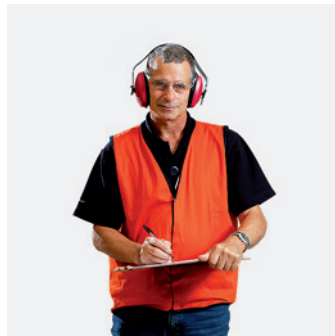




Notice of Annual General Meeting 2011



Wednesday 4 May 2011 at 11am
Radisson Hotel, Argyle Street, Glasgow



**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.

Excellent
Engineering
Solutions



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 2 May 2011. 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

The Weir Group PLC

Registered in Scotland No. 2934

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

30 March 2011

Dear Shareholder

Annual General Meeting 2011

I am writing to invite you to our 2011 Annual General Meeting, which will be held at the Radisson Hotel, Argyle Street, Glasgow on Wednesday 4 May 2011 at 11 am. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed proxy form. Further information on the ways you can appoint a proxy is given in Note 5 to the Notice of the Annual General Meeting on page 8. 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 Annual General Meeting. It is for this reason that all resolutions at the Annual General Meeting are voted on 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 Annual General 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 6 and 7 of this document. The purpose of this letter is to provide some background to the business to be transacted at the Annual General Meeting.

The 2010 Annual Report (Resolution 1)

Shareholders are being asked to receive and adopt the annual report and financial statements for the 52 weeks ended 31 December 2010.

Final Dividend (Resolution 2)

Subject to shareholder approval, a final dividend of 21p per ordinary share will be paid on 2 June 2011 to all shareholders who are on the register of members on 6 May 2011.

Remuneration report (Resolution 3)

Shareholders are invited to approve the remuneration report which is contained in the annual report and financial statements on pages 44 to 51.

Re-election of the Board (Resolutions 4 to 12)

Under the Company's Articles of Association, all directors are required to retire and submit themselves for election or re-election if they have been appointed by the Board since the previous Annual General Meeting or if it is the third Annual General Meeting following the meeting at which they were elected or last re-elected.

However, the UK Corporate Governance Code recommends that all directors of FTSE 350 companies seek re-election by shareholders on an annual basis. The Board has therefore resolved to adopt this provision early, on a voluntary basis, and all directors currently in office will therefore seek re-election at this year's Annual General Meeting. Separate resolutions will be proposed for each of the re-elections. The external Board evaluation conducted during 2010 (as explained in more detail in page 38 of the Corporate governance report) concluded that each director makes a positive and effective contribution to the Board and demonstrates commitment to the role. Biographies of all the directors are set out in the Appendix at the back of the Notice of the Annual General Meeting and are also contained in the Company's Annual Report and are available for viewing on the Company's website (www.weir.co.uk).

Authority to allot shares (Resolution 15)

Under section 551 of the Companies Act 2006, the directors of the Company may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised to do so. This resolution, which complies with guidance issued by the Association of British Insurers, will, if passed, authorise the directors to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £17,563,000 (representing 140,333,000 ordinary shares) in connection with a rights issue in favour of ordinary shareholders and up to an aggregate nominal amount equal to £8,781,500 (representing 70,166,500 ordinary shares) in other cases (such amounts being equal to approximately two-thirds and approximately one-third, respectively, of the issued ordinary share capital of the Company as at 15 March 2011 being the latest practicable

Letter to shareholders (continued)

date prior to publication of this Notice (the "Latest Practicable Date"). The maximum of £17,563,000 is reduced by the nominal amount of any shares issued under paragraph (ii) of this resolution.

As at the date of this Notice, 2,079,579 ordinary shares were held by the Company in treasury, which figure represents approximately 1.15 per cent of the total issued share capital (excluding shares held in treasury) as at that date.

The authority sought under this resolution will expire at the conclusion of the Annual General Meeting held in 2012 or on 4 August 2012, whichever is the earlier.

The directors have no present intention to exercise either of the authorities sought under this resolution; however, the directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives.

Partial disapplication of pre-emption rights (Resolution 16)

This resolution, which will be proposed as a special resolution, authorises the directors to allot shares in the Company or to sell 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 £1,317,000, which represents approximately 5% of the issued share capital of the Company (excluding shares held in treasury) as at the Latest Practicable Date.

Except for the issue of shares pursuant to the Group Long Term Incentive Plan (LTIP), the directors have no present intention of issuing any shares.

This resolution seeks authority to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders.

As specified in the resolution, the authority will only be valid until the conclusion of the Annual General Meeting in 2012 or 4 August 2012, whichever is the earlier.

Authority to purchase own shares (Resolution 17)

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 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 up to a maximum of 21,076,000 ordinary shares (being 10% of the Company's issued share capital as at the Latest Practicable Date, excluding shares in treasury) 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 the Latest Practicable Date, there were awards outstanding to subscribe for 2.4 million ordinary shares under the LTIP. If the outstanding awards were fully exercised they would represent approximately 1.1% of the issued share capital (excluding shares held in treasury). If the buy back authority was exercised in full, pursuant to this resolution, then the number of awards to subscribe for shares outstanding as at the Latest Practicable Date would represent 1.24% of the reduced share capital (excluding shares held in treasury).

This authority will expire at the conclusion of the next Annual General Meeting or 4 November 2012, whichever is earlier. 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 18)

Resolution 18 is a resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days notice. The minimum notice period permitted by the Companies Act 2006 for general meetings (other than annual general meetings) is 14 clear days. The Companies (Shareholders' Rights) Regulations 2009, which came into force on 3 August 2009, increased the minimum notice period for general meetings of listed companies to 21 clear days, but enabled companies to reduce this period back to 14 clear days (other than for annual general meetings) provided that two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 clear days to 14 clear days.

The Board is confident that electronic means of voting are or can be made available to all the Company's registered shareholders. It is therefore proposing Resolution 18 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than annual general meetings. The approval will be effective until the end of the Company's next Annual General Meeting, when it is intended that the approval be renewed. The shorter notice period would not be used as a matter of course for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

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 Annual General Meeting. The return of the proxy form or the appointment of a proxy by electronic means 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 is hereby given that the one hundred and seventeenth Annual General Meeting of The Weir Group PLC will be held in the Radisson Hotel, 301 Argyle Street, Glasgow G2 8DL, on 4 May 2011 at 11 am for the purpose of transacting the following business:

To consider and, if thought fit, pass the following resolutions 1 to 15 as ordinary resolutions and resolutions 16, 17 and 18 as special resolutions:

1. That the directors report and the audited financial statements for the 52 weeks ended 31 December 2010 be approved and adopted.
2. That a final dividend for the 52 weeks ended 31 December 2010 of 21 pence per ordinary share of 12.5 pence payable on 2 June 2011 to those shareholders on the register at the close of business on 6 May 2011 be declared.
3. That the remuneration report for the 52 weeks ended 31 December 2010 be approved.
4. That Lord Smith of Kelvin be re-elected as a director of the Company.
5. That Keith Cochrane be re-elected as a director of the Company.
6. That Michael Dearden be re-elected as a director of the Company.
7. That Stephen King be re-elected as a director of the Company.
8. That Richard Menell be re-elected as a director of the Company.
9. That Alan Mitchelson be re-elected as a director of the Company.
10. That John Mogford be re-elected as a director of the Company.
11. That Lord Robertson of Port Ellen be re-elected as a director of the Company.
12. That Jon Stanton be re-elected as a director of the Company.
13. That Ernst & Young LLP be reappointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
14. That the directors be authorised to fix the remuneration of the auditors.
15. That the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to a maximum aggregate nominal amount of £17,563,000 (such amount to be reduced by any shares allotted or rights granted under paragraph (ii) below) in connection with an offer by way of a rights issue:
 - (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities if this is required by the rights of those equity securities or, if the directors consider it necessary, as permitted by the rights of those equity securities;

and so that the directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and
 - (ii) up to an aggregate nominal amount of £8,781,500 (such amount to be reduced by the aggregate nominal amount of any equity securities allotted under paragraph (i) above in excess of £8,781,500).

This authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 4 August 2012, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

16. That, subject to the passing of resolution 15, the directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 15 or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer by way of a rights issue (but in the case of the authority granted under resolution 15 (i) by way of a rights issue as described in that resolution only):
 - (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (ii) the allotment (otherwise than pursuant to paragraph (i) above) of equity securities up to an aggregate nominal amount of £1,317,000.

The power granted by this resolution will expire on 4 August 2012 or, if earlier, the conclusion of the Annual General Meeting in 2012 (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

17. That, in accordance with the Companies Act 2006, the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) on the London Stock Exchange of ordinary shares of 12.5p each in the capital of the Company provided that:

- (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 21,076,000 ;
- (ii) the minimum price which may be paid for such shares is 12.5p per ordinary share (exclusive of expenses);
- (iii) the maximum price (exclusive of expenses) which may be paid for such shares shall not be more than 5% above the average of the market values for a share as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the date on which the shares are purchased;
- (iv) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's next Annual General Meeting or 4 November 2012 from the date of this resolution (whichever is earlier); and
- (v) the Company may make a contract or contracts to purchase shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contract.

18. That general meetings, other than the Annual General Meeting, may be called on 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

30 March 2011

Notice of Annual General Meeting (continued)

Notes

1. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the number of votes they may cast), shareholders must be on the Company's register of members at 11am on 2 May 2011 or, if this Annual General Meeting is adjourned on the day two days prior to the time of the adjourned meeting. Changes to the register of member after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting, or adjourned meeting.

2. If you are coming to the Annual General Meeting, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the Annual General Meeting and will speed your admission. You may find it useful to also bring this Notice of Annual General Meeting and the Annual report and financial statements 2010 so that you can refer to them at the Annual General Meeting. All joint shareholders may attend and speak at the Annual General Meeting. However, only the first shareholder listed on the register of members is entitled to vote. At the discretion of the Company, and subject to sufficient seating capacity, a shareholder may enter with one guest, provided that the shareholder and their guest register to enter the Annual General Meeting at the same time.

All shareholders or their proxies will have the opportunity to ask questions at the Annual General Meeting. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question. A question may not be answered at the Annual General Meeting if it is considered not to be in the interests of the Company or the good order of the Annual General Meeting or if it would involve the disclosure of sensitive information. The Chairman may also nominate a representative to answer a specific question after the Annual General Meeting or refer the question to the Company's website.

3. 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.

4. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. The Weir Group operates electronic voting at its Annual General Meetings whereby all shareholders, proxies and corporate representatives can vote at the meeting which is explained in more detail in Notes 5 and 17.

5. 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 2 May 2011. 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 (together with any power of attorney or other authority (if any) under which it is signed (or a duly certified copy thereof) 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 2 May 2011; or

(iii) If you hold your shares in uncertificated form, utilise the CREST electronic proxy appointment service as set out below.

6. Completion of a form of proxy will not preclude a shareholder from attending and 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.

7. The following documents will be available for inspection at the registered office of the Company during normal business hours 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:

- (i) copies of terms of appointment or service contracts, as appropriate, of the directors of the Company; and
- (ii) the directors' deeds of indemnity;

8. 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.

9. The statement of rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders.

10. Information regarding the Annual General Meeting including the information required by section 311A of the Companies Act 2006 is available on www.weir.co.uk 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.

11. Members of the Company have the right, under section 338 of the Companies Act 2006, to require the Company to give its members notice of a resolution which the shareholders wish to be moved at an Annual General Meeting of the Company. Additionally,

members of the Company have the right under section 338A of the Companies Act 2006 to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the Annual General Meeting. The Company is required to give such notice of a resolution or include such matter once it has received requests from members representing at least 5% of the total voting rights of all the members who have a right to vote at the Annual General Meeting or from at least 100 members with the same right to vote who hold shares in the Company on which there has been paid up an average sum, per member, of at least £100. This request must be received by the Company not later than six weeks before the Annual General Meeting or, if later, the time at which notice is given of the Annual General Meeting. In the case of a request relating to section 338A of the Companies Act 2006, the request must be accompanied by a statement setting out the grounds for the request.

12. Under section 527 of the Companies Act 2006, shareholders have a right to request publication of any concerns that they propose to raise at the Annual General Meeting relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be submitted to the meeting or any circumstances connected to the Company's auditors who ceased to hold office since the last Annual General Meeting. The Company will publish the statement if sufficient requests have been received in accordance with section 527(2) of the Companies Act 2006 which, broadly, requires a minimum of 100 shareholders holding shares in the Company on which there has been paid up an average sum, per shareholder, of at least £100 or shareholders holding at least 5% of the Company's issued share capital to make the request. The Company may not require the members requesting any such website publication to pay its expenses in complying with such request. Where a statement is published, the Company will forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.
13. As at the Latest Practicable Date, the Company's issued share capital comprised 212,839,517 ordinary shares of 12.5p each. Each ordinary share carries the right to one vote at a general meeting of the Company. There are 2,079,579 ordinary shares held as treasury shares and therefore the total number of voting rights in the Company as at 9.00am on the Latest Practicable Date is 210,759,938. The Company website includes information on the number of shares and voting rights.
16. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises power over the same share.
17. 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.

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.

Appendix

Lord Smith of Kelvin

Chairman (66) ●

Lord Smith joined the Board in February 2002 and was appointed chairman in July of the same year. He is chairman of Scottish & Southern Energy plc and a non-executive director of Standard Bank Group Ltd. He is also chairman of Glasgow 2014 Ltd, the organising committee for the Commonwealth Games.

He is chancellor of the University of the West of Scotland and patron of the Scottish Community Foundation.

He was formerly chairman and chief executive of Morgan Grenfell Private Equity and was chief executive of Morgan Grenfell Asset Management from 1996 until 2000 before becoming vice chairman of Deutsche Asset Management between 2000 and 2002.

He has also held a number of other positions in the financial services industry and was a member of the Judicial Appointments Board for Scotland and former chairman of the trustees of the National Museums of Scotland.

He is a chartered accountant and a past president of the Institute of Chartered Accountants of Scotland.

Keith Cochrane

Chief Executive (46) ●

Keith Cochrane joined the Group as finance director in July 2006 and was appointed chief executive in November 2009. Following a number of years with Arthur Andersen, Keith joined Stagecoach Group plc in 1993. He was appointed finance director in 1996 and group chief executive in 2000. He joined ScottishPower plc in 2003 where he became director of group finance.

He is a chartered accountant and a member of the Institute of Chartered Accountants of Scotland.

Keith is currently a non-executive director of the Royal Scottish National Orchestra Society Ltd.

Jon Stanton

Finance Director (44)

Jon Stanton joined the Group as finance director in April 2010. He was formerly a partner with Ernst & Young having joined as a graduate trainee in their Birmingham office in 1988. He was appointed as a partner in their London office in 2001 with lead responsibility for the audit of a number of FTSE 100 multi-national clients.

He is a chartered accountant and a member of the Institute of Chartered Accountants in England and Wales.

Alan Mitchelson

Legal and Commercial Director & Company Secretary (61)

Alan Mitchelson joined the Group as company secretary in March 2000 and was appointed a director in December 2001.

Following a period in legal private practice, a number of years were spent in the oil industry before joining Trafalgar House as a legal advisor. He joined Highland Distillers plc in 1988 where he was company secretary before being appointed legal and personnel director in 1991. He is currently a non-executive director of Glasgow 2014 Ltd.

He is a solicitor and member of the Law Society of Scotland.

Stephen King

Non-Executive Director (50) ▲

Stephen King was appointed a non-executive director in February 2005. Stephen is group finance director of Caledonia Investments plc. In February 2011 Stephen was appointed to the board of Bristow Group Inc. Between 2003 and 2009 he was the group finance director of De La Rue plc and prior to that, finance director of Aquila Networks plc (formerly Midlands Electricity plc). Stephen has held senior financial positions in several companies including Lucas Industries plc and Seeboard plc, having qualified as a chartered accountant with Coopers & Lybrand.

He was a non-executive director of Camelot Group plc from 2008 until 2009. He is a fellow of the Institute of Chartered Accountants in England & Wales and an associate member of the Association of Corporate Treasurers.

He is chairman of the Audit Committee.

Michael Dearden

Non-Executive Director (68) ■●

Michael Dearden was appointed a non-executive director in February 2003. Michael worked for Burmah Castrol plc in a number of senior roles, including director and chief executive of Castrol Worldwide, over a 20 year period. He was a non-executive director of Johnson Matthey plc (1999-2008) and Travis Perkins plc (2000-2009) and chairman of Galileo Brick Ltd (2003-2004) and Minova International Ltd (2003-2007). He is currently chairman of Mondo Minerals BV.

He is chairman of the Remuneration Committee and the senior independent director.

John Mogford**Non-Executive Director (57) ▲ ■**

John Mogford was appointed a non-executive director in June 2008. He is currently advising private equity on the energy sector and sits on several private company boards. He was formerly an executive vice president of BP plc having been with BP for over 30 years, initially in their exploration division and progressively rising to Executive Vice President (Chief Operating Officer US Downstream & Head of Refining). He held numerous positions in every area of operations from gas and renewables to upstream and downstream oil. Throughout his career with BP, John had a strong focus on health and safety and for a number of years was responsible for their global safety in operations.

He is a fellow of the Institution of Mechanical Engineers.

Richard Menell**Non-Executive Director (55) ▲**

Richard Menell was appointed a non-executive director in April 2009. Richard was previously an investment banker with JP Morgan in New York and Australia and an executive director of gold producer Delta Gold in Australia. He returned to South Africa in 1992 to join the Anglovaal Group and was appointed chief executive of Anglovaal Mining in 1996 and executive chairman in 2002. He was president and chief executive of TEAL Exploration & Mining Inc in 2005 until 2008. He was also formerly chairman of Avgold Ltd (1996-2004) and Bateman Engineering BV (2005-2009) and director of Mutual & Federal Insurance Company Ltd (1996 -2010) and Standard Bank Group Ltd (1997-2011).

Richard is currently a director of Gold Fields Ltd in South Africa and senior advisor to Credit Suisse. He is a fellow of the Geological Society (London), and both the Australasian and South African Institute of Mining and Metallurgy.

Lord Robertson of Port Ellen (George) KT, GCMG, HonFRSE, PC**Non-Executive Director (64) ■ ●**

Lord Robertson was appointed a non-executive director in February 2004. He is deputy chairman of TNK-BP and a non-executive director of Western Ferries (Clyde) Ltd. He is senior international advisor to Cable and Wireless Communications plc and a senior counsellor with The Cohen Group (USA). He was the Secretary of State for Defence from 1997 until 1999 before becoming Secretary General of NATO from 1999 until 2003. He was formerly a director of Smiths Group plc (2004-2006) and deputy chairman of Cable & Wireless plc (2004-2006). From 2004, he has been an advisor to the private equity group Englefield Capital.

He is joint president of Chatham House (Royal Institute of International Affairs), president of the Atlantic Council of the United Kingdom, chairman of the Ditchley Foundation and a member of Her Majesty's Privy Council. He is an honorary fellow of the Royal Society of Edinburgh and an Elder Brother of the Corporation of Trinity House.

- ▲ Audit Committee
- Remuneration Committee
- Nomination Committee

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