



To the Shareholders of Foster Wheeler AG:

INVITATION TO THE EXTRAORDINARY GENERAL MEETING

To be held on Monday, 19 January 2015, at our offices at Lindenstrasse 10, 6340 Baar, Switzerland at 9:00 a.m., Central European Time (doors open at 8:45 a.m.).

Agenda and Proposals of the Board of Directors

1. Approval of the Merger Agreement between Foster Wheeler AG, A FW International Investments GmbH and AMEC International Investments B.V. and of the Statutory Standalone Interim Accounts of Foster Wheeler AG as of 30 September 2014

The Board of Directors proposes that the merger agreement between Foster Wheeler AG, Lindenstrasse 10, 6340 Baar, A-FW International Investments GmbH, c/o Foster Wheeler AG, Lindenstrasse 10, 6340 Baar, and AMEC International Investments B.V., Meander 251, 6825 MC Arnhem, the Netherlands, dated 8 December 2014, pursuant to which Foster Wheeler AG will be absorbed by way of merger by A-FW International Investments GmbH and dissolved without liquidation and deleted from the Commercial Register, and the statutory standalone interim accounts of Foster Wheeler AG as of 30 September 2014, be approved.

2. Grant of Discharge from Liability to the Board of Directors and the Executive Officers for 2014

The Board of Directors proposes that discharge from liability be granted to the members of the Board of Directors of Foster Wheeler AG and to the executive officers of Foster Wheeler AG for their term of office from 1 January 2014 through and including 30 September 2014. Such discharge shall also apply to those former members of the Board of Directors of Foster Wheeler AG and executive officers of Foster Wheeler AG whose term ended during the course of 2014.

3. Other Business

The Extraordinary General Meeting will address any other matters that properly come before the Extraordinary General Meeting.

Documentation

As announced by publication in the Swiss Official Gazette of Commerce No. 241 on Friday, 12 December 2014, the merger agreement and the merger report both dated 8 December 2014, the audit report pursuant to article 15 of the Swiss Merger Act dated 8 December 2014 prepared by Ernst & Young AG, Zurich, as well as the statutory standalone interim accounts as of 30 September 2014 of Foster Wheeler AG, and the standalone interim accounts as of 30 September 2014 of Amec Foster Wheeler plc and AMEC International Investments B.V., and the opening balance sheet of A-FW International Investments GmbH as of 14 November 2014, were made available for inspection at our and at A-FW International Investment GmbH's offices both at Lindenstrasse 10, 6340 Baar, Switzerland, as well as at AMEC International Investments B.V.'s offices at Meander 251, 6825 MC Arnhem, the Netherlands, and at Amec Foster Wheeler plc's offices at Booths Park, Chelford Road, Knutsford, Cheshire WA16 8QZ, United Kingdom. In addition, the audited statutory standalone and consolidated annual accounts and annual reports for the financial years ending on 31 December 2013, 2012 and 2011 of Foster Wheeler AG and Amec Foster Wheeler plc, the fairness opinion letter prepared by IFBC AG dated 8 December 2014, the proxy statement of Foster Wheeler AG regarding the Extraordinary General Meeting and the articles of association of Amec Foster Wheeler plc were made available for inspection as well. All of these documents were made available and still are available for inspection for a period of at least 30 days ending on Sunday, 18 January 2015.

Language

The Extraordinary General Meeting will be held in English.

Participation

Only shareholders entered in the share register of Foster Wheeler AG with the right to vote on 15 December 2014 will be entitled to participate in the Extraordinary General Meeting. Such shareholders will receive their admission tickets enclosed with the proxy statement and the proxy card. Please note that you do not need to attend the Extraordinary General Meeting in person and that you may appoint a proxy to represent you as described in the proxy statement of Foster Wheeler AG. Mr. Sandro Tobler, attorney-at-law and notary public, BKS Advokatur Notariat, Baarerstrasse 8, 6300 Zug, Switzerland may be appointed as Independent Proxy to represent you (as described in the proxy statement of Foster Wheeler AG) at the Extraordinary General Meeting of Shareholders to be held at the above indicated place and time or any postponements thereof.

Baar, 19 December 2014

For the Board of Directors of
Foster Wheeler AG:
Ian P. McHoul
Chairman of the Board of Directors

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