

THE WEIR GROUP PLC

(Registered in Scotland No.SC002934)

At the Annual General Meeting of The Weir Group PLC duly convened and held at the offices of the Company, 1 West Regent Street, Glasgow, on Tuesday 28 April 2020, the following resolutions were duly passed. Resolution 15 was passed as an ordinary resolution and resolutions 16 to 19 were each passed as special resolutions:

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
 - (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.



Graham Vanhegan
Company Secretary