Part A: Summary of Proposed Amendments to the Aggreko Performance Share Plan 2004 (the 'PSP') and the Aggreko Co-investment Plan 2004 (the 'CIP')

Principal features of the PSP

Under the current rules of the PSP in any financial year an eligible employee may be granted a conditional award of shares (called a 'Performance Share Award' or 'Base PSP Award') over ordinary shares in the Company ('Shares') with a market value normally not exceeding 100% of his base salary (200% in exceptional circumstances). For the purposes of the PSP 'base salary' is defined as meaning an eligible employee's annual base salary before tax (excluding bonuses and benefits in kind) at the time that an invitation to participate in the PSP is issued. A Base PSP Award will vest subject to (i) the satisfaction of the performance conditions described below over a three year performance period comprising the three financial years of the Company commencing with the financial year in which the award is granted, and (ii) the continued employment of the employee within the Group.

75% of a Base PSP Award is subject to an earnings per share ('EPS') target and 25% of a Base PSP Award is subject to a Return on Capital Employed ('ROCE') target.

The EPS-based performance condition measures real compound growth in aggregate EPS over the performance period. For the purposes of awards granted under the PSP (and the CIP) EPS is defined as meaning the fully diluted EPS as published in the Annual Report and Accounts of the Company for each financial year during the relevant performance period. In 2007, that part of a Base PSP Award subject to the EPS target will not vest if real compound growth in aggregate EPS is 3% or less per annum. Maximum vesting of the portion of the Base PSP Award subject to the EPS target will occur if real compound growth in aggregate EPS is 8% or more per annum. For performance between these levels, between 0% and 100% of the total number of Shares subject to the EPS-based performance target will vest on a straight-line basis. For 2008, the measure has been set at 3%-10%.

The ROCE-based performance target measures average ROCE over the performance period. The Remuneration Committee reviews the appropriate ROCE performance range for each annual grant of awards made under the PSP. For awards made in 2007, the portion of a Base PSP Award subject to the ROCE performance target will not vest if average ROCE is 20% or less per annum and maximum vesting will occur if average ROCE is 23% or more per annum. For performance between these levels, between 0% and 100% of the total number of Shares subject to the ROCE-based performance condition will vest on a straight-line basis. For 2008, the range has been set between 23% and 25%.

The minimum and maximum average ROCE targets approved by Shareholders in 2004 were 13.7% and 15.7% per annum.

The same EPS and ROCE based performance targets and vesting schedules also apply to existing Matching Share Awards granted by the Company under the CIP (see Principal features of the CIP below).

Proposed Amendments to the PSP

Performance conditions applying to Base PSP Awards granted on or after 23 April 2008

As set out above, it is envisaged that future Base PSP Awards will be subject to the same performance conditions as those currently applying to Base PSP Awards (i.e. EPS and ROCE) except that maximum vesting of the portion of a Base PSP Award subject to the EPS target will only be achieved if the real compound growth in aggregate EPS is 10% or more per annum (increased from the current target of 8% or more per annum).

The ROCE-based performance targets will continue to be set by the Remuneration Committee which for 2008 have been set at between 23% and 25%.

It is proposed that these amended performance conditions will also apply to future CIP awards granted on or after 23 April 2008 (see Proposed amendments to the CIP – Performance Conditions applying to future Share Matching Awards below).

Individual limits – Super PSP Awards

It is proposed that the rules of the PSP are amended to provide that the Committee may award a Base PSP Award on the condition that the total number of Shares that vest is multiplied by a factor of between 1.3 and 2, subject to the achievement of an additional stretching EPS-based performance target (such award being known as a 'Super PSP Award'). Super PSP Awards will be awarded on the basis that if the real compound growth in aggregate EPS over the three-year performance period applying to Base PSP Awards is equal to 13% per annum, the total number of Shares that vest under a linked Base PSP Award will be multiplied by 130%. If real compound growth in aggregate EPS over the performance period exceeds 13% per annum, the total number of Shares that vest under a Base PSP Award will be subject to the following multipliers:

EPS growth in excess of RPI over the three year performance period applying to Base PSP Awards	Multiplier applying to the number of shares that vest under a linked Base PSP Award
Between 10% and 13% p.a.	1
Equal to 13% p.a.	1.3
Equal to or greater than 20% p.a.	2
Between 13% and 20% p.a.	Between 1.3 and 2 on a straight-line basis

Subject to shareholder approval, the same performance targets and multiples will also apply to 'Super Matching Awards' under the CIP (see Proposed amendments to the CIP – Super Matching Awards below).

For example, employee X is granted a Base PSP Award under the PSP over 50,000 shares and the Committee determine that X shall also be entitled to a Super PSP Award. At the end of the performance period real compound growth in aggregate EPS is equal to 15% per annum and the ROCE targets have been satisfied in full.

X's Base PSP Award vests in full (i.e. 50,000 Shares vest). In addition, X will be entitled to receive a Super PSP Award equal to an additional 25,000 Shares (i.e. X would receive a total of 75,000 Shares). If, for example, real compound growth in aggregate EPS was equal to 20% per annum over the performance period, X would receive a Super PSP Award equal to an additional 50,000 Shares (i.e. X would receive a total of 100,000 Shares).

In accordance with the rules of the PSP, the Committee may vary the terms of the performance conditions applying to existing Super PSP Awards (the 'super performance conditions') to take account of technical changes (e.g. changes in accounting standards, the impact of corporate events including acquisitions by the Company etc.), provided the Committee considers the varied conditions are fair and reasonable and not materially less challenging than the original super performance conditions would have been but for the event in question. Similarly, the Committee may set different super performance conditions from those described above for future Super PSP Awards provided that in the reasonable opinion of the Committee, the new super performance conditions and targets are not materially less challenging in the circumstances than those described above.

In the event that a Performance Shares Award vests early by reason of a participant ceasing to be a director or employee of a group company for one of the 'good leaver' reasons specified in the PSP (e.g. death, injury, ill-health, retirement, redundancy, the sale or transfer of his employing company or business to a person who is not a group member, or any other reason permitted by the Committee) or upon the occurrence of a takeover, scheme of arrangement, winding-up or demerger of the Company (a 'Relevant Event') the performance period will end early on the date of the Relevant Event and the Committee will determine the extent to which the super performance condition has, or would have, in its opinion, been satisfied. In so doing the Committee may take into account the fact that the super performance condition will be measured over a shorter period than originally envisaged.

Subject to shareholder approval, these same conditions will also apply to the proposed Super Matching Awards (see Proposed amendments to the CIP – Super Matching Awards below).

Principal Features of the CIP

Under the CIP, eligible employees may invest up to a maximum of 20% of their base salary in Shares ('Investment Shares'). For the purposes of the CIP 'base salary' is defined as meaning an eligible employee's annual base salary before tax (excluding bonuses and benefits in kind) at the time that an invitation to participate in the CIP is issued.

Currently eligible employees may be granted a Matching Share Award by the Company with a minimum guaranteed match of three Shares for every four Investment Shares held by a participant (i.e. a 75% match) (known as the 'Minimum Match') subject to the continued employment of the employee within the Company's group and provided that the linked Investment Shares are retained by participants over a three year period.

Currently, higher levels of matching, up to a maximum match of six Shares for every four Investment Shares held (known as the 'Maximum Match'), can be achieved subject to continued employment within the Company's group, the retention of Investment Shares and the satisfaction of performance conditions. The performance conditions only apply to that part of a Matching Share Award in excess of the Minimum Match and are exactly the same as the conditions that apply to Base PSP Awards, as described above. Specifically in 2007, 75% of the total number of shares subject to the performance conditions will vest subject to the achievement of a target based on real compound growth in aggregate EPS over three years of 3% (0% vesting) to 8% (100% vesting) per annum; and 25% of the total number of shares subject to the performance condition will vest subject to the achievement of a target based on average ROCE over three years of 20% (0% vesting) and 23% (100% vesting) per annum. In 2008, the measures have been set at 3%-10% EPS and between 23% and 25% ROCE.

For example, under the current terms of the CIP, assuming a Maximum Match of six Shares for every four Investment Shares committed under the plan, if employee X had committed 12,000 Investment Shares he would have been granted a Matching Share Award over a total of 18,000 Shares, of which 9,000 Shares would have been subject to the Minimum Match. Of the 9,000 Shares in excess of the Minimum Match, 6,750 Shares would be subject to the EPS based performance condition and 2,250 Shares would be subject to the ROCE based performance condition.

In all other respects the rules of the CIP are similar to the rules of the PSP.

Proposed Amendments to the CIP

Performance conditions applying to Matching Share Awards granted on or after 23 April 2008

Future Matching Share Awards granted on or after 23 April 2008 (excluding Shares subject to the Minimum Match) will be subject to the same performance conditions as those applying to future Base PSP Awards granted on or after 23 April 2008 as summarised above (see Performance Conditions applying to Base PSP Awards granted on or after 23 April 2008).

Individual limits

Investment Shares

It is proposed that the maximum value of Investment Shares that may be committed by an eligible employee under the CIP in any financial year of the Company is increased from 20% to 30% of that eligible employee's base salary.

Matching Share Awards

It is proposed that the rules of the CIP are amended so that the total number of Shares over which a Matching Share Award may be granted to an eligible employee in any financial year of the Company is subject to an increased maximum match equal to eight Shares for every four Investment Shares committed to the CIP (i.e. a 2 x match). In addition, the Minimum Match will be reduced to three Shares for every six Investment Shares held (i.e. a 50% match).

For example, if in the future employee X commits 12,000 Investment Shares, he may be awarded a Matching Shares Award over a total 24,000 Shares, of which 6,000 Shares will be subject to the Minimum Match and 18,000 Shares will be subject to the EPS and ROCE based performance conditions.

Super Matching Awards

In the same way that the Committee wishes to be able to grant Super PSP Awards under the Performance Share Plan (see Proposed amendments to the PSP – Super PSP Awards above), it is proposed that the rules of the CIP are amended to allow the Committee to grant Matching Share Awards on the condition that the total number of Shares that vest is multiplied by a factor of between 1.3 and 2, subject to the achievement of an additional stretching EPS-based performance target (such award being known as a 'Super Matching Award'). The performance conditions applying to Super Matching Awards will be the same as those that apply to Super PSP Awards, as described above. Specifically, if real compound growth in aggregate EPS over the three-year performance period applying to Matching Share Awards is equal to 13% per annum, the total number of Shares that vest will be multiplied by 130%. Similarly, if real compound growth in aggregate EPS over the performance period exceeds 20% per annum, the total number of Shares that vest will be multiplied by 200%, with straight-line vesting between these two points.

For example, employee X commits 12,000 Investment Shares under the CIP and is granted a Matching Share Award over 24,000 Shares. At the end of the performance period X has retained all of his Investment Shares and real compound growth in aggregate EPS is equal to 15% per annum and the ROCE targets have been satisfied in full. Accordingly, X's Matching Share Award over 24,000 Shares vests in full. In addition, X will be entitled to receive a Super Matching Award equal to an additional 12,000 Shares (i.e. X would receive a total of 36,000 Shares). If, for example, real compound growth in aggregate EPS was equal to 20% per annum over the performance period, X would receive a Super Matching Award equal to an additional 24,000 Shares (i.e. X would receive a total of 48,000 Shares).

The Committee will be able to alter the performance conditions applying to existing Super Matching Awards and set new performance conditions in the same circumstances and on the same terms as those that apply to Super PSP Awards, as described above.

Similarly, if a Matching Share Award vests early by reason of a participant ceasing to be a director or employee of a group company for one of the 'good leaver' reasons described under the PSP above or upon the occurrence of takeover, scheme of arrangement, winding-up or demerger of the Company, the extent to which the performance conditions applying to Super Matching Awards have been satisfied will be determined by the Committee in the same way as the conditions applying to Super PSP Awards, as described above.

Part B: Summary of the Material Changes to the Articles of Association of the Company

The principal changes arising from the adoption of the new articles of association pursuant to Resolution 16 (the 'New Articles') are set out below. References to Article numbers are references to a particular Article in the New Articles.

Articles that Duplicate Statutory Provisions

Certain provisions in the current Articles which replicate provisions contained in companies legislation are in the main amended to bring them into line with the Companies Act 2006 (the '2006 Act'). Certain examples of such provisions, including provisions as to convening general meetings and proxies, are detailed below.

Electronic Communications and CREST

The New Articles contain amendments designed to maximise the Company's ability to use electronic systems for communication with shareholders.

Companies have been able to communicate with shareholders by electronic means (i.e. email) in respect of certain types of information for some years. However, the 2006 Act extends this communication method to all shareholder information (including company notices, documents and other information) and enables the Company to invite shareholders to agree that information may be supplied by means of a website. The amendments within the New Articles allow the Company to take advantage of the changes within the 2006 Act which may lead to administrative cost savings in the future.

The key change in the 2006 Act is that it enables the Company to communicate with shareholders by placing documents on the Company's website unless shareholders expressly elect to receive hard copy documents. It is important to note that before doing so the Company is required to write to all shareholders and give them the opportunity to decide whether they would prefer to receive documentation in hard copy form. They are given a period to respond and, if they do not, website communication becomes the default method. The website can be used to distribute various items including notices of meetings, annual reports, accounts and summary financial statements. This will reduce overheads by cutting down substantially on printing costs and paper usage and will also benefit the environment.

In addition, the New Articles further simplify procedures for transacting the business of the Board by permitting the service of notice of resignation, appointment of alternates and execution of directors' resolutions by electronic means.

Uncertificated Shares

The existing Articles contain provisions permitting the holding of shares in uncertificated form in accordance with the CREST uncertificated securities system. Under the Uncertificated Securities Regulations 2001, Euroclear UK & Ireland Limited ('Euroclear') is the holder of the register of the uncertificated shares in the issuer. The Registrar continues to hold the register of the certificated shares but it is only a copy record (obtained from Euroclear) of uncertificated shares held by the issuer.

Given the importance of the register of members being accurate (in respect of both certificated and uncertificated shares), the New Articles have been clarified as follows:

- by the addition of a 'catch-all' provision at Article 14(B) so that the Articles cannot be interpreted as being inconsistent in any way with Euroclear keeping the official register of uncertificated securities; and
- by providing that the Company will not be liable for a failure of its obligation to maintain a register of uncertificated shares (Article 14(E)).

Form of Resolution

The existing Articles contain provisions referring to 'extraordinary' resolutions and 'extraordinary' general meetings. These concepts have been abolished under the 2006 Act. Meetings of shareholders other than annual general meetings are referred to simply as general meetings. Any resolution requiring a 75% majority will be a 'special' resolution. Where for any purpose an ordinary resolution is required a special resolution shall also be effective.

Convening of General Meetings and Annual General Meetings

The provisions of the existing Articles dealing with the convening of general meetings and annual general meetings and the length of notice required to convene such meetings are amended in the New Articles to conform to the new provisions of the 2006 Act. In particular, general meetings to consider special resolutions can now be convened on 14 clear days' notice whereas previously 21 clear days' notice was required. An annual general meeting still requires 21 clear days' notice.

Votes of Members

Under the 2006 Act proxies are entitled to vote on a show of hands whereas under the existing Articles proxies are only entitled to vote on a poll. The time limits for the appointment of proxies have also been altered by the 2006 Act so that weekends and bank holidays do not need to be counted in determining the time limits for lodging of proxies. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share or class of shares held by the shareholder.

Corporate Representatives

The 2006 Act permits a corporate shareholder to appoint multiple corporate representatives who can attend, speak, vote and count towards a quorum at any general meeting. However, where multiple corporate representatives exercise votes in different ways, the 2006 Act provides that no votes have been exercised. The New Articles reflect the provisions in the 2006 Act.

Age of Directors on Appointment
The existing Articles require the Company to give notice to the members of the age of any potential appointee to the board of directors where that appointee is 70 years old or more. This has been deleted in the New Articles as it may fall foul of age discrimination legislation.

Retirement of Directors by Rotation
The Combined Code on Corporate Governance recommends that all directors must submit themselves for election at every third annual general meeting following the meeting at which they were elected or last re-elected. The New Articles reflect this position.

Conflicts of Interest
The New Articles retain the provisions of the existing Articles in relation to directors' conflicts of interest. However, it is intended that with effect from 1 October 2008 these provisions will be amended to reflect new provisions of the 2006 Act in relation to directors' conflicts of interests which are expected to come into force on that date.

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or may conflict, with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, insofar as the articles of association contain a provision to this effect. The 2006 Act also allows articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision, the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and the availability of board papers to protect a director being in breach of duty if a conflict of interest or a potential conflict of interest arises. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers to authorise conflicts are operating effectively.

It is proposed that the New Articles will also contain provisions giving the Directors authority to approve situations involving directors' conflicts of interest and to allow conflicts of interest to be dealt with by the Board.

Each of these new provisions are contained in Resolution 17 set out in the notice of the Annual General Meeting and will, if adopted, take effect from 1 October 2008.

Directors' Fees
It is proposed that the cap on directors' fees (currently being £300,000 in aggregate per annum) be increased by £100,000 to £400,000 in aggregate per annum. The Board considers that the change is required to allow the Company sufficient fees to remunerate its non-executive directors as the existing limit was set in 2003 since when the number of non-executive appointments has increased from four to six. Shareholders should note that this cap applies to non-executive directors' fees only. The remuneration of executive directors is not subject to this cap and is the responsibility of the Remuneration Committee.

Borrowing Powers
The existing Articles of the Company place limits on the extent to which the Board can exercise the powers of the Company to borrow money. These restrictions are found at Article 102 and provide that the Company shall not borrow more than three times the 'adjusted capital and reserves' without the approval of the shareholders. Certain amendments have been made in the New Articles to the provisions stipulating what adjustments can be made to the statutory accounts in determining the 'adjusted capital and reserves'. These are designed to give more flexibility to the Company and include taking account of any adjustments that the auditors wish to make and excluding reserves relating to pension surplus or deficit.

Indemnity
The 2006 Act extends the scope of the indemnities that may be offered to directors under the existing law by allowing a company to indemnify the directors of a company that is a trustee of an occupational pension scheme against any liability incurred in connection with the company's activities as trustee of the scheme. The New Articles have been amended to allow this form of indemnity to be granted by the Company. The Board believes that the power of the Company to indemnify its Directors in the manner described above is fair and reasonable and introduces a more appropriate balance of risk and reward for any person asked to serve on the board of a pension trustee company.