Notice of Annual General Meeting 2026

Thursday 30 April 2026 at 2.30 pm
1 West Regent Street, Glasgow G2 1RW

This document is important and requires your immediate attention

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

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 proxy card 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.

WEIR

Mining technology for a sustainable future

Letter to shareholders

The Weir Group PLC (the 'Company')
Registered in Scotland No. SC002934

Registered Office:
1 West Regent Street Glasgow
G2 1RW
Scotland
23 March 2026

Dear Fellow Shareholder,

Annual General Meeting 2026

I am pleased to invite you to our 2026 Annual General Meeting, which is to be held at our Head Office at 1 West Regent Street, Glasgow, on Thursday 30 April 2026 at 2.30 pm.

The Notice for this year's Annual General Meeting is contained on pages 5 to 6 of this document. The purpose of this letter is to provide some background to the business to be transacted at the Annual General Meeting. Resolutions 1 to 15 inclusive are proposed as ordinary resolutions, while resolutions 16 to 19 inclusive are proposed as special resolutions.

Your Directors strongly encourage Shareholders to vote on the resolutions proposed at the Annual General Meeting. Shareholders who would like to vote on the resolutions but cannot come to the Annual General Meeting can appoint a proxy to exercise all or any of their rights to attend, vote and speak at the Annual General Meeting by using one of the methods set out in the notes on pages 7 to 9 of this document.

Shareholders who are not intending to attend on the day but would like to ask a question can submit questions in advance to weirAGM@mail.weir or send by post to the Company's Head Office. If Shareholders require a response to a question prior to the proxy voting deadline, please ensure that the question is received by the Company by 6.00 pm on 21 April 2026, in which case the Company will endeavour to respond directly to the Shareholder by 24 April 2026. Please ensure that you include your name and Shareholder Reference Number (SRN) and, if your question is by post, the address to which a response should be sent.

As announced on 4 March 2026 and subject to Shareholder approval, a final dividend of 22.1 pence per ordinary share will be paid on 29 May 2026 to all Shareholders who are on the register of members of the Company on 1 May 2026.

If there are any changes to the arrangements for the Annual General Meeting described in this document, updates will be provided on our website: www.global.weir/investors/shareholder-information/agm/.

2025 Annual Report (Resolution 1)

Shareholders are being asked to receive the Annual Report and Financial Statements for the year ended 31 December 2025 (the '2025 Annual Report').

Remuneration Report (Resolution 2)

Shareholders are invited to approve the Directors' Remuneration Report which is contained in the 2025 Annual Report on pages 127 to 150. The report gives details of the Directors' remuneration for the year ended 31 December 2025. In line with relevant legislation, this vote will be advisory and does not affect the future remuneration paid to any Director.

At the 2025 Annual General Meeting, the Directors' Remuneration Policy was approved by Shareholders. The Directors' Remuneration Policy is not therefore required to be approved at this year's Annual General Meeting. The policy will be put to Shareholders again no later than the Annual General Meeting in 2028.

Final dividend (Resolution 3)

Subject to Shareholder approval, a final dividend of 22.1 pence per ordinary share will be paid on 29 May 2026 to all Shareholders who are on the register of members of the Company on 1 May 2026.

Re-election of Directors (Resolutions 4 to 12)

In accordance with the UK Corporate Governance Code 2024, all Directors are offering themselves re-election at the Annual General Meeting, as outlined in resolutions 4 to 12. Separate resolutions will be proposed for each Director's re-election.

The Board Performance Review conducted during 2025 (as explained in more detail on pages 101 and 102 of the 2025 Annual Report) concluded that each Director continues to make a positive and effective contribution to the Board and demonstrates commitment to the role. The Board has considered whether each of the independent Non-Executive Directors is free from any relationship that could materially interfere with the exercise of their independent judgement and has determined that each continues to be considered to be independent.

Biographies of all the Directors standing for re-election, including the reasons why their contribution to the Company is important to its long-term sustainable success, are set out in Appendix 1 to the Notice of Annual General Meeting, in the 2025 Annual Report and on the Company's website www.global.weir.

Appointment of auditors and determining the auditors' remuneration (Resolutions 13 and 14)

As announced on 17 June 2025, the Company completed a formal and competitive tender process for its external auditor, overseen by the Audit Committee, which carefully evaluated the offering of each participant. Following this process, the Audit Committee recommended, and the Board endorsed, the appointment of Ernst & Young LLP ('EY') as the Company's external auditor for the financial year ending 31 December 2026. Accordingly, Shareholder approval is now sought to appoint EY as auditor of the Company and PricewaterhouseCoopers LLP ('PwC') has provided the Company with a 'statement of circumstances' in connection with it ceasing to be auditor. A copy of PwC's Statement of Circumstances, as required by company law, is set out in Appendix 2 to the Notice of Annual General Meeting. The Board would also like to record its sincere thanks to PwC for their significant contribution and professional service to the Company during their tenure as external auditor.

Resolution 13 seeks to appoint EY as the Company's auditors to hold office until the conclusion of the next general meeting of the Company at which accounts are laid, and resolution 14 authorises the Company's Audit Committee to determine the auditors' remuneration.

Authority to allot shares (Resolution 15)

Under section 551 of the Companies Act 2006, the Directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised to do so by Shareholders. The Investment Association ('IA') guidelines on Directors' authority to allot shares, as published in February 2023, state that IA members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of a company's issued share capital, provided that any amount in excess of one-third of existing issued shares should be applied to fully pre-emptive offers only.

In accordance with these guidelines, this resolution 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 value of £21,634,337.50 representing 173,074,700 ordinary shares of 12.5 pence each, such amount being equal to approximately two-thirds of the issued ordinary share capital of the Company as at 16 March 2026, being the latest practicable date prior to publication of the Notice of Annual General Meeting (the 'Latest Practicable Date'). In accordance with IA guidelines, one half of that section 551 authority (equal to one third of the Company's issued ordinary share capital (excluding treasury shares) as at the Latest Practicable Date) will only be applied (if at all) to fully pre-emptive offers.

As at the Latest Practicable Date, 1,465 ordinary shares were held by the Company in treasury, which represents approximately 0.0006% of the total issued share capital of the Company (excluding treasury shares) as at that date.

The authority sought under this resolution will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 July 2027.

The Directors have no present intention to exercise the authority sought under this resolution and do not intend to issue any shares other than pursuant to the Company's Share Reward Plan (the 'SRP') or All-Employee Share Ownership Plan ('Weir ShareBuilder'); however, the Directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise which are consistent with the Company's strategic objectives and consider it desirable to have the maximum flexibility permitted by corporate governance guidelines.

Partial disapplication of pre-emption rights (Resolutions 16 and 17)

Resolutions 16 and 17 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under resolution 15 above for cash without complying with the pre-emption rights in the Companies Act 2006 in certain circumstances. Both will be proposed as special resolutions.

The Pre-Emption Group's Statement of Principles issued in November 2022 (the 'Pre-Emption Group Principles') allow companies to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or which has taken place in the twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer.

Letter to shareholders continued

Having considered the Pre-Emption Group Principles, the Directors consider it appropriate to continue to seek disapplication authorities in line with its previous practice, being over 5% of the Company's issued share capital for use on an unrestricted basis and a further 5% for use in connection with an acquisition or specified capital investment. This level of authority is permitted by institutional shareholder guidance and within the limits set out the Pre-Emption Group Principles as described above. The Board considers that it is in the best interests of the Company and its Shareholders generally that the Company have the flexibility conferred by resolutions 16 and 17 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise. The Directors confirm their intention to follow the shareholder protections contained in Part 2B of the Pre-Emption Group Principles.

Resolution 16 will therefore permit the Directors to allot equity securities for cash and sell treasury shares:

(a) up to a maximum nominal value of £21,634,337.50, representing two-thirds of the issued share capital of the Company as at the Latest Practicable Date, on an offer to existing Shareholders on a fully pre-emptive basis (that is including a rights issue or an open offer), with one-third being available only in connection with a fully pre-emptive offer (in each case subject to any adjustments, such as for fractional entitlements and overseas Shareholders, as the Directors see fit); and

(b) up to a maximum nominal value of £1,622,575, representing approximately 5% of the issued ordinary share capital of the Company as at the Latest Practicable Date otherwise than in connection with a pre-emptive offer to existing Shareholders.

Resolution 17 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £1,622,575, representing approximately a further 5% of the issued ordinary share capital of the Company as at the Latest Practicable Date, otherwise than in connection with a pre-emptive offer to existing Shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Group Principles described above.

As noted in relation to resolution 15 above, the Directors have no current intention of issuing ordinary shares other than in relation to the Company's SRP and Weir ShareBuilder share schemes.

The authority contained in resolutions 16 and 17 will expire upon the expiry of the authority to allot shares conferred in resolution 15 (that is, at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 July 2027).

Authority to purchase own shares (Resolution 18)

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 using this authority. 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 25,961,205 ordinary shares (being approximately 10% of the Company's issued share capital (excluding treasury shares) as at the Latest Practicable Date), and specifies the maximum and minimum purchase prices for the shares. It is the Company's current intention to hold any shares purchased in treasury for use in connection with the SRP or Weir ShareBuilder. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so. A maximum of 10% of the Company's issued share capital may be held as treasury shares. No dividends are paid on shares while they are held in treasury, and no voting rights attach to treasury shares. As at the Latest Practicable Date, there were 1,987,189 awards outstanding to subscribe for ordinary shares under the Company's share plans.

If the outstanding awards were fully exercised, they would represent approximately 0.77% of the issued share capital of the Company (excluding treasury shares). If the full authority to buy back shares (existing and being sought) were exercised, then the number of awards to subscribe for shares outstanding as at the Latest Practicable Date would represent 0.96% of the reduced share capital of the Company (excluding treasury shares).

This authority will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 July 2027. 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 19)

Resolution 19 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 is 21 clear days unless Shareholders approve a shorter notice period, which cannot be less than 14 clear days (annual general meetings must always be held on at least 21 clear days' notice).

The Companies Act 2006 also requires, in order for the Company to be able to call a general meeting on less than 21 clear days' notice, that it 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 days to 14 days. The Board is therefore proposing resolution 19 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, taking into account the circumstances, the Directors consider that the flexibility is merited by the business of the meeting and is to the advantage of Shareholders as a whole.

Recommendation and action to be taken

The Board believes that the proposed resolutions are in the best interests of the Company and its Shareholders and the Directors recommend that you give them your full support by voting in favour of resolutions 1 to 19, which they intend to do in respect of their own beneficial holdings.



Barbara Jeremiah
Chair of The Weir Group PLC

23 March 2026

Notice of Annual General Meeting

Notice is hereby given that the one hundred and thirty-second Annual General Meeting of The Weir Group PLC (the 'Company') will be held at the Company's Head Office, 1 West Regent Street, Glasgow G2 1RW, on 30 April 2026 at 2.30 pm for the purpose of transacting the following business:

To consider and, if thought fit, pass resolutions 1 to 15 inclusive as ordinary resolutions and resolutions 16 to 19 inclusive as special resolutions:

1. That the audited financial statements of the Company for the year ended 31 December 2025 and the Reports of the Directors and Auditors of the Company thereon, be received.
2. That the Directors' Remuneration Report contained on pages 127 to 150 of the Annual Report and Financial Statements of the Company for the year ended 31 December 2025 be approved.
3. That a final dividend for the year ended 31 December 2025 of 22.1 pence per ordinary share of 12.5 pence each in the capital of the Company, payable on 29 May 2026 to those Shareholders on the register of members of the Company at the close of business on 1 May 2026 be declared.
4. That Barbara Jeremiah be re-elected as a Director of the Company.
5. That Jon Stanton be re-elected as a Director of the Company.
6. That Brian Puffer be re-elected as a Director of the Company.
7. That Dame Nicola Brewer be re-elected as a Director of the Company.
8. That Andrew (Andy) Agg be re-elected as a Director of the Company.
9. That Nicholas (Nick) Anderson be re-elected as a Director of the Company.
10. That Penelope (Penny) Freer be re-elected as a Director of the Company.
11. That Tracey Kerr be re-elected as a Director of the Company.
12. That Bennetor (Ben) Magara be re-elected as a Director of the Company.
13. That Ernst & Young LLP be appointed as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
14. That the Company's Audit Committee be authorised to determine 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, in substitution for all existing authorities to the extent unused, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
    (a) up to an aggregate nominal value of £10,817,168.75;
    (b) up to a further aggregate nominal value of £10,817,168.75 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a fully pre-emptive offer to holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

    provided that the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 July 2027, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or such rights to be granted after such expiry and the Directors may allot equity securities and grant rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.
16. That if resolution 15 is passed, the Directors be and are hereby authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:
    (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of resolution 15 by way of a fully pre-emptive offer only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal value of £1,622,575,

such authority to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 July 2027, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

17. That if resolution 15 is passed, the Directors be and are hereby authorised, in addition to any authority granted under resolution 16, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

    (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal value of £1,622,575; and

    (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

    such authority to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 July 2027, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

18. That 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 12.5 pence each in the capital of the Company provided that:

    (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 25,961,205, representing approximately 10% of the issued ordinary share capital of the Company as at 16 March 2026;

    (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 12.5 pence;

    (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall be the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority hereby conferred will be carried out;

    (d) unless previously renewed, varied or revoked by the Company in general meeting, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 July 2027; and

    (e) the Company may make a contract or contracts to purchase ordinary 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 contracts.

19. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board



Jennifer Haddouk
Company Secretary

Registered Office:
1 West Regent Street Glasgow G2 1RW Scotland

23 March 2026

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 6.30 pm on 28 April 2026 or, if this Annual General Meeting is adjourned, at 6.30 pm on the day which is two days before the day of the adjourned meeting (excluding any part of a day which is not a working day). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote (and the number of votes they may cast) at the Annual General Meeting, or adjourned meeting.
2. If you are attending the Annual General Meeting in person, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the Annual General Meeting and will speed up your admission. You may find it useful to also bring the Notice of Annual General Meeting and the 2025 Annual Report so you may refer to them at the Annual General Meeting.

   All joint Shareholders may attend and communicate at the Annual General Meeting; however, only the first Shareholder listed on the register of members of the Company is entitled to vote.

   All Shareholders or their proxies will have the opportunity to ask questions at the Annual General Meeting. 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, if it would involve the disclosure of sensitive information, or if the answer has already been given on a website in the form of an answer to a question. The Chair may also nominate a representative to answer a specific question after the Annual General Meeting or refer the Shareholder 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. Your proxy must vote as you instruct and must attend the Annual General Meeting either electronically or in person to represent you for your vote to be counted. Unless you are appointing the Chair as your proxy, please check with your appointed proxy prior to appointing him/her that he/she intends to attend the Annual General Meeting. A Shareholder must inform the Company in writing of any termination of the authority of a proxy.
4. Voting on resolutions 1 to 19 will be conducted by way of a poll.
5. To appoint a proxy you may:
   (i) register the appointment of your proxy vote electronically using the internet by going to www.investorcentre.co.uk/eproxy and follow the instructions provided. The proxy appointment must be received by Computershare at the address referred to on the website by 2.30 pm on 28 April 2026 or, if this Annual General Meeting is adjourned, not less than 48 hours before the adjourned meeting. Please note that any electronic communication sent to the Company's Registrar 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 2.30 pm on 28 April 2026 or, if this Annual General Meeting is adjourned, not less than 48 hours before the adjourned meeting; or

   (iii) if you hold your shares in uncertificated form, utilise the CREST electronic proxy appointment service as set out overleaf; or

   (iv) if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2.30 pm on 28 April 2026 or , if this Annual General Meeting is adjourned, not less than 48 hours before the adjourned meeting in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
6. Appointing a proxy will not preclude a Shareholder from attending and voting 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. In the case of joint Shareholders, where more than one of the joint Shareholders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

8. To change your proxy instructions, you may return a new proxy card or instruction in accordance with note 5. Please contact the Company's Registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY if you require another proxy card. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two (or more) valid but differing appointments of proxy are received in respect of the same share(s) for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards the relevant share(s). If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).

9. The following documents are available for inspection at the registered office during usual business hours and will be available at the place of the Annual General Meeting from 2.15pm until its conclusion:

   (i) copies of terms of appointment or service contracts, as appropriate, of the Directors; and

   (ii) copies of the Directors' deeds of indemnity.

10. The statement of rights of Shareholders in relation to the appointment of proxies above does not apply to any nominated persons. The rights described in these paragraphs can only be exercised by Shareholders.

11. Information regarding the Annual General Meeting including the information required by section 311A of the Companies Act 2006 is available at www.global.weir/investors/shareholder-information/agm. You can contact the Company electronically by emailing weirAGM@mail.weir. Any email should be accompanied by your full name and Shareholder Reference Number (SRN) as authentication.

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 Annual General 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 Shareholders 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 259,613,517 ordinary shares of 12.5 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company. There are 1,465 ordinary shares held as treasury shares and therefore the total number of voting rights in the Company as at 9.00 a.m. on the Latest Practicable Date is 259,612,052. The Company's website includes information on the number of ordinary shares in issue and voting rights thereon.

14. 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.

15. 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 on the Euroclear website www.euroclear.com. 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 & International 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.

Notes continued

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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/her 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.

16. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out, but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that Shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

17. The contents of this Notice of Annual General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website www.global.weir.

18. You may not use any electronic address provided in this Notice of Annual General Meeting to communicate with the Company for any purposes other than those expressly stated.

19. The Company will process personal data that Shareholders provide to the Company, including the personal data of a Shareholder's proxy if a proxy is provided. Personal data includes all data provided by Shareholders, or on behalf of Shareholders, which relates to: (1) the Shareholder, including name and contact details, the votes that the Shareholder casts and any other personal data collected by the controller regarding the shareholder (for example, their Shareholder Reference Number (SRN)); and (2) any person who is identified as a proxy by a Shareholder via form of proxy, including their name and contact details.

The Company will also process personal data of Shareholders and/or their proxy to the extent that Shareholders or their proxy attend meetings held by the Company and the Company documents or makes a recording of these meetings, in which case personal data processed by the Company may include images and audio of the Shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings.

Please note that if Shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the Shareholder to communicate this privacy information to such proxy.

The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to Shareholders, fulfilling the Company's legal obligations and communicating with Shareholders.

The Company's lawful bases for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations.

All of this data will be processed in accordance with the Company's privacy notice which can be accessed at www.global.weir/privacy-statement/.

Appendix 1 – Board of Directors

The Board considers that each Director standing for election or re-election at the Annual General Meeting in 2026 continues to promote the long-term sustainable success of the Company by contributing a specialist skill set that is valuable to the Company and its stakeholders and that is complementary to the Board as a whole. You can read more about the Directors' individual skillsets in the Nomination Committee Report on page 107 of the 2025 Annual Report.



Barbara Jeremiah (N)

Chair

Nationality: American

Independent: Yes

Date of appointment:
Non-Executive Director since 1 August 2017; Senior Independent Director (SID) from 1 January 2020–28 April 2022; Chair Designate from 2 September 2021; Chair from 28 April 2022.

Barbara's leadership and governance experience allows her to effectively contribute to the Board. Barbara has a BA in Political Science and is a qualified lawyer.

Previous experience:
Over 30 years in senior leadership roles within Alcoa Inc., former chairwoman of Boart Longyear Limited. Non-executive director at Premier Oil plc, Aggreko plc, and Russel Metals Inc.

Key external appointments:
SID and chair of the remuneration committee of Senior Plc; SID and chair of the investment committee of Johnson Matthey Plc.



Jon Stanton

Chief Executive Officer

Nationality: British

Independent: No

Date of appointment:
Chief Executive Officer since 1 September 2016; Finance Director from April 2010–September 2016.

Jon has led the Weir portfolio transformation and oversees the delivery of the We are Weir strategic framework to create long-term sustainable performance improvement. He provides leadership to deliver the strategy and ensure it aligns with our purpose and values and, in particular, our zero harm commitments. Jon is committed to regular engagement with stakeholders and to ensuring stakeholder views and concerns are heard, understood and considered.

Jon served as a non-executive director of Imperial Brands Plc from May 2019 to March 2026.

Key external appointments:
None.



Brian Puffer

Chief Financial Officer

Nationality: British/American

Independent: No

Date of appointment:
1 March 2024

Brian is an accomplished finance leader with a strong track record. In addition, his extensive experience of business transformation is helping the Group to execute on its strategy and deliver the benefits of Performance Excellence.

Brian joined Weir from BP plc where he held the role of chief financial and risk officer for BP Integrated Supply and Trading. Prior to that, he was senior vice president of BP's Global Business Services between 2012 and 2017, having joined BP in 2009 as senior vice president of group finance.

Key external appointments:
None.



Dame Nicola Brewer (N) (R) (S)

Senior Independent Director, Non-Executive Director

Nationality: British

Independent: Yes

Date of appointment:
21 July 2022

Extensive international relations and communications expertise from a distinguished diplomatic career.

Previous experience:
Vice Provost (international) of University College London, held senior positions in the Foreign and Commonwealth Office of the British Government, British High Commissioner to South Africa between 2009 and 2013, chief executive of the Equality and Human Rights Commission from 2007 to 2009.

Key external appointments:
Non-executive director and chair of the sustainable development committee of Iberdrola SA; co-chair of the UK group of the Trilateral Commission.

Committee membership key:

- (R) Remuneration Committee member
- (S) Safety, Sustainability and Technology Committee member
- Committee Chair
- (A) Audit Committee member
- (N) Nomination Committee member

Appendix 1 – Board of Directors continued



Andrew Agg (A) (S)
Non-Executive Director

Nationality: British

Independent: Yes

Date of appointment:
27 February 2024

Andy brings significant financial experience to the Board from his role as chief financial officer of National Grid plc.

Previous experience:
Held several senior finance leadership roles across the National Grid group, including as group financial controller, UK CFO and group tax and treasury director.

Andy started his career at PricewaterhouseCoopers and is a member of the Institute of Chartered Accountants in England and Wales.

Key external appointments:
Chief financial officer of National Grid plc; member of The 100 Group Main Committee.



Nick Anderson (A) (N) (R)
Non-Executive Director

Nationality: British/American

Independent: Yes

Date of appointment:
15 May 2024

Nick brings a wealth of experience to the Board as a leader in international engineering and manufacturing operations.

Previous experience:
Group chief executive of Spirax-Sarco Engineering plc, chief operating officer and director EMEA for the group's Steam Specialities business. Former senior roles at Smiths Group plc, including vice-president of John Crane Asia Pacific and president of John Crane Latin America. Earlier roles with Alcoa Aluminio in Brazil and Argentina, and the Foseco Minsep Group plc in Brazil.

Key external appointments:
Non-executive director of BAE Systems plc; non-executive director of Hill & Smith Plc (effective 11 March 2026), and chair of the board and nomination committee (effective in May 2026).



Penelope Freer (A) (R)
Non-Executive Director

Nationality: British

Independent: Yes

Date of appointment:
23 October 2023

Penny's investment expertise and leadership strengthen the Board and support the Group's strategic objectives.

Previous experience:
Over 25 years in a wide range of investment banking roles. Led Robert W Baird's UK equities division, eight years at Credit Lyonnais Securities where she headed the small and mid-cap equities business.

Key external appointments:
Chair of AP Ventures LLP; chair of board, management engagement and nomination committees of The Henderson Smaller Companies Investment Trust plc, and non-executive director of Mercia Asset Management plc.



Tracey Kerr (A) (S)
Non-Executive Director

Nationality: Australian/British

Independent: Yes

Date of appointment:
21 July 2022

Extensive experience in operations, sustainability and safety in global mining businesses.

Previous experience:
Group head of sustainable development at Anglo American plc. Held accountability for safety, operational risk management and sustainable development across the Anglo American group, served as group head of exploration. Held a variety of roles at Vale SA and BHP Pty Ltd. Non-executive director at Polymetal International Plc and Jubilee Metals Group PLC.

Key external appointments:
SID at Hochschild Mining PLC, and non-executive director of Antofagasta PLC.



Ben Magara (R) (S)
Non-Executive Director

Nationality: Zimbabwean

Independent: Yes

Date of appointment:
19 January 2021

A seasoned mining industry leader. Extensive experience of leading global mining businesses, which is critically important to the Board as the Group delivers on its strategy. Since 2019, Ben has run his own mining advisory firm.

Previous experience:
CEO of Lonmin Plc, senior mining executive at Anglo American plc, executive vice president of engineering & projects for Anglo Platinum, CEO of Anglo Coal SA.

Ben is our Designated Director responsible for employee engagement.

Key external appointments:
Chief executive officer at Exxaro Resources Limited.

Committee membership key:
- (R) Remuneration Committee member
- (S) Safety, Sustainability and Technology Committee member
- Committee Chair
- (A) Audit Committee member
- (N) Nomination Committee member

Appendix 2 – PwC Letter – Section 519 Statement

The Directors
The Weir Group PLC
10th Floor
1 West Regent Street
Glasgow
G2 1RW

13 March 2026

Dear Ladies and Gentlemen,

Statement of Reasons connected with ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number C001004062, ceasing to hold office as auditors of The Weir Group PLC, registered no: SC002934 (the "Company") effective from 30 April 2026.

The reason we are ceasing to hold office is that the Company undertook a competitive tender process for the position of statutory auditor and we were unsuccessful in retaining the audit.

Section 519(3A) of the Act, requires that "Where there are matters connected with an auditor's ceasing to hold office that the auditor considers need to be brought to the attention of members or creditors of the company, the statement under this section must include details of those matters." We do not consider there to be any such matters.

Yours faithfully,

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP, 120 Bothwell Street, Glasgow G2 7JS
T: +44 (0) 141 355 4000, F: +44 (0) 141 355 4005, www.pwc.co.uk

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH.PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business and by the Solicitors Regulation Authority for regulated legal activities.

Mining technology for a sustainable future

The Weir Group PLC
Registered in Scotland No. SC002934
Registered Office:
1 West Regent Street Glasgow
G2 1RW Scotland

Telephone: +44 (0)141 637 7111
Email: weirAGM@mail.weir
Website: www.global.weir