

AGGREKO plc

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Membership

The Committee shall be a standing committee appointed by the Board and shall consist of not less than three members with a majority of independent Non-executive Directors. A quorum shall be two members. The Chairman and Chief Executive shall normally be members.

The Chairman shall either be the chairman of the company or a non-executive director. The Chairman of the Company shall not chair the Committee when it is dealing with the appointment of a successor to the chairmanship. Both the Chairman and the Secretary of the Committee shall be appointed by the Board.

2. Responsibilities

In assisting the Board with succession planning and with the selection process for the appointment of a new director or chairman, the Committee is expected by the Board:

(i) to evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment,

(ii) to assess the time commitment expected on the part of a new chairman of the company and to require new non-executive directors to undertake that they will have sufficient time to meet what is expected of them,

(iii) to oversee the search process, using such outside advisers as the Committee may consider appropriate;

(iv) to keep the Board advised of the candidates who have been identified for approach and on the preferred candidates for initial interviews;

(v) to arrange for all members of the Board to meet the preferred candidate prior to making a formal recommendation to the full Board.

3. Reporting Procedures

The Secretary to the Committee shall provide the papers for the meetings and shall circulate the minutes to all members of the Board. The Chairman of the Committee shall be invited to report on these minutes and respond to questions from directors at the subsequent meeting.

- The Committee's duties and activities during the year shall be disclosed in the annual financial statements.

Adopted by resolution of the Board on 28 August 1997

Amended by resolution of the Board on 18 December 2003