

The Weir Group PLC

Registered in Scotland No. 2934

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

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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.

As part of our commitment to improve shareholder communications our registrars now offer you a free, secure share management website. Managing your shares online means you can access information quickly, securely and minimise postal communications. This service will allow you to:

- *View your share portfolio and see the latest market price of your shares*
- *Elect to receive your shareholder communications online*
- *Calculate the total market price of each shareholding*
- *View price histories and trading graphs*
- *Update bank mandates and change address details*
- *Use online dealing services.*

To take advantage of this service, please log in at www-uk.computershare.com/investor and enter your Shareholder Reference Number and Company Code (this information can be found on the last dividend voucher or your share certificate).

Letter to Shareholders

4 April 2007

Dear Shareholder

Annual General Meeting 2007

I am writing to invite you to our 2007 Annual General Meeting, which will be held at the Burrell Collection, Glasgow on Wednesday 9 May 2007 at 11 am. Whether or not you are able to attend the meeting, please complete and return the enclosed proxy form. This will not prevent you from attending and voting in person at the meeting.

In line with best practice, the voting at Annual General Meetings will be dealt with by an electronic poll.

You may now register to receive shareholder documentation, including the Annual Report, in electronic format or appoint a proxy and vote electronically by registering at www-uk.computershare.com. Further information about how you can use this service is included on page 6 of this document. I hope that many of you will take advantage of this convenient method of communication.

You will find annexed to this letter the Notice for this year's Annual General Meeting. The purpose of this letter is to provide some background to the proposals set out in resolutions 3 to 7, which are included in the Notice as Ordinary Business, and resolutions 10 to 14, which are included in the Notice as Special Business.

Remuneration Committee Report (Resolution 3)

All UK listed companies are required to seek approval of their remuneration report by shareholders. The full report can be found in the Annual Report 2006 on pages 31 to 36.

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

I would like to take this opportunity to comment on resolutions 4, 5, 6 and 7 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.

Following the resignation of Chris Rickard, we were pleased to announce the appointment of Keith Cochrane as group finance director with effect from 3 July 2006. Keith was most recently group director of finance at ScottishPower plc and was chairman of their Group Disclosure Committee and a member of their Group Investment, Credit and Energy Risk Committee. He has extensive knowledge of financial reporting, performance management and control, tax and treasury and has the requisite skills to assist us in our delivery of an integrated finance strategy. He is a chartered accountant and has a first class honours degree in accountancy from the University of Glasgow.

In accordance with the articles of association, Keith Cochrane will retire at the meeting and stand for election by the shareholders.

Alan Mitchelson and I fall due for rotational retirement at the Annual General Meeting in accordance with the articles of association and will submit ourselves for re-election.

I come primarily from a financial and banking background and have held a number of senior non-executive positions across a range of businesses. I am a fellow of the Chartered Institute of Bankers in Scotland. In addition to the non-executive directorships listed on page 20 of the Annual Report, I am also a member of the Judicial Appointments Board for Scotland and Chancellor of the University of Paisley. Until recently I was a board member of the Financial Reporting Council and a member of the Board of Trustees of the British Council. I was also formerly President of the Institute of Chartered Accountants of Scotland.

Alan Mitchelson was appointed executive director in December 2001 with responsibility for the Group's corporate services which include legal, insurance, risk and secretarial. He is also the secretary to all the board committees. Before joining the Group, he was legal and personnel director of Highland Distillers from 1987, prior to which he was a legal adviser with Trafalgar House plc. He graduated in both arts and law from Aberdeen University.

Provision A.7.2 of the Combined Code recommends that non-executive directors who have served more than nine years on a company's board should be subject to annual re-election. Since Professor Ian Percy has served for more than nine years, he will now submit himself for annual re-election at the Annual General Meeting. Professor Percy, being eligible, offers himself for re-election.

Professor Percy was appointed a non-executive director in 1996 and is the senior non-executive 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, non-executive deputy chairman of Ricardo plc 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 Remuneration and Nomination 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.

The Board recommends to shareholders the election of Keith Cochrane and the re-election of Sir Robert Smith, Alan Mitchelson and Professor Percy.

Authority to allot unissued shares (Resolution 10)

This resolution, which will be proposed as an ordinary resolution, authorises the directors to allot unissued ordinary shares in the Company up to a nominal amount of £8,650,000 which represents approximately one third of the issued share capital (excluding shares held in treasury) as at 21 March 2007.

Partial disapplication of pre-emption rights (Resolution 11)

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 £1,300,000, which represents approximately 5% of the issued share capital of the Company (excluding shares held in treasury) as at 21 March 2007.

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

The authorities sought under resolutions 10 and 11 will be for a maximum period of fifteen months.

Authority to purchase own shares (Resolution 12)

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 £2,600,000 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 21 March 2007, there were options and awards outstanding to subscribe for 3.6m ordinary shares, which are held in the Company share option schemes and L-TIP. If the outstanding options were fully exercised they would represent less than 2% 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 21 March 2007 would represent 2.2% 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.

Electronic communications (Resolution 13)

In 2003, the Company took advantage of developments to allow shareholders to opt-in to receive certain company documents in electronic form. Recent changes to UK company law have extended this to enable companies to use electronic communications with shareholders as the default position by placing documents on a website unless shareholders specifically elect to receive hard copies.

Shareholders may elect for all or any communications to be sent to them via email rather than receiving documents in hard copy form and shareholders may communicate with the company by electronic means where the company has given an electronic address in a notice calling a meeting or in an instrument calling a meeting or in an instrument of proxy.

If approved, the new regime will require that the Company write to all shareholders seeking agreement to receive electronic communication from the Company, which it intends to do with the dividend mailing in June 2007. If a shareholder agrees, then future communications with that shareholder will be by electronic means. If a shareholder fails to respond to the letter from the Company within 28 days, then such a shareholder will be deemed to have agreed that the Company may send communications to them by making them available on a website. In addition, the Company will notify shareholders, whether by electronic means or otherwise, when information is available on the Company's website. Shareholders will at all times be able to request hard copies of any document published electronically and revoke their consent to the Company communicating with them electronically.

Resolution 13, which will be proposed as a special resolution, gives the necessary permission to the Company to implement these new provisions and makes the necessary changes to the articles of association.

Amendment to articles of association (Resolution 14)

The Company's articles of association limit the aggregate amount of fees payable to the directors for their services to £500,000. It is proposed that this limit be increased to £750,000 and a special resolution to this effect is set out in this notice. This limit does not include the remuneration paid to the executive directors. The Board believes that the fees should reflect the time spent and responsibilities borne by the directors on the Company's affairs and should be sufficient to ensure the continued recruitment of high calibre candidates.

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 form 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 Meeting. The return of the proxy form will not preclude you from attending the Meeting and voting in person if you wish to do so.

Yours faithfully



Sir Robert Smith
Chairman

Notice of Meeting

Notice of meeting

Notice is hereby given that the one hundred and thirteenth Annual General Meeting of The Weir Group PLC will be held in the Lecture Room, The Burrell Collection, Pollok Park, Glasgow, on 9 May 2007 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 29 December 2006;
2. to declare a dividend;
3. to approve the Remuneration Committee Report as set out in the Annual Report for the 52 weeks ended 29 December 2006;

to elect the following director who joined the Board since the date of the previous Annual General Meeting:

4. Keith Cochrane;

to re-elect through separate resolutions 5 and 6 the directors who retire by rotation in accordance with the Company's articles of association:

5. Sir Robert Smith;
6. Alan Mitchelson;

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

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

as special business:

10. 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 £8,650,000 provided that this

authority shall expire (unless previously revoked or renewed) on 9 August 2008 or at the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution, 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.

11. 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 £1,300,000;

and provided that this disapplication authority shall expire (unless previously revoked or renewed) on 9 August 2008 or at the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution, 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.

12. 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 £2,600,000, 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 9 November 2008 or at the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution, 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.

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

- THAT (i) the Company be and is hereby permitted (subject to the requirements of the Companies Act 2006 and the articles of association of the Company) to send or supply notices, documents or information to members by making them available on a website or by other electronic means; and
- (ii) those amendments (as shown by text being underlined or deleted) contained in the printed document produced to the meeting and initialled by the Chairman for the purpose of identification be and are hereby approved as amendments to the articles of association of the Company.

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

- THAT the articles of association of the Company be amended in the following respect:
- in article 81, the figure £500,000 shall be deleted and replaced with the figure £750,000.

By Order of the Board

Alan Mitchelson
Secretary

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

4 April 2007

Notice of Meeting (Continued)

Notes

1. This notice is being sent to all shareholders, all of whom are entitled to attend or be represented at the meeting and to vote on all resolutions.
2. Every shareholder entitled to attend and vote at the meeting may appoint one or more proxies (who need not be shareholders) to attend and, on a poll, to vote instead of him or her. To appoint a proxy you may:

- (a) Register the appointment of your proxy vote electronically using the internet by going to www.computershare.co.uk 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 7 May 2007.

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

- (b) Use the proxy card enclosed with this notice of meeting which should be returned direct to:

Computershare Investor Services PLC
PO Box 1075
The Pavilions
Bridgwater Road
BRISTOL
BS99 3FA

so as to arrive no later than 11 am on 7 May 2007; or

- (c) 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 meeting. A "vote withheld" option is provided on the proxy card accompanying this notice of meeting which is to enable a member (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. The following documents 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 meeting and thereafter at the place of the meeting from 10.45 am until the conclusion of the meeting:
 - (i) the register of directors interests kept pursuant to section 325 of the Companies Act 1985.
 - (ii) copies of terms of appointment or service contracts, as appropriate, of the directors of the Company.
 - (iii) the directors deeds of indemnity.
 - (iv) the current articles of association of the Company and the proposed amended articles of association.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders must be entered on the Company's register of members at 11 am on 7 May 2007 to be entitled to attend and vote at the meeting (and for the purpose of determining the number of votes they may cast).
5. You can now register to receive shareholder communications (Annual Reports, Interim Reports and other Company communications) electronically, provided you have internet access and a valid e-mail address. To register you will need your Shareholder Reference Number, which is given on your Share Certificate or Tax Dividend Voucher. This service is provided in conjunction with our registrars, Computershare Investor Services PLC. To obtain more information and to register for this service, please visit www-uk.computershare.com
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. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the 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 CRESTCo's 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 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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.

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