

The Weir Group PLC

Registered in Scotland No. 2934

Registered Office:
Clydesdale Bank Exchange
20 Waterloo Street
Glasgow G2 6DB, Scotland

Excellent
Engineering
Solutions



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should seek financial advice from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in The Weir Group PLC, you should at once forward this document and the accompanying form of proxy to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A Proxy card for the Annual General Meeting is enclosed and should be completed and returned so as to reach the Company's Registrar by no later than 11am on Monday 11 May 2009. Completion and return of the Proxy card will not prevent you from attending and voting at the Meeting in person, should you so wish. Alternatively you can register your proxy vote electronically, either by means of a website provided by the Company's Registrar, www.eproxyappointment.com or by using the service provided by Euroclear. Further details are given in the notes to this document.

Letter to Shareholders

3 April 2009

Dear Shareholder

Annual General Meeting 2009

I am writing to invite you to our 2009 Annual General Meeting, which will be held at the Burrell Collection, Glasgow on Wednesday 13 May 2009 at 11 am. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed proxy card. Further information on the ways you can appoint a proxy is given in Note 2 to the Notice of the Annual General Meeting on page 6. Completion and return of a proxy card will not prevent you from attending and voting in person at the Annual General Meeting.

The consideration of resolutions at the Annual General Meeting is important. Your directors believe that it is essential that the voting intentions of all shareholders are taken into account, not just those who are able to attend the meeting. We therefore again propose to put all resolutions at the Annual General Meeting to shareholders by way of a poll rather than a show of hands as this allows the votes of all shareholders to be counted. Shareholders attending the meeting will still have the opportunity to ask questions and vote on each resolution.

The Notice for this year's Annual General Meeting is contained on pages 4 to 7 of this document. The purpose of this letter is to provide some background to the proposals set out in resolutions 1 to 8, which are included in the Notice as Ordinary Business, and resolutions 11 to 14, which are included in the Notice as Special Business.

The Notice refers to the 2008 Annual Report, which will be enclosed with this notice if you previously elected to receive printed shareholder communications.

Alternatively, the 2008 Annual Report is available for viewing on the Company's website at www.weir.co.uk and can be downloaded and viewed using Adobe Acrobat Reader.

The 2008 Annual Report (Resolution 1)

Shareholders are being asked to receive and adopt the 2008 Annual Report for the 52 weeks ended 26 December 2008.

Final Dividend (Resolution 2)

Subject to shareholder approval, a final dividend of 13.85p per ordinary share will be paid to all shareholders who are on the register of members on 1 May 2009.

Remuneration Committee Report (Resolution 3)

Shareholders are invited to approve the Remuneration Committee Report which is contained in the 2008 Annual Report on pages 33 to 39.

Retiring Directors (Resolutions 4, 5, 6, 7 and 8)

I would like to take this opportunity to comment on resolutions 4 to 8 which relate to the election and re-election of certain directors.

In order to have a well balanced Board, it is necessary to attract and retain directors possessing a sound understanding of the Group and its businesses. The Board also seeks to comply with the requirements of the Combined Code on Corporate Governance (the 'Combined Code') as they relate to the independence of directors.

John Mogford was appointed to the Board on 1 June 2008 and Richard Menell was appointed to the Board on 1 April 2009. In accordance with the Company's articles of association, John Mogford and Richard Menell will retire at the Annual General Meeting and stand for election by shareholders. Michael Dearden and Lord Robertson fall due for rotational retirement at the Annual General Meeting in accordance with the Company's articles of association and will submit themselves for re-election. Professor Ian Percy is subject to annual re-election.

John Mogford is currently executive vice president and chief operating officer of refining in BP PLC. He has been with BP for 30 years, initially in their exploration division. During his tenure, John has held numerous positions in every area of BP Operations from gas and renewables to upstream and downstream oil. John holds a Bachelor of Engineering from Sheffield University and is a Fellow of the Institute of Mechanical Engineers. John is a member of the Audit Committee. The Board considers John Mogford to be independent.

Richard Menell is a geologist by qualification and a graduate of Trinity College, Cambridge and Stanford University, California. He has spent many years in the mining industry in the US, Australia and South Africa where he is now based. He is currently serving as chairman of Bateman Engineering and as a director of the Standard Bank Group, Gold Fields and Mutual & Federal Insurance Company. He was formerly president and chief executive for Teal Exploration and Mining Inc., chairman of Avgold Limited and executive chairman of Anglovaal Mining Limited (now African Rainbow Minerals Limited). His roles have also covered finance and business development within the mining sector. Richard has been appointed a member of the Audit Committee. The Board considers Richard Menell to be independent.

Michael Dearden brings strong international and transition management skills to the Board through his recent directorships with Travis Perkins plc and Johnson Matthey plc and has extensive marketing and operational knowledge from his twenty years with Burmah Castrol plc. Michael is chairman of the Remuneration Committee and also sits on the Nomination Committee. The Board considers Michael Dearden to be independent.

Lord Robertson is an international advisor to Cable & Wireless and also holds a number of non-executive positions including deputy chairman of the board of TNK-BP. He is senior counsellor with The Cohen Group of Washington DC and an advisor to Engelfield Capital. He is joint president of the Royal Institute of International Affairs and joint president of the UK/Russia Round Table. He is a member of the Nomination and Remuneration Committees. The Board considers Lord Robertson to be independent.

In line with the Combined Code, it is the Company's practice that any non-executive director who has served more than nine years is subject to annual re-election. Professor Ian Percy, having served on the Board since 1996, exceeds this and, being eligible, offers himself for re-election.

Professor Percy was appointed a non-executive director in 1996 and is the senior independent director. He was senior partner of accountants Grant Thornton, president of the Institute of Chartered Accountants of Scotland and chairman of The Accounts Commission for Scotland. He served as a member of the Treasury and DTI Co-ordinating Committee on Audit and Accounting in 2003 and was chairman of Companies House until December 2006. He is the senior non-executive director of Cala Group Limited and chairman of Queen Margaret University, Edinburgh.

Notwithstanding his presence on the Board for a period of more than nine years, the Board considers Professor Percy, who continues to be a member of the Board and the Nomination and Remuneration Committees, to be independent in character and judgement. Professor Percy brings a wealth of experience to the Board's deliberations and is considered to be free from any business or other relationship that could materially interfere with his independent judgement. The Board acknowledges that the length of service can affect a director's independence but believes that Professor Percy retains his independence.

Professor Percy has indicated that he wishes to retire from the Board prior to the next Annual General Meeting and Michael Dearden will assume the role of senior independent director from 1 November 2009.

The Board recommends to shareholders the election of John Mogford and Richard Menell and the re-election of Michael Dearden, Lord Robertson and Professor Percy as directors of the Company.

Authority to allot unissued shares (Resolution 11)

Under a revision to its guidelines published on 31 December 2008 and following a recommendation from the Rights Issue Review Group, the Association of British Insurers (ABI) has reiterated its previous position that its members will regard as routine requests from companies for authorisation to allot new shares in an amount of up to one third of the existing issued share capital. In these revised guidelines they have however clarified that its members will also regard as routine requests to authorise the allotment of a further one third. Their support for this additional headroom is predicated on it being applied to fully pre-emptive rights issues only and on the basis that the authorisation is valid for one year. It is also subject to various other provisos stated in the ABI's revised guidelines. Having considered the ABI's revised guidelines and the current needs of the business, the Company has decided that for 2009 it will not seek authority from shareholders for this additional headroom. Accordingly, as in previous years, the purpose of this ordinary resolution is to enable the Directors to continue to exercise their existing power under the Company's articles of association to allot new shares in the capital of the Company. The aggregate nominal value of relevant securities which can be allotted under the authority being sought is £8,750,000 representing one third of the issued share capital (excluding treasury shares) at 3 April 2009. As specified in the resolution, the authority will only be valid until the conclusion of the Annual General Meeting in 2010 or 13 August 2010, whichever is the earlier. As at 3 April 2009, the Company held 2,422,657 ordinary shares as treasury shares, representing 1.1% of the issued share capital.

Partial disapplication of pre-emption rights (Resolution 12)

This resolution, which will be proposed as a special resolution, authorises the directors to allot shares in the Company or to sell shares as treasury shares without applying the statutory pre-emption provisions either in a rights issue for cash proportionate to the existing holdings of ordinary shareholders or, in any other allotment for cash or sale of treasury shares for cash, up to a maximum equal to an aggregate amount in nominal value of £1,310,000, which represents approximately 5% of the issued share capital of the Company (excluding shares held in treasury) as at 3 April 2009.

Except for the issue of shares pursuant to the Company's share option schemes and the Long Term Incentive Plan (LTIP), the directors have no present intention of issuing any part of the unissued share capital or selling shares as treasury shares.

The authorities sought under resolutions 11 and 12 will be for a maximum period of fifteen months.

Authority to purchase own shares (Resolution 13)

At last year's Annual General Meeting, the Company was authorised in accordance with its articles of association and within institutional shareholder guidelines, to purchase its own shares. No such purchases have been made. The authority expires at the conclusion of the forthcoming Annual General Meeting. The directors are seeking renewal of this authority for a further year. Accordingly this resolution, which will be proposed as a special resolution, seeks authority to make market purchases of shares up to a maximum aggregate nominal value of £2,620,000 and specifies the maximum and minimum prices for the shares. Any shares purchased by the Company under this authority would be cancelled or held as treasury shares. A maximum of 10% of the Company's issued share capital may be held as treasury shares.

As at 3 April 2009, there were options and awards outstanding to subscribe for 1.9 million ordinary shares, which are held in the Company's share option schemes and LTIP. If the outstanding options were fully exercised they would represent less than 1% of the issued share capital (excluding treasury shares). If the buy back authority was exercised in full, pursuant to this resolution, then the number of options and awards to subscribe for shares outstanding as at 3 April 2009 would represent 1.02% of the reduced share capital (excluding treasury shares).

This authority will expire no later than eighteen months after the date of the Annual General Meeting. Purchases of shares either for cancellation or to be held in treasury would only be undertaken within the limits of the Company's available reserves and only if, in the opinion of the directors, they are expected to enhance earnings per share or otherwise benefit the overall financial position of the Company.

Notice of general meetings (Resolution 14)


The Shareholder Rights Directive is intended to be implemented in the UK in August 2009. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders approve a shorter notice period. The proposed resolution, which will be proposed as a special resolution, will enable the Company to retain the flexibility of holding general meetings (other than Annual General Meetings) on 14 days' notice after the Directive is brought into force in the UK. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

Recommendation and action to be taken

The directors believe that the attached resolutions are in the best interests of the Company and its shareholders and they recommend you to give them your full support by voting in favour of the resolutions, which they intend to do in respect of their own beneficial holdings.

You will find enclosed a proxy card which you are requested to complete and return in accordance with the instructions printed thereon as soon as possible, but in any event to be received not less than 48 hours before the Annual General Meeting. The return of the proxy form will not preclude you from attending the Annual General Meeting and voting in person if you wish to do so.

Yours faithfully



Lord Smith of Kelvin
Chairman

Notice of Annual General Meeting

Notice of Annual General Meeting

Notice is hereby given that the one hundred and fifteenth Annual General Meeting of The Weir Group PLC will be held in the Lecture Room, The Burrell Collection, Pollok Park, Glasgow, on 13 May 2009 at 11 am for the purpose of transacting the following business:

as ordinary business:

1. to receive and adopt the financial statements and the reports of the directors and auditors for the 52 weeks ended 26 December 2008;
2. to declare a dividend;
3. to approve the Remuneration Committee Report as set out in the Annual Report for the 52 weeks ended 26 December 2008;

to elect, through separate resolutions 4 and 5, the following directors who joined the Board since the date of the previous Annual General Meeting:

4. John Mogford;
5. Richard Menell;

to re-elect, through separate resolutions 6 and 7, the directors who retire by rotation in accordance with the Company's articles of association:

6. Michael Dearden;
7. Lord Robertson;

to re-elect the director who retires in accordance with the Combined Code:

8. Professor Ian Percy;
9. to re-appoint Ernst & Young LLP as auditors;
10. to authorise the directors to fix the remuneration of the auditors;

as special business:

11. to consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

THAT for the purposes of section 80 of the Companies Act 1985 the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in the said section 80) up to an

aggregate nominal amount of £8,750,000 provided that this authority shall expire (unless previously revoked or renewed) on 13 August 2010 or at the conclusion of the Annual General Meeting to be held in 2010, whichever is the earlier, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

12. to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

THAT the directors be and they are hereby authorised for the purposes of section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of the said Act) pursuant to any general or unconditional authority conferred upon them in accordance with section 80 of the said Act wholly for cash as if section 89(1) of the said Act did not apply to such allotments provided that this disapplication authority shall only apply to allotments made:

- (i) in connection with an offer of such securities by way of rights to the holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of such shares but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory; or
- (ii) (otherwise than under paragraph (i) above) up to an aggregate amount in nominal value of £1,310,000;

and provided that this disapplication authority shall expire (unless previously revoked or renewed) on 13 August 2010 or at the conclusion of the Annual General Meeting to be held in 2010, whichever is the earlier, save that the Company may before the expiry of this disapplication authority make an offer or agreement which would or might require equity securities to be allotted after the expiry of this disapplication authority and the directors may allot equity securities in pursuance of any such offer or agreement as if the disapplication authority conferred hereby had not expired.

13. to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

THAT the Company be and it is hereby generally and unconditionally authorised pursuant to section 166 of the Companies Act 1985 to make market purchases (as defined in section 163 of the said Act) of any of its own ordinary shares in such manner and upon such terms as the directors of the Company may from time to time determine provided that:

- (i) the maximum aggregate nominal value of such shares hereby authorised to be acquired shall be limited to £2,620,000, being equal to approximately 10% of the presently issued ordinary share capital of the Company;
- (ii) the maximum price which may be paid for any such share shall be limited to an amount equal to 105% of the average of the middle market quotations for such share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the relevant share is purchased and the minimum price shall be the then nominal value of that share; and
- (iii) this authority shall expire (unless previously revoked or renewed) on 13 November 2010 or at the conclusion of the Annual General Meeting to be held in 2010, whichever is the earlier, provided that the Company may before such expiry make any contract of purchase of its own ordinary shares which would or might be executed wholly or partly after the expiry of such authority and the Company may make such a purchase in pursuance of such contract as if the authority hereby conferred had not expired.

14. to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

THAT general meetings, other than the Company's Annual General Meeting, may be called at not less than 14 clear days' notice.

By Order of the Board

Alan Mitchelson
Secretary

Registered Office:
Clydesdale Bank Exchange
20 Waterloo Street
Glasgow G2 6DB, Scotland

3 April 2009

Notice of Annual General Meeting (Continued)

Notes

1. A registered shareholder entitled to vote at the Annual General Meeting is entitled to appoint a proxy or proxies (who need not be shareholders) to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. To appoint a proxy you may:
 - (i) register the appointment of your proxy vote electronically using the internet by going to www.eproxyappointment.com and following the instructions provided. The proxy appointment must be received by Computershare at the address referred to on the website by 11 am on 11 May 2009. Please note that any electronic communication sent to our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted; or
 - (ii) use the proxy card enclosed with this Notice of Annual General Meeting which should be returned direct to:

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
BRISTOL
BS99 6ZY

so as to arrive no later than 11 am on 11 May 2009; or
 - (iii) if you hold your shares in uncertificated form, utilise the CREST electronic proxy appointment service as set out below.

Completion of a form of proxy will not preclude a shareholder from voting in person at the Annual General Meeting. A "vote withheld" option is provided on the proxy card accompanying this Notice of Annual General Meeting which is to enable a shareholder to abstain on any particular resolution. It should be noted that an abstention is not a vote in law and will not be included in the calculation of the proportion of votes "for" or "against" a resolution.
3. Copies of the terms of appointment or service contracts, as appropriate, of the directors of the Company, will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this notice until the date of the Annual General Meeting and thereafter at the place of the Annual General Meeting from 10.45 am until the conclusion of the Annual General Meeting.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the register of members of the Company at close of business on 11 May 2009 will be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after close of business on 11 May 2009 will be disregarded in determining the rights of any person to attend or vote at the meeting.
5. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. You can contact the Weir Group electronically by emailing: investor-relations@weir.co.uk. Any email should be accompanied by your full name and Shareholder Reference Number as authentication.
7. The statement of rights of shareholders in relation to the appointment of proxies in paragraphs 1. and 2. above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders.
8. As at 3 April 2009, the Company's issued share capital including treasury shares comprised 212,590,261 ordinary shares of 12.5p each. Each ordinary share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company on 3 April 2009 is 210,167,604.

- 9.** In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place so that:
- (i) if a corporate shareholder has appointed the Chairman as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Annual General Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - (ii) if more than one corporate representative for the same corporate shareholder attends the Annual General Meeting but the corporate shareholder has not appointed the Chairman as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - www.icsa.org.uk - for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

- 10.** CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the CREST Proxy Instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) not later than 48 hours before the Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Excellent
Engineering
Solutions

WEIR

The Weir Group PLC

Registered in Scotland No. 2934

Registered Office:
Clydesdale Bank Exchange
20 Waterloo Street
Glasgow G2 6DB, Scotland

Telephone: +44 (0)141 637 7111

Facsimile: +44 (0)141 221 9789

Email: investor-relations@weir.co.uk

Website: www.weir.co.uk