

**PUBLIC DEALING DISCLOSURE BY A PARTY TO AN OFFER OR PERSON ACTING IN
CONCERT (INCLUDING DEALINGS FOR THE ACCOUNT OF DISCRETIONARY
INVESTMENT CLIENTS)**

Rules 8.1, 8.2 and 8.4 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	JONATHAN LEWIS
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	AMEC FOSTER WHEELER PLC
(d) Status of person making the disclosure: <i>e.g. offeror, offeree, person acting in concert with the offeror/offeree (specify name of offeror/offeree)</i>	PERSON ACTING IN CONCERT WITH THE OFFEREE (AMEC FOSTER WHEELER PLC)
(e) Date dealing undertaken:	01 JUNE 2017
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	NO

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing

Class of relevant security:	Ordinary shares of 50 pence each (fully paid)			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	12,133	0.003	NIL	-
(2) Cash-settled derivatives:	NIL	-	NIL	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	NIL	-	NIL	-
TOTAL:	12,133	0.003	NIL	-

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities (including directors' and other employee options)

Class of relevant security in relation to which subscription right exists:	Ordinary shares of 50 pence each (fully paid)			
Details, including nature of the rights concerned and relevant percentages:	Interest in Amec Foster Wheeler plc under a recruitment agreement with Amec Foster Wheeler plc:			
	Grant Date	Number of securities	Vesting Date subject to performance conditions (where applicable)	Subscription Price (£)
	01/06/2016	45,787*	22,894 shares: 01/06/2018 22,893 shares: 01/06/2019	Nil
* After the net settlement of income tax and national insurance contributions, 12,133 ordinary 50p shares were automatically acquired by Jonathan Lewis following the vesting of his award on 01/06/2017 (see table 3(d)).				

3. DEALINGS BY THE PERSON MAKING THE DISCLOSURE

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

(a) Purchases and sales

(i) Party to an offer or person acting in concert (except for a principal trader in the same group as a connected adviser)

Class of relevant security	Purchase/sale	Number of securities	Price per unit
-	-	-	-

(ii) Principal trader where the sole reason for the connection is that the principal trader is in the same group as a connected adviser

Class of relevant security	Purchases/sales	Total number of securities	Highest price per unit paid/received	Lowest price per unit paid/received
-	-	-	-	-

(b) Cash-settled derivative transactions

Class of relevant	Product description	Nature of dealing e.g. opening/closing a	Number of reference	Price per unit
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security	<i>e.g. CFD</i>	<i>long/short position, increasing/reducing a long/short position</i>	securities	
-	-	-	-	-

(c) Stock-settled derivative transactions (including options)

(i) Writing, selling, purchasing or varying

Class of relevant security	Product description <i>e.g. call option</i>	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type <i>e.g. American, European etc.</i>	Expiry date	Option money paid/received per unit
-	-	-	-	-	-	-	-

(ii) Exercise

Class of relevant security	Product description <i>e.g. call option</i>	Exercising/ exercised against	Number of securities	Exercise price per unit
-	-	-	-	-

(d) Other dealings (including subscribing for new securities)

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)
Ordinary 50p shares fully paid	Automatic acquisition of shares following the vesting of the first tranche of an award granted under a recruitment agreement with Amec Foster Wheeler plc	After the net settlement of income tax and national insurance contributions, 12,133 shares were acquired by Jonathan Lewis on the vesting date of 01 June 2017.	Nil

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

<p>Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer or person acting in concert making the disclosure and any other person:</p> <p><i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i></p>
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(b) Agreements, arrangements or understandings relating to options or derivatives

<p>Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer or person acting in concert making the disclosure and any other person relating to:</p>
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**(i) the voting rights of any relevant securities under any option; or
(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:**

If there are no such agreements, arrangements or understandings, state "none"

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(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	01 June 2017
Contact name:	Alison Yapp General Counsel and Company Secretary, Amec Foster Wheeler plc
Telephone number:	+44 (0)20 7429 7504

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.