

NOTICE OF ANNUAL GENERAL MEETING

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice from a stockbroker, bank manager, solicitor, accountant, or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Aggreko plc, please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice of the Annual General Meeting of the Company to be held at the Crowne Plaza Hotel, Congress Road, Glasgow G3 8QT on Wednesday 29 April 2009 at 11.00am is set out in Part II of this circular.

A proxy form for use at the Annual General Meeting is enclosed. Whether or not you propose to attend the Annual General Meeting, please complete and submit the proxy form in accordance with the instructions printed on it. The proxy form must be received by the Company's Registrar, Capita, at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.00am on Monday 27 April 2009. Alternatively, you may appoint a proxy electronically by logging on to the Registrar's website, www.shares.aggreko.com, provided that they receive details of your appointment by 11.00am on Monday 27 April 2009.



Part I: Letter from the Chairman

19 March 2009

To the holders of Ordinary Shares

Dear Shareholder

Notice of Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting, which we are holding at the Crowne Plaza Hotel, Congress Road, Glasgow G3 8QT on Wednesday 29 April 2009 at 11.00am. The formal notice of Annual General Meeting is set out in part II of this document.

If you would like to vote on the resolutions to be considered at the Annual General Meeting but cannot attend the meeting then you can appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting by completing the proxy form sent to you with this circular and returning it to our Registrar at the address stated on the form. They must receive it by 11.00am on Monday 27 April 2009. Alternatively, you may appoint a proxy electronically by logging on to the Registrar's website, www.shares.aggreko.com, provided that they receive details of your appointment by 11.00am on Monday 27 April 2009.

The Aggreko plc Annual Report and Accounts for the year ended 31 December 2008 and a copy of this circular have been published on the Company's website at www.aggreko.co.uk, in the Investors section. To access these documents you will need to have Adobe Acrobat Reader installed. If you have elected to receive shareholder correspondence in hard copy form then a copy of the Annual Report and Accounts will accompany this circular. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report and Accounts, you can do so by contacting our Registrar, Capita Registrars, Shareholder Administration Support, 34 Beckenham Road, Beckenham, Kent BR3 9ZA or alternatively via www.shares.aggreko.com.

The following notes provide an explanation of some of the proposed resolutions to be considered at the Annual General Meeting.

Resolutions 1 to 10 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 to 13 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Final dividend (Resolution 3)

Shareholders are being asked to approve a final dividend of 6.28p per ordinary share for the year ended 31 December 2008. If shareholders approve the recommended final dividend, this will be paid on 15 May 2009 to all ordinary shareholders who were on the register of members on 17 April 2009.

Election and re-election of directors (Resolutions 4 to 7)

Mr Bill Caplan and Mr Russell King were appointed to the Board on 17 November 2008 and 2 February 2009 respectively, and are obliged to seek election at the forthcoming Annual General Meeting.

The rapidly-growing Middle East local business, formerly part of Aggreko International, is being merged with our European local business to create a Europe and the Middle East region. To manage this enlarged region, Bill Caplan joined the Group in November 2008 as Managing Director, Europe and the Middle East, and as an Executive Director. Bill has spent the last 18 years working for United Parcel Service (UPS) in Pittsburgh, London, Shanghai and Singapore. He has extensive experience managing complex multi-site businesses, operating in an environment where excellence in logistics and customer service are essential.

Russell King is Chief Strategy Officer of Anglo American PLC where he has worked since 2001. Previously, he spent over 20 years in senior roles at ICI, gaining world-wide experience in its fertiliser, petrochemical and paint businesses.

All Directors must submit themselves for re-election at regular intervals of at least every three years. Accordingly, Angus Cockburn and Kash Pandya retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Biographical information on each of the Directors is contained on pages 46 and 47 of the Annual Report and Accounts.

Increase to authorised share capital (Resolution 9)

Resolution 9 proposes, as an ordinary resolution, that the authorised share capital of the Company be increased from £70,000,001.50 to £92,000,000, representing a percentage increase of approximately 31%. This increase is being sought in order to give the Company sufficient authorised share capital to take full advantage of the ability to allot ordinary shares under the authorities proposed in Resolution 10.

Authority to allot shares (Resolution 10)

Paragraph (a) of Resolution 10 will authorise the Directors to allot up to 89,925,000 ordinary shares having an aggregate nominal amount equal to £17,985,000 and representing approximately one-third of the issued ordinary share capital of the Company as at 6 March 2009, being the latest practicable date prior to publication of this circular.

In line with recent guidance issued by the Association of British Insurers, paragraph (b) of Resolution 10 will authorise the Directors to allot up to a further 89,925,000 ordinary shares in connection with a rights issue having an aggregate nominal amount equal to £17,985,000 and representing approximately one-third of the issued ordinary share capital of the Company as at 6 March 2009, being the latest practicable date prior to publication of this circular.

Resolution 10 will be proposed as an ordinary resolution. The authorities sought under this resolution will expire on the earlier of 30 June 2010 (the latest date by which the Company must hold an annual general meeting in 2010) or the conclusion of the annual general meeting of the Company held in 2010.

The Directors have no present intention to exercise either of the authorities sought under this resolution other than in relation to the issue of shares under the Company's executive and employee share schemes.

Disapplication of statutory pre-emption rights (Resolution 11)

Resolution 11 proposes, as a special resolution, to disapply the statutory pre-emption rights of shareholders on allotment of equity securities for cash up to a limit of 13,625,000 shares, having a total nominal value of £2,725,000, being approximately 5% of the current issued ordinary share capital of the Company. The Directors confirm that they do not intend to allot new shares on a non pre-emptive basis with a value of more than 7.5% of the current issued share capital over a three-year period.

This resolution also disapplies these rights to the extent necessary to facilitate rights issues. The authority under this resolution will expire at the conclusion of the annual general meeting in 2010 or on 30 June 2010, whichever is the earlier. This resolution is on the same basis as approved last year and the Directors intend to seek renewal of this power at subsequent annual general meetings.

Purchase of own shares (Resolution 12)

The Directors recommend that shareholders renew the authority of the Company to purchase its own ordinary shares as permitted under Article 7 of its Articles of Association. Accordingly, Resolution 12 will be proposed as a special resolution seeking authority to make such purchases in the market. The Directors will only use such authority when they consider it to be in the best interests of shareholders generally and an improvement in earnings per share would result. The Board is seeking the power to hold shares in treasury. Accordingly, any ordinary shares purchased under this authority will either be cancelled (and the number of ordinary shares in issue reduced) or held in treasury.

Resolution 12 specifies the maximum number of ordinary shares which may be purchased (representing approximately 10% of the Company's existing issued ordinary share capital) and the minimum and maximum prices at which they may be bought, reflecting the requirement of the Companies Act 1985 and of the Financial Services Authority, as set out in the Listing Rules. The Directors intend to seek renewal of this power at subsequent annual general meetings.

As at 6 March 2009 there were options over 2,395,265 ordinary shares in the capital of the Company which represent 0.9% of the Company's issued share capital at that date. If the authority to purchase the Company's ordinary shares were exercised in full, these options would represent 1% of the Company's issued ordinary share capital.

Notice of general meetings (Resolution 13)

The Shareholder Rights Directive is intended to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 clear days' notice. We are proposing Resolution 13 as a special resolution at the Annual General Meeting so that we can continue to be able to do so after the Directive is implemented. If Resolution 13 is passed, the authority to convene general meetings on 14 clear days' notice will remain effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The notice period for annual general meetings will remain 21 clear days.

Recommendation

The Board considers that all the resolutions to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely,



Philip G Rogerson
Chairman

Part II: Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Aggreko plc (the 'Company') will be held at the Crowne Plaza Hotel, Congress Road, Glasgow G3 8QT on Wednesday 29 April 2009 at 11.00am to consider and, if thought fit, pass the resolutions set out below. Resolutions 11 to 13 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

Resolution 1

To receive the reports of the Directors and Auditors and to adopt the Company's accounts for the year ended 31 December 2008.

Resolution 2

To approve the Remuneration Report for the year ended 31 December 2008.

Resolution 3

To declare a final dividend on the Company's ordinary shares.

Resolution 4

To elect Mr W F Caplan as a Director of the Company.

Resolution 5

To elect Mr R J King as a Director of the Company.

Resolution 6

To re-elect Mr A G Cockburn as a Director of the Company.

Resolution 7

To re-elect Mr K Pandya as a Director of the Company.

Resolution 8

To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the Audit Committee of the Board to fix their remuneration.

Resolution 9

That the authorised share capital of the Company be and is hereby increased from £70,000,001.50 to £92,000,000.10 by the creation of an additional 109,999,993 ordinary shares of 20p each having the rights attached to the ordinary shares of 20p each set out in the articles of association of the Company and ranking *pari passu* in all respects with the existing ordinary shares of 20p each in the capital of the Company.

Resolution 10

That:

- (a) the Board of Directors of the Company (the 'Directors') be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £17,985,000 provided that this authority shall expire on the earlier of 30 June 2010 or at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and further
- (b) the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning

of section 94 of the Companies Act 1985) in connection with a rights issue in favour of ordinary shareholders on the register of members on such record dates as the Directors may determine where the equity securities respectively attributable to the interests of all 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 shares being represented by depositary receipts or any other matter whatsoever), up to an aggregate nominal amount of £17,985,000 provided that this authority shall expire on the earlier of 30 June 2010 or at the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special resolutions

Resolution 11

That the Board of Directors of the Company (the 'Directors') be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 (the 'Act') to allot equity securities (within the meaning of section 94 of the Act) wholly for cash (i) by selling equity securities held by the Company as treasury shares or (ii) by allotting new equity securities pursuant to any authority for the time being in force under section 80 of the Act, as if section 89(1) of the Act did not apply to any such allotment, PROVIDED THAT this power shall be limited to:

- (a) the allotment of equity securities for cash in connection with or pursuant to a rights issue in favour of ordinary shareholders on the register of members on such record dates as the Directors may determine where equity securities respectively attributable to the interests of all 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 shares being represented by depositary receipts or any other matter whatsoever); and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities for cash up to an aggregate nominal value of £2,725,000;

and shall expire on the earlier of 30 June 2010 or at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an 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 such an offer or agreement as if the power conferred hereby had not expired.

Resolution 12

That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 20p each in the capital of the Company ('Ordinary Shares') on such terms as the Directors of the Company think fit PROVIDED THAT:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 27,250,000;
- (b) the maximum price which may be paid for any Ordinary Share is an amount equal to the higher of (i) 105% of the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, and the minimum price which may be paid for any Ordinary Share is 20p (in each case exclusive of associated expenses);
- (c) the authority hereby conferred shall (unless previously renewed or revoked) expire at the conclusion of the next annual general meeting of the Company or 18 months from the date of passing of this resolution, whichever is the earlier; but a contract of purchase may be made before such expiry which will or may be completed wholly or partly thereafter, and a purchase of Ordinary Shares may be made in pursuance of any such contract; and
- (d) any Ordinary Shares so purchased shall be cancelled or, if the Directors so determine and subject to the provisions of any applicable laws or regulations of the United Kingdom Listing Authority, held as treasury shares.

Resolution 13

That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company.

By order of the Board

Peter Kennerley
Company Secretary
19 March 2009

Registered Office:
Aggreko plc
8th Floor
Aurora
120 Bothwell Street
Glasgow G2 7JS
United Kingdom

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf 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. A proxy need not be a shareholder of the Company. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman of the meeting) and give your instructions directly to them. A proxy form which may be used to make such

appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms or would like to appoint more than one proxy, please contact Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of joint holders, where more than one of the joint holders 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). A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every ordinary share of which he is the holder.

2. To be valid any proxy form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before the time of the meeting.
3. As an alternative to completing the hard copy proxy form, members can appoint a proxy electronically by logging on to the Registrar's website www.shares.aggreko.com where full details of the procedure are given. The proxy appointment and instructions must be received by the Registrar not less than 48 hours before the time of the meeting or any adjourned meeting.
4. The return of a completed proxy form, other such instrument or any electronic appointment (as described in Note 3 above) or any CREST Proxy Instruction (as described in Note 12 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
5. The 'withheld' option on the proxy form is provided to enable a member to abstain on any particular resolution. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a particular resolution.
6. 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.
7. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 1 to 3 above does not apply to Nominated Persons. The rights described in those Notes can only be exercised by shareholders of the Company.

8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00pm on 27 April 2009 (or, in the event of any adjournment, at 6.00pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. As at 6 March 2009 (being the last business day prior to the publication of this notice) the Company's issued share capital consisted of 272,497,942 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 March 2009 were 272,497,942 votes.
10. Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the chairman of the meeting as his proxy will need to ensure that both he and his proxy complies with their respective disclosure obligations under the UK Disclosure and Transparency Rules.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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.
12. 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's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by the latest time for receipt of proxy appointments specified in Note 2 above. 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 Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. 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 message. 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. 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.
15. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder present at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.
16. Biographical details of the Directors standing for election and re-election are set out on pages 46 and 47 of the Aggreko plc Annual Report and Accounts 2008.
17. Shareholders who have general queries about the Annual General Meeting should contact the Company Secretary in writing. Shareholders are advised that any telephone number, website or email address which may be set out in this notice of Annual General Meeting or in any related documents (including the proxy form) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.
18. The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this circular until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting at the Crowne Plaza Hotel, Congress Road, Glasgow G3 8QT from 10.45 am until the conclusion of the meeting:
 - (i) Copies of the executive directors' service contracts; and
 - (ii) Copies of the letters of appointment of the non-executive directors.