FOSTER WHEELER

To the Shareholders of Foster Wheeler AG:

INVITATION TO THE EXTRAORDINARY GENERAL MEETING

To be held on Thursday, July 10, 2014, at our offices at Lindenstrasse 10, 6340 Baar, Switzerland, at 2:00 p.m., Central European Time (doors open at 1:45 p.m.).

The Extraordinary General Meeting is called to vote on the items listed in the agenda below, in connection with the exchange offer (the "Offer") by AMEC plc ("AMEC") to acquire all of the issued and to be issued registered shares, par value CHF 3.00 per share, of Foster Wheeler AG, pursuant to the terms, and subject to the conditions, of the Implementation Agreement dated 13 February 2014 by and between Foster Wheeler AG and AMEC, as amended from time to time, including by a Deed of Amendment dated 28 May 2014 (the "Implementation Agreement").

Agenda and Proposals of the Board of Directors

1. Election of three Directors effective as of the Election Effective Date

The Board of Directors proposes that Tarun Bafna, Samir Y. Brikho and Ian P. McHoul (the "AMEC Nominees") be individually elected as members of the Board of Directors (the "Directors") for a term beginning upon the day on which the conditions to the Offer (other than conditions 7(i) and 7(ii) set forth on Schedule 5 to the Implementation Agreement) are satisfied or waived (referred to as the "Election Effective Date"), and expiring at the Annual General Meeting of Shareholders of Foster Wheeler AG to be held in 2015.

2. Election of Chairman of the Board of Directors effective as of the Election Effective Date

The Board of Directors proposes that Ian P. McHoul be elected as Chairman of the Board of Directors for a term beginning upon the Election Effective Date, and expiring at the Annual General Meeting of Shareholders of Foster Wheeler AG to be held in 2015.

3. Election of Members of the Compensation and Executive Development Committee of the Board of Directors effective as of the Election Effective Date

The Board of Directors proposes that Tarun Bafna, Samir Y. Brikho and Ian P. McHoul be individually elected as members of the Compensation and Executive Development Committee of the Board of Directors for a term beginning on the Election Effective Date, and expiring at the Annual General Meeting of Shareholders of Foster Wheeler AG to be held in 2015.

4. Amendments to Articles 8, 16 and 33 of the Articles of Association of Foster Wheeler AG to revise transfer restrictions and voting limitations and to add new definitions

The Board of Directors proposes amending the Articles of Association to revise the transfer restrictions in article 8 paragraph 5 and the voting limitations in article 16 paragraph 5, and to add new definitions in article 33 of the Articles of Association of Foster Wheeler AG. The exact wording of the amended provisions of the Articles of Association of Foster Wheeler AG is as follows and can be found at www.fwc.com/2014emmaterials:

Proposed New Version (English) of para 5 of Art. 8 Shareholders Register

"(5) No Person shall be registered with voting rights for 10% or more of the share capital as recorded in the commercial register except in case of a Public Tender Offer Exemption (cf. Art. 33). This 10% limitation on registration also applies with respect to shares held by Nominees on behalf of a Person which Beneficially Owns 10% or more of the shares of the Company, whether or not any such individual Nominee's holdings exceed the 10% limit set forth in the preceding sentence except in case of a Clearing Nominee Exception (cf. Art. 33). The Board is authorized to grant further exceptions to the limitation on registration set forth in this section, including to register in particular Clearing Nominees with 10% or more of the shares of the Company. In any case where the Public Tender Offer Exemption and the Clearing Nominee Exemption do not apply, the shares exceeding the limit set forth in this section 5 shall be entered in the share register as shares without voting rights. In furtherance of the provisions of this section, the Board of Directors is authorized at any time to request from any Person which discloses publicly, including in any filing with the SEC, or to the Company that it Beneficially Owns 10% or more of the shares of the Company, that such Person provides information with respect to all of its shares that it Beneficially Owns which are being held by Nominees or other Persons on its behalf."

Proposed New Version (German) of para 5 of Art. 8 Aktienbuch

"(5) Keine Person wird mit Stimmrecht von 10% oder mehr des im Handelsregister eingetragenen Aktienkapitals im Aktienregister eingetragen, ausser im Falle der Ausnahmeregelung öffentliches Übernahmeangebot (vgl. Art. 33). Diese Begrenzung der Eintragung auf 10% findet auch Anwendung auf Aktien, welche von Nominees für eine Person gehalten werden, welche an 10% oder mehr der Aktien wirtschaftlich berechtigt ist (wie in Art. 33 der Statuten definiert), wobei dies unabhängig davon gilt, ob die Aktien des individuellen Nominees die im vorangehenden Satz festgesetzte 10% Begrenzung überschreiten, ausser im Falle der Clearing Nominee Ausnahmeregelung (vgl. Art. 33). Der Verwaltungsrat ist berechtigt, weitere Ausnahmen zuzulassen und insbesondere Clearing Nominees im Ausmass von 10 % oder mehr zu registrieren. Soweit die Ausnahmeregelung öffentliches Übernahmeangebot und die Clearing Nominee Ausnahmeregelung nicht anwendbar sind, werden die Aktien, welche den Grenzwert nach diesem Abs. 5 überschreiten, im Aktienbuch als Aktien ohne Stimmrecht registriert. Des Weiteren ist der Verwaltungsrat berechtigt, von einer Person, die wirtschaftlich an einer Beteiligung an der Gesellschaft im Umfang von 10% oder mehr des im Handelsregister eingetragenen Aktienkapitals berechtigt ist und dies öffentlich offengelegt hat (insbesondere im Rahmen einer Offenlegung an die SEC oder an die Gesellschaft), Auskunft darüber zu verlangen, ob und allenfalls über welche Nominees oder andere Personen sie als wirtschaftlicher Eigentümer diese Aktien hält."

Proposed New Version (English) of para 5 of Art. 16 Right to Participation, Voting Rights

"(5) The limit contained in article 16 section 3 shall also not apply to the exercise of voting rights (i) pursuant to the statutory rules on the independent proxy, and (ii) by a Person (including, for the avoidance of doubt, an Affiliate of such Person and a Clearing Nominee of such Person or of any of its Affiliates) who (yy) is registered in the share register as a shareholder with voting rights on the basis of the Public Tender Offer Exemption (cf. Art. 33) or (zz) exercises voting rights in relation to Beneficially Owned shares through a Clearing Nominee where such Beneficially Owned shares registered in the name of such Clearing Nominee benefit from the Clearing Nominee Exemption (cf. Art. 33)."

Proposed New Version (German) of para 5 of Art. 16 Recht auf Teilnahme, Stimmrecht

"(5) Die Begrenzung in Art. 16 Abs. 3 gilt zudem nicht für die Ausübung von Stimmrechten (i) gemäss den gesetzlichen Bestimmungen über den unabhängigen Stimmrechtsvertreter, und (ii) durch eine Person (einschliesslich die mit ihr verbundenen Personen und Clearing Nominees dieser Person oder von mit ihr verbundenen Personen), welche (yy) aufgrund der Ausnahmeregelung öffentliches Übernahmeangebot (vgl. Art. 33) im Aktienregister als Aktionär mit Stimmrecht eingetragen ist oder (zz) ihr Stimmrecht bezüglich Aktien, an denen sie wirtschaftlich berechtigt ist, über einen Clearing Nominee ausübt und dieser Clearing Nominee bezüglich dieser Aktien gestützt auf die Clearing Nominee Ausnahmeregelung (vgl. Art. 33) als Aktionär mit Stimmrecht im Aktienregister eingetragen ist."

Proposed New Definitions (English) to be added in Art. 33 Definitions

[The following additional definitions will be inserted in article 33 (in alphabetical order).]

– " "**Affiliate**" means, in relation to any Person, any subsidiary or parent company of that Person and any subsidiary of any such parent company, in each case from time to time (and for the purposes of this definition: (i) "parent company" means any company which holds a majority of the voting rights in another company, or which is a member of another company and has the right to appoint or remove a majority of its board of directors, or which is a member of another company and controls a majority of the voting rights in it under an agreement with other members, in each case whether directly or indirectly through one or more companies; and (ii) "subsidiary" means any company in relation to which another company is its parent company);

– "**Clearing Nominee Exemption**" means the registration and/or the perpetuation of the registration of Clearing Nominees in the share register with voting rights of 10% or more of the share capital as recorded in the commercial register with regard to shares such Clearing Nominees hold on behalf of a Person which Beneficially Owns shares which, had that Person been the legal owner of such Beneficially Owned shares, would have been entitled to have been registered in the share register as a shareholder with voting rights on the basis of the Public Tender Offer Exemption;

– "**Public Tender Offer Exemption**" means the registration of a Person with voting rights of 10% or more of the share capital as recorded in the commercial register in case such Person's shareholding (including shareholdings held by Affiliates of such Person and shareholdings held by such Person or any of its Affiliates through a Clearing Nominee) exceeds 2/3 of the Company's issued and outstanding share capital as a direct result of shares acquired in a successful public tender offer, in which case such Person and its Affiliates shall, as long as their aggregate shareholdings (including shares held through Clearing Nominees) continue to exceed such 2/3 threshold, be registered with their respective voting rights for all shares such Person and its Affiliates hold from time to time (including, for the avoidance of doubt, any shares acquired by such Person or its Affiliates other than pursuant to the successful public tender offer);"

Proposed New Version (German) to be added in Art. 33 Definitionen

[The following additional definitions will be inserted in article 33.]

– " "**Verbundene Person**" wird, in Bezug auf eine beliebige Person, definiert als jede Tochter- oder Muttergesellschaft dieser Person und jeweils jede Tochtergesellschaft einer solchen Muttergesellschaft (und zum Zwecke dieser Definition: (i) "Muttergesellschaft" wird definiert als jede Gesellschaft, die eine Mehrheit der Stimmrechte an einer anderen Gesellschaft hält oder die Gesellschafterin einer anderen Gesellschaft ist und das Recht hat, die Mehrheit ihrer Verwaltungsorgane zu bestellen oder abzuberufen oder die Mehrheit der Stimmrechte an einer Gesellschaft im Rahmen eines Vertrages mit anderen Gesellschaftern kontrolliert, jeweils entweder direkt oder indirekt durch eine oder mehrere Gesellschaften; und (ii) "Tochtergesellschaft" bezeichnet jede Gesellschaft, im Verhältnis zu welcher eine andere Gesellschaft Muttergesellschaft ist);

– "**Clearing Nominee Ausnahmeregelung**" wird definiert als die Eintragung und/oder Aufrechterhaltung der Eintragung von Clearing Nominees im Aktienregister mit Stimmrechten von 10% oder mehr des im Handelsregister eingetragenen Aktienkapitals bezüglich der von diesen Clearing Nominees gehaltenen Beteiligungen im Falle, dass die Beteiligung durch die Clearing Nominees für eine wirtschaftlich berechtigte Person gehalten wird, die aufgrund der Ausnahmeregelung öffentliches Übernahmeangebot im Aktienregister mit Stimmrecht eingetragen werden könnte, wenn sie diese Aktien direkt halten würde;

– "**Ausnahmeregelung öffentliches Übernahmeangebot**" wird definiert als die Eintragung einer Person mit Stimmrechten von 10% oder mehr des im Handelsregister eingetragenen Aktienkapitals im Aktienregister im Falle, dass die Beteiligung einer solchen Person (einschliesslich Aktien, welche mit dieser Person verbundene Personen halten und Aktien, welche diese Person oder mit ihr verbundene Personen durch Clearing Nominees halten) als direkte Folge des Erwerbs von Aktien im Rahmen eines zustande gekommenen öffentlichen Übernahmeangebots 2/3 des ausstehenden und ausgegebenen Aktienkapitals der Gesellschaft übersteigt. In diesem Fall werden eine solche Person und die mit ihr verbundenen Personen, so lange als ihre gesamten Beteiligungen (einschliesslich Aktien, die durch Clearing Nominees gehalten werden) weiterhin den Schwellenwert von 2/3 übersteigen, für alle Aktien, welche diese Person und die mit ihr verbundenen Personen zum jeweiligen Zeitpunkt halten, mit ihren entsprechenden Stimmrechten im Aktienregister eingetragen (einschliesslich Aktien, die durch diese Person oder mit ihr verbundene Personen ausserhalb des öffentlichen Übernahmeangebots erworben wurden);"

5. Other Business

The Extraordinary General Meeting will address any other matters that properly come before the Extraordinary General Meeting.

Documentation

For a more complete description of the Implementation Agreement, the Offer and transactions contemplated thereby, see Foster Wheeler AG's Current Report on Form 8-K, filed on February 13, 2014 (including the complete text of the original Implementation Agreement, which is attached as Exhibit 2.1 thereto), and Foster Wheeler AG's Current Report on Form 8-K, filed on May 28, 2014 (including the complete text of the Deed of Amendment to the Implementation Agreement, which is attached as Exhibit 2.1 thereto). In addition, at the time the Offer is commenced, AMEC will file with the Securities and Exchange Commission ("SEC"): (i) a registration statement on Form F-4, which will include a prospectus of AMEC in respect of the AMEC shares to be issued in the Offer, and (ii) a tender offer statement on Schedule TO (together with related documents, including a related letter of transmittal), and Foster Wheeler AG will file with the SEC a Recommendation Statement on Schedule 14D-9 with respect to the Offer. These documents will contain important information about the Offer that should be read carefully before any decision is made with respect to the Offer.

Language

The Extraordinary General Meeting will be held in English.

Participation

Only shareholders entered in the share register with the right to vote on June 10, 2014, will be entitled to participate in the Extraordinary General Meeting. Such shareholders will receive their admission tickets enclosed with the proxy statement and the proxy card. Please note that shareholders do not need to attend the Extraordinary General Meeting in person and that they may appoint a proxy to represent them as described in the proxy statement of Foster Wheeler AG. Mr Sandro Tobler, attorney-at-law and notary public, BKS Advokatur Notariat, Baarerstrasse 8, 6300 Zug, Switzerland may be appointed as Independent Proxy to represent shareholders (as described in the proxy statement of Foster Wheeler AG) at the Extraordinary General Meeting of Shareholders to be held at the above indicated place and time or any postponements thereof.

Baar, 12 June 2014

For the Board of Directors of
Foster Wheeler AG
Steven J. Demetriou, Chairman

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