Board which allow her to contribute effectively in her role as Remuneration Committee Chair. She has vast experience of Human Resource Management gained during her time as Group People Director of BT Group plc and Tesco Plc and as Director General of Workforce for the NHS and Social Care. Clare was also previously a Non-Executive Director of Kingfisher plc and TUI Travel plc and Chairman of their Remuneration Committees. Clare was Group HR Director of Tesco plc from 1999 to 2006 and HR Vice President of Pepsi Cola's European operations from 1994 to 1999. Clare also has experience of working outside the UK with over ten years as an executive based in the USA and mainland Europe.

Clare's considerable experience and expertise allows her to contribute and challenge as well as to engage with stakeholders to ensure that there is an appropriate and transparent Remuneration Policy which is aligned with the Weir culture and strategy.

Key external appointments

- Non-Executive Director of Heidrick & Struggles International, Inc.
- Non-Executive Director and Chair of the Remuneration Committee of G4S plc
- Commissioner on the Low Pay Commission
- Steering Group Member and Co-Chair of Purposeful Company



CAL COLLINS
Non-Executive Director

Date of appointment:

12 July 2018

Independent:

No

Key strengths and experience

Cal was previously Chairman and Chief Executive Officer of ESCO Corporation which Weir acquired in 2018. He contributes a wealth of international resource markets experience which allows him to support the delivery of the strategy and to work with the Board to ensure that the Company fulfils its purpose to enable the sustainable and efficient delivery of the natural resources essential in creating a better future for the world.

Key external appointments

- Non-Executive Director of Stimson Lumber Company
- Non-Executive Director of ENTEK International LLC

BOARD OF DIRECTORS



EBBIE HAAN
Non-Executive Director

A R

Date of appointment:

18 February 2019

Independent:

Yes

Key strengths and experience

Ebbie contributes considerable Oil & Gas and engineering expertise to the Board. He spent 26 years working on global projects for Royal Dutch Shell including holding senior leadership positions in the Middle East, Africa, Europe, Asia and the US, where he gained extensive international management experience. He was previously Managing Director of Sasol Petroleum International before being appointed as Chief Growth Officer for Maersk Oil, in 2015. Since 2018 Ebbie has run his own advisory firm.

Ebbie's valuable knowledge of the Group's core markets assists the Board to ensure that the Group operates in an efficient way to maximise long-term growth for its stakeholders. His experience of SHE best practice and commitment to safety is also extremely valuable to the Company.

Ebbie has both an undergraduate degree and a Masters in Geology from Utrecht University in the Netherlands.

Key external appointments

- Non-Executive Director of Orca Exploration Group Inc
- External Energy Adviser for AP Møller Capital
- Visiting lecturer at Wits Business School in Johannesburg



MARY JO JACOBI
Employee Engagement Non-Executive Director

N R

Date of appointment:

Non-Executive Director since 1 January 2014. Employee Engagement Non-Executive Director since April 2018

Independent:

Yes

Key strengths and experience

Mary Jo is an expert advisor on international affairs and reputation management and contributes a unique skill set to the Board. She was formerly a senior executive of BP America, Royal Dutch Shell, Lehman Brothers, HSBC Holdings and Drexel Burnham Lambert and a Non-Executive Director of Tate & Lyle plc and Mulvaney Capital Management. Mary Jo was Special Assistant to President Ronald Reagan, Assistant US Commerce Secretary for President George H.W. Bush, a British Civil Service Commissioner and a Member of the Advisory Committee on Business Appointments. Her vast experience, trusted adviser credentials and excellent communication skills allow her to effectively perform her duties as Employee Engagement Non-Executive Director. Mary Jo ensures engagement with employees and that their voice is heard in the Boardroom.

Key external appointments

- Advisory Board of Rothermere American Institute at Oxford University.
- Board of Directors of Foundation to Restore Accountability
- International Advisory Board, IE University



SIR JIM McDONALD
Non-Executive Director

A N

Date of appointment:

1 January 2015

Independent:

Yes

Key strengths and experience

Sir Jim is a highly regarded expert in engineering and technology and therefore contributes specialist technical knowledge to the Board. He is currently the Principal and Vice Chancellor of the University of Strathclyde and has held the Rolls-Royce Chair in Electrical Power Systems since 1993. He holds a number of Non-Executive Director roles and co-chairs the Scottish Energy Advisory Board with the First Minister. Sir Jim draws on his extensive experience to assist the Board to approve the development of the Group's technology agenda and to provide oversight and guidance on the sustainable engineering solutions that promote the success of the Company and build on its legacy of engineering excellence.

He is Chairman of the Royal Academy of Research Committee and Chairman of the Scottish Engineering and Energy Research Pools. He is FREng, FRSE, FIET, FlinstP, FEI.

Key external appointments

- Non-Executive Director of Scottish Power Limited
- Non-Executive Director of UK Offshore Renewable Energy Catapult Board
- Non-Executive Director of National Physical Laboratory
- President of the Royal Academy of Engineering
- Member to the Prime Minister's Council for Science and Technology



STEPHEN YOUNG
Non-Executive Director

A R

Date of appointment:

1 January 2018

Independent:

Yes

Key strengths and experience

Stephen is a skilled and experienced financial professional. He was previously Chief Executive of Meggitt PLC between 2013 and 2017, having previously served as Group Finance Director from 2004. Prior to joining Meggitt, Stephen was Group Finance Director of Thistle Hotels plc and the Automobile Association.

Stephen's financial background and his leadership experience allow him to contribute effectively both as a Board member and as Chair of the Audit Committee. His oversight of the Group's Audit function helps the Board to ensure the ongoing integrity of the financial information, internal controls and risk management frameworks.

He is a Fellow of the Royal Aeronautical Society and a council member of The University of Southampton.

Key external appointments

- Non-Executive Director, and Audit Committee Chair of Mondri PLC

COMMITTEE MEMBERSHIP KEY

C	Committee Chair
A	Audit Committee member
N	Nomination Committee member
R	Remuneration Committee member
S	Secretary to the Board and Committees



The Weir Group PLC

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