

Company number 1675285

The Companies Act 2006

public company limited by shares

Resolutions

Of

AMEC plc

Passed 19 April 2012

At the Annual General Meeting of the above named company, duly convened and held at The Auditorium, Ground Floor, Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB on the nineteenth day of April 2012, all resolutions were passed including the following resolutions concerning items of special business

ORDINARY RESOLUTION 15

Authority to Allot Shares

That the authority conferred on the directors by Article 6 2 of the company's articles of association be renewed for the period ending at the end of the annual general meeting in 2013 (or on 1 June 2013, whichever is earlier), and for such period the Section 551 Amount shall be £55,382,860 Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006

SPECIAL RESOLUTION 16

Disapplication of Pre-Emption Rights

That subject to the passing of Resolution 15 above, the power conferred on the directors by Article 6 3 of the company's articles of association be renewed for the period referred to in such resolution and for such period the Section 561 Amount shall be £8,307,429 Such authority shall be in substitution for all previous authorities pursuant to Section 561 of the Companies Act 2006

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SPECIAL RESOLUTION 17

Authority to Purchase Own Shares

That the company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006, to make market purchases (as defined in Section 693 of that Act) of shares of 50 pence each in the capital of the company provided that

- (a) the maximum number of shares which may be purchased is 49,811,340,
- (b) the minimum price which may be paid for a share (exclusive of expenses) is 50 pence,
- (c) the maximum price which may be paid for a share is an amount (exclusive of expenses) not exceeding 105 per cent of the average of the closing price of the shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased, and
- (d) this authority shall expire at the conclusion of the annual general meeting of the company to be held in 2013 or, if earlier 1 June 2013 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed, wholly or partly, after such expiry) unless such authority is renewed prior to such time

SPECIAL RESOLUTION 18

Notice of General Meetings

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice



C L Fidler
Company Secretary