

ATTENDANCE CARD

Amec Foster Wheeler plc – COURT MEETING

By an Order dated 22 May 2017 (the "Court Order") made in the matter of Amec Foster Wheeler plc (the "Company") and the Companies Act 2006, the High Court of Justice in England and Wales (the "Court") has directed the Company to convene a meeting of the holders of the Scheme Shares (as defined in the scheme circular of the Company dated 23 May 2017 (the "Scheme Circular")) (the "Scheme Shareholders") for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") proposed to be made between the Company and Scheme Shareholders and that such meeting shall be held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on 15 June 2017 at 11.00 a.m. (London time) (the "Court Meeting") at which place and time all Scheme Shareholders are requested to attend either by person or by proxy.

Explanatory Notes:

1. Full details of the resolution to be proposed at the Court Meeting are set out in the notice of Court Meeting (such notice being contained in Part VIII of the Scheme Circular). Before completing this blue Form of Proxy, please also read "Action to be Taken" set out in the Scheme Circular.
 2. Scheme Shareholders entitled to attend, speak and vote at the Court Meeting may vote in person at the Court Meeting or they may appoint one or more proxies as their proxy to attend, speak and vote in their place. A proxy need not be a member of the Company but must attend the Court Meeting in person. The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote.
 3. Lodging a blue Form of Proxy will not prevent the Scheme Shareholder from attending and voting at the Court Meeting or any adjournment thereof. The Company will give effect to the intention of Scheme Shareholders and include votes wherever and to the fullest extent possible. Any amendments you make to this blue Form of Proxy must be initialled by you.
 4. Please sign in the boxes to show how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes on any other business which may come before the Court Meeting.
 5. To be valid, this blue Form of Proxy (together with any power of attorney or authority under which it is signed, or a duly certified copy thereof) must be received by hand (during normal business hours) or courier only at the offices of the Company's Registrars, Capita Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, or in accordance with the details printed on the reply paid envelope provided, not later than 11.00 a.m. on 13 June 2017 (or, in the case of an adjourned meeting, not less than 48 hours prior to the time and date fixed for such adjourned meeting). If this blue Form of Proxy is not so lodged it may be handed to a representative of Capita Asset Services on behalf of the Chairman of the Court Meeting at the Court Meeting before the taking of the poll. Alternatively, you can submit your proxy electronically at www.signalshares.com using your investor code and following the online instructions. To be valid, electronic proxy appointments must be received not later than 11.00 a.m. on 13 June 2017 (or, in the case of an adjourned meeting, not less than 48 hours prior to the time and date fixed for such adjourned meeting). If you hold your shares in uncertificated form (that is, in CREST) you will be able to vote using the CREST electronic proxy appointment service. To be valid, proxies submitted via CREST must be received not later than 11.00 a.m. on 13 June 2017 (or, in the case of an adjourned meeting, not less than 48 hours prior to the time and date fixed for such adjourned meeting).
- (Explanatory notes continue overleaf)

Barcode:

Investor Code:

If you wish to attend the Court Meeting in your capacity as a Scheme Shareholder or as a proxy, please sign and bring this card with you when you come to the Court Meeting and on arrival hand it to the registrars of Amec Foster Wheeler plc. This will facilitate entry to the Court Meeting. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.

Signature of person attending:

Amec Foster Wheeler plc Form of Proxy for the Court Meeting to be held at 11.00 a.m. (London time) on 15 June 2017

Barcode:

Investor Code:

Event Code:

X246C78204

Please read carefully the notice of the Court Meeting contained in Part VIII to the Scheme Circular and the explanatory notes above and overleaf before completing this form.

For use by Scheme Shareholders entitled to vote at the Court Meeting.

I/We, the undersigned, being (a) member(s) of Amec Foster Wheeler plc entitled to attend, speak and vote at the Court Meeting, hereby appoint the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf over the following number of Scheme Shares:

NB: DELETE "CHAIRMAN" AND ENTER THE NAME OF YOUR CHOICE IN BLOCK CAPITALS UNDER "NAME OF PROXY" TO APPOINT SOMEONE OTHER THAN THE CHAIRMAN AS YOUR PROXY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. LEAVE "NUMBER OF SCHEME SHARES" BLANK TO VOTE ALL OF YOUR SHARES.

Name of Proxy: CHAIRMAN..... Number of Scheme Shares:

at the Court Meeting to be held at 11.00 a.m. (London time) on 15 June 2017 at Linklaters LLP, One Silk Street, London EC2Y 8HQ, for the purposes of considering and, if thought fit, approving (with or without modification) the proposed Scheme referred to in the notice convening the Court Meeting contained in Part VIII to the Scheme Circular, or any adjournment thereof. The proxy is to vote for the Scheme (with or without modification, as my/our proxy may approve) or against the Scheme as instructed below.

Tick box if one of multiple proxy appointments.

For the appointment of more than one proxy, please refer to explanatory notes 6 and 7 (overleaf).

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box then this Form of Proxy will be invalid. Joint shareholders should refer to note 17 overleaf.

FOR the Scheme

AGAINST the Scheme

Signed

Signed

Dated this day of 2017

If signing on behalf of a company, please enter the company name below in block letters and state your official capacity.
For and on behalf of:

Company Name:

Official Capacity:

6. Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares. Scheme Shareholders are also entitled to appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. If you wish to appoint more than one proxy please also indicate by ticking the box provided if the proxy is one of multiple instructions being given.
7. If you wish to appoint more than one proxy, you may photocopy this blue Form of Proxy or call Capita Asset Services on the number in note 18 below who will then issue you with multiple forms of proxy. Please fill in the name of the proxy (if not the Chairman) and the number of shares in respect of which the proxy is appointed and send the multiple forms together via one of the methods outlined at note 5 above. Please ensure that all of the multiple forms of proxy in respect of one registered holding are sent in the same envelope if possible.
8. A space has been included in this blue Form of Proxy to allow Scheme Shareholders to specify the number of Scheme Shares in respect of which that proxy has been appointed. Scheme Shareholders who return this blue Form of Proxy duly executed but leave this space blank or specify a number of Scheme Shares in excess of those held by the Scheme Shareholder at the time referred to below will be deemed to have appointed the proxy in respect of all of their Scheme Shares (the "member's entire holding").
9. Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than the member's entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. There is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the member's entire holding.
10. Where two or more valid but different instruments of proxy are delivered in respect of the same share for use at the Court Meeting, the one which is last validly deposited or received shall be treated as replacing and revoking the other blue Form of Proxy as regards that share. Which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies.
11. If conflicting proxies are sent or received at the same time or if the Company is unable to determine which was sent or received last in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.
12. If a member appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding then all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, and the member indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.
13. Entitlement to attend and vote at the Court Meeting or any adjournment thereof and the number of votes which may be cast thereat shall be determined by reference to the register of members of the Company at 6.00 p.m. on the day which is two days before the date of the Court Meeting or adjourned meeting (as the case may be). In each case, changes to the register of members of the Company after such time shall be disregarded. Voting at the Court Meeting will be conducted as a poll rather than show of hands.
14. If this blue Form of Proxy is signed by someone else on behalf of the shareholder, their authority to sign must be returned with this blue Form of Proxy.
15. As an alternative to appointing a proxy, any Scheme Shareholder which is a company (a corporation) and which wishes to be represented at the meeting by a corporate representative with authority to speak, vote on a show of hands and vote on a poll (a corporate representative) must appoint such a person by resolution of its directors. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it were an individual member of the Company.
16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do so in relation to the same shares.
17. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
18. If you have any questions relating to completion and return of your blue Form of Proxy, please telephone the Company's registrars, Capita Asset Services between 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on +44 (0) 371 664 0321. Calls will be charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that the helpline operators cannot provide advice on the merits of the Scheme or give financial, tax, investment or legal advice.
19. Any question relevant to the business of the meeting may be asked at the Court Meeting by anyone permitted to speak at the Court Meeting.
20. Any electronic address provided either in the notice of Court Meeting at Part VIII to the Scheme Circular or any related documents (including this blue Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
21. Full details of the business to be decided at the Court Meeting are set out in the notice of Court Meeting contained in Part VIII of the Scheme Circular.
22. Terms defined in the Scheme Circular shall have the same respective meanings when used in this Form of Proxy unless otherwise defined herein.
23. By the Court Order, the Court has appointed John Connolly, or failing him, Jonathan Lewis, or failing him, any other director of the Company, to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court.