

ATTENDANCE CARD

Amec Foster Wheeler plc – GENERAL MEETING

A general meeting of Amec Foster Wheeler plc (the "Company") for the purpose of considering and, if thought fit, passing the Special Resolution set out in full at Part IX to the scheme circular of the Company dated 23 May 2017 (the "Scheme Circular") will be held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on 15 June 2017 at 11.10 a.m. (London time) (the "General Meeting") (or as soon thereafter as the Court Meeting convened by the Court (each as defined in the Scheme Circular) for the same day shall have concluded or been adjourned) at which place and time all holders of ordinary shares of 50 pence each in the capital of the Company (the "Shareholders") are requested to attend. The Special Resolution (a summary of which is set out under the heading 'SPECIAL RESOLUTION' below) includes a resolution to give effect to the scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") (as set out in the Scheme Circular) proposed to be made between the Company and Scheme Shareholders (as defined in the Scheme Circular).

Explanatory Notes:

1. Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the notice of General Meeting (such notice being contained in Part IX of the Scheme Circular). Before completing this yellow Form of Proxy, please also read "Action to be Taken" set out in the Scheme Circular.
2. Shareholders entitled to attend, speak and vote at the General Meeting are entitled to appoint one or more proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a member of the Company but must attend the General Meeting in person. The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote.
3. Lodging a yellow Form of Proxy will not prevent the member from attending and voting in person. The Company will give effect to the intention of members and include votes wherever and to the fullest extent possible. Any amendments you make to this yellow Form of Proxy must be initialled by you.
4. Please indicate with an 'X' in the boxes 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 or whether he/she abstains from voting on the resolution and on any other business which may come before the General Meeting.
5. To be valid, this yellow 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 11.10 a.m. on 13 June 2017 (or, in the case of an adjourned meeting not later than 48 hours prior to the time and date fixed for such adjourned meeting). 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 11.10 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 11.10 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). This yellow Form of Proxy may NOT be handed to the Chairman or a representative of Capita Asset Services at the General Meeting.
(Explanatory notes continue overleaf)

Barcode:

Investor Code:

If you wish to attend the General Meeting in your capacity as a Shareholder or as a proxy, please sign and bring this card with you when you come to the General Meeting and on arrival hand it to the registrars of the Company. This will facilitate entry to the General Meeting.

Signature of person attending:

Amec Foster Wheeler plc
Form of Proxy for the General Meeting
to be held at 11.10 a.m. (London time) on 15 June 2017
(or, if later, as soon as the Court Meeting has concluded or been adjourned)

Barcode:

Investor Code:

Event Code:

X246G78163

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

For use by holders of ordinary shares of 50 pence each in the capital of the Company (the "Shares") entitled to vote at the General Meeting.

I/We, the undersigned, being (a) member(s) of Amec Foster Wheeler plc entitled to attend and vote at the General 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 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 SHARES" BLANK TO VOTE ALL OF YOUR SHARES.

Name of Proxy: CHAIRMAN Number of Shares:

at the General Meeting to be held at 11.10 a.m. (London time) on 15 June 2017 (or as soon as the Court Meeting (as defined in the Scheme Circular) convened for the same day shall have concluded or been adjourned) at Linklaters LLP, One Silk Street, London EC2Y 8HQ, or at any adjournment thereof. The proxy is to vote as instructed in respect of the special resolution set out 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: Please indicate with an "X" in the appropriate box below how you wish the proxy to vote. If you mark more than one of the boxes below, this Form of Proxy will be invalid.

SPECIAL RESOLUTION

The Special Resolution is to approve: (i) all such steps as are necessary to be taken for the purpose of giving effect to the Scheme; and (ii) the amendments to the Company's articles of association. The Special Resolution is set out in full in the notice of General Meeting contained in Part IX to the Scheme Circular.

If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the General Meeting.

† The "Vote Withheld" option is to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution

	For	Against	Vote Withheld†
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different shares. 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 the yellow 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. Where a yellow Form of Proxy does not state the number of shares to which it applies then subject to the following principles where more than one proxy is appointed that proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member (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 General Meeting, the one which is last validly deposited or received shall be treated as replacing and revoking the other yellow 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 General 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 General 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 General 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 General 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 General Meeting will be conducted as a poll rather than show of hands.
14. If this yellow Form of Proxy is signed by someone else on behalf of the shareholder, their authority to sign must be returned with the yellow Form of Proxy.
15. A shareholder which is a company (a corporation) and which wishes to be represented at the General Meeting by a person 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 yellow 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 the Special Resolution at the General Meeting, or give financial, tax, investment or legal advice.
19. Any question relevant to the business of the General Meeting may be asked at the General Meeting by anyone permitted to speak at the General Meeting.
20. You may not use any electronic address provided either in the notice of General Meeting at Part IX to the Scheme Circular, or any related documents (including this yellow Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
21. Copies of the Company's existing articles of association and copies of the new articles of association as amended by the Special Resolution set out in the notice of General Meeting are available for inspection at the Company's registered office, Booths Park, Chelford Road, Knutsford, Cheshire, WA16 8QZ, United Kingdom, during normal business hours on a week day until opening of business on the day on which the meeting is held and will also be available for inspection at the place of the General Meeting for at least 15 minutes prior to and during the General Meeting.
22. Full details of the business to be decided at the General Meeting are set out in the notice of General Meeting contained in Part IX of the Scheme Circular.
23. Terms defined in the Scheme Circular shall have the same respective meanings when used in this Form of Proxy unless otherwise defined herein.