

Notice of Annual General Meeting

THURSDAY 27 APRIL 2017 AT 11.00 AM

Radisson Blu Hotel
301 Argyle Street,
Glasgow G2 8DL

**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 are resident in the UK or, if you are not resident in the UK, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Aggreko plc, please pass this document, together with the accompanying documents (except the accompanying personalised form of proxy), 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.

aggreko

Letter from the Chairman

24 March 2017

To the holders of Ordinary Shares

DEAR SHAREHOLDER

I am pleased to be writing to you with details of our Annual General Meeting, which we are holding at the Radisson Blu Hotel, 301 Argyle Street, Glasgow G2 8DL on Thursday 27 April 2017 at 11.00 am. The formal notice of Annual General Meeting is set out on pages 5 and 6 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, you can appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting by completing the form of proxy sent to you with this circular and returning it to our Registrar at the address stated on the form. They must receive it by 11.00 am on Tuesday 25 April 2017. Alternatively, you may appoint a proxy electronically by logging on to the Registrar's website, <http://shares.aggreko.com>, provided that they receive details of your appointment by 11.00 am on Tuesday 25 April 2017.

The Aggreko plc Annual Report and Accounts for the year ended 31 December 2016 and a copy of this circular have been published on the Company's website at ir.aggreko.com/investors. 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 Asset Services, Shareholder Solutions,
Address: The Registry, 34 Beckenham Road,
Beckenham, Kent BR3 4TU
Telephone: 0371 664 0300
Shareholder portal: <http://shares.aggreko.com>

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

Resolutions 1 to 19 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 20 to 23 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.

ANNUAL REPORT AND ACCOUNTS (RESOLUTION 1)

This resolution deals with the receipt and adoption of the accounts for the financial year ended 31 December 2016 and the associated reports of the Directors and Auditors.

ANNUAL STATEMENT AND ANNUAL REPORT ON REMUNERATION (RESOLUTION 2)

Resolution 2 seeks approval of the Annual Statement by the Remuneration Committee Chairman set out on pages 94 to 98 and the Annual Report on Remuneration set out on pages 106 to 114 of the Annual Report and Accounts for the year ended 31 December 2016 ("Annual Report 2016").

We are required by law to seek Shareholders' approval in respect of the Annual Statement and Annual Report on Remuneration on an annual basis. The current Directors' Remuneration Policy was approved by Shareholders at the 2015 Annual General Meeting, and sets out the Company's policy applied to Directors' remuneration in 2016. The full Directors' Remuneration Policy is available on ir.aggreko.com/investors.

This vote is advisory in respect of the overall remuneration package and the Directors' entitlements to remuneration are not conditional upon this resolution being passed.

APPROVAL OF NEW REMUNERATION POLICY (RESOLUTION 3)

Resolution 3 seeks approval, on a binding basis, of a new Directors' Remuneration Policy set out on pages 99 to 105 of the Annual Report 2016. If Resolution 3 is approved, the new Directors' Remuneration Policy will remain in effect (unless further altered by shareholder vote) for three years commencing from the date of the 2017 Annual General Meeting. Once the Directors' Remuneration Policy is approved, the Company will not be able to make a remuneration payment to a current or prospective Director or a payment for loss of office, unless that payment is consistent with the Directors' Remuneration Policy or has otherwise been approved by a resolution of the Shareholders of the Company.

Aggreko's current Directors' Remuneration Policy was approved by Shareholders at the Annual General Meeting in 2015 and has governed the way the Company has paid its directors over the last two years. Although we are able to operate the current Directors' Remuneration Policy for an additional year, the Remuneration Committee has taken the opportunity over the last six months or so to undertake a comprehensive review, with the aim of ensuring that pay reinforces the Company's strategy, whilst continuing to motivate and retain executive talent at this critical time for Aggreko. In particular, the Remuneration Committee has noted outcomes from the recent Investment Association Remuneration Working Group (IARWG) consultation, and the call for flexibility in determining a remuneration policy which is more tailored to individual company circumstances.

As a result of this review, and having regard to the IARWG recommendations and Aggreko's strategy, the Remuneration Committee is asking Shareholders to approve a new remuneration policy for our Executive Directors, which the Remuneration Committee and the Board as a whole, consider to be appropriate for Aggreko at this time; incentivising short and long-term performance through continued use of the annual bonus and Long Term Incentive Plan respectively (albeit with lower opportunities) and using awards of restricted shares and much higher personal shareholding requirements to support shareholder alignment and talent retention. Further detail on the background to, and the reasons for, the proposed changes to the Directors' Remuneration Policy are included on pages 94 to 98 of the Annual Report 2016.

We are asking Shareholders to approve a new Restricted Share Plan separately under Resolution 18.

FINAL DIVIDEND (RESOLUTION 4)

Shareholders are being asked to approve a final dividend of 17.74 pence per Ordinary Share for the year ended 31 December 2016. If Shareholders approve the recommended final dividend, it will be paid on 24 May 2017 to all Ordinary Shareholders who are on the register of members on 21 April 2017.

ELECTION AND RE-ELECTION OF DIRECTORS (RESOLUTIONS 5 TO 14)

The Company's Articles of Association require that all newly appointed Directors retire at the first Annual General Meeting following their appointment. Resolutions 5 and 6 refer to the Directors appointed since the last Annual General Meeting in 2016. Resolutions 7 to 14 refer to the Directors standing for re-election in line with the UK Corporate Governance Code, which states that all directors of FTSE 350 companies should be subject to annual election by Shareholders.

Biographical details for each of the Directors seeking election and re-election are set out in Appendix 1 on pages 10 and 11 of this document and are also available to view online at ir.aggreko.com/investors. The Board unanimously recommends the elections of Barbara Jeremiah and Miles Roberts (both were appointed to the Board on 7 March 2017). The Board also confirms that, following a formal performance evaluation, each of the Directors standing for re-election continues to perform effectively, demonstrates commitment to their role, and has the capacity to discharge their responsibilities fully, given their existing time commitments to other organisations. Therefore, the Board unanimously recommends the re-election of the Directors proposed.

EXTERNAL AUDITOR (RESOLUTIONS 15 AND 16)

These resolutions deal with the re-appointment of KPMG LLP as auditors of the Company and the authorisation of the Audit Committee to determine their remuneration.

AUTHORITY TO ALLOT SHARES (RESOLUTION 17)

In line with last year, this resolution will authorise the Directors to allot Ordinary Shares up to an aggregate nominal value of £4,126,149 (representing 85,376,067 Ordinary Shares of $4\frac{329}{395}$ pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 7 March 2017, being the latest practicable date prior to the publication of this circular. As at 7 March 2017, the Company held no treasury shares and there were no warrants over Ordinary Shares.

The authority sought under this resolution will expire on the earlier of 30 June 2018 (the latest date by which the Company must hold an Annual General Meeting in 2018) or the conclusion of the Annual General Meeting of the Company to be held in 2018.

The Directors have no present intention to issue new shares other than in relation to the issue of shares under the Company's executive and employee share schemes.

RESTRICTED SHARE PLAN (RESOLUTION 18)

Following a thorough review of the Executive Directors' remuneration arrangements by the Remuneration Committee we are proposing to introduce the Aggreko 2017 Restricted Share Plan (the "RSP"), a summary of which is set out in Appendix 2 on pages 12 to 14 of this document. The new RSP forms an important element of the new Directors' Remuneration Policy which we are asking Shareholders to approve under Resolution 3. Further detail on the background to, and the reasons for, the proposal to seek Shareholder approval for the RSP are included on pages 94 to 98 of the Annual Report 2016. As required by the Listing Rules, we also are asking for separate approval of the new RSP under this resolution.

EMPLOYEE SHARES/SAVE PLANS (RESOLUTION 19)

The Aggreko UK Sharesave Plan 2007, the Aggreko International Sharesave Plan 2007 and the Aggreko US Employee Stock Purchase Plan (together the "2007 Sharesave Plans"), which were approved by Shareholders in 2007, will all expire on 25 April 2017. We are therefore proposing to introduce and are seeking Shareholder approval for the Aggreko UK Sharesave Plan 2017, the Aggreko International Sharesave Plan 2017 and the Aggreko US Employee Stock Purchase Plan 2017 (together the "2017 Sharesave Plans") to replace the 2007 Sharesave Plans.

The Directors consider all-employee share ownership and equity participation to be a key feature and successful component of the Company's overall remuneration strategy, as it has done for the last twenty years, allowing the Company to better align the interests of employees and Shareholders, whilst at the same time helping the Company to recruit, retain and motivate employees at all levels within the group and on a multi-jurisdictional basis. The Aggreko UK Sharesave Plan 2017 and the Aggreko US Employee Stock Purchase Plan also offer tax-advantages to participants in the UK and the US respectively in accordance with the legislation in those two jurisdictions. The 2017 Sharesave Plans are substantially similar to the 2007 Sharesave Plans, which they will replace. The 2017 Sharesave Plans also form an important element of the new Directors' Remuneration Policy, for which separate Shareholder approval is being sought. A summary of the principal terms of the 2017 Sharesave Plans is set out in Appendix 3 on pages 16 and 17 of this document.

Letter from the Chairman

DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS (RESOLUTIONS 20 AND 21)

Resolution 20 will be proposed as a special resolution and will authorise the Directors to disapply the statutory pre-emption rights of Shareholders on allotment of equity securities for cash up to an aggregate nominal value of £618,922 (representing 12,806,410 Ordinary Shares of $4\frac{329}{395}$ pence each), being approximately 5% of the issued ordinary share capital of the Company as at 7 March 2017, being the latest practicable date prior to the publication of this circular. This resolution also disapplies statutory pre-emption rights to the extent necessary to facilitate rights issues.

Resolution 21 will also be proposed as a special resolution and will authorise the Directors to allot a further 5% of the issued ordinary share capital of the Company otherwise than in connection with a pre-emptive offer to existing Shareholders for the purpose of financing a transaction (or refinancing within six months of the transaction) which the Directors determine to be an acquisition or other capital investment contemplated by the Pre-Emption Group's revised Statement of Principles, published on 12 March 2015 (the "PEG Principles").

This additional disapplication authority is in line with the PEG Principles, and provides the Company with greater flexibility by allowing the Company to allot shares with a nominal value of £618,922 (representing 5% of the issued ordinary share capital of the Company as at 7 March 2017) for cash pursuant to this authority where that allotment is in connection with an acquisition or specified capital investment (as described in the PEG Principles) which is announced at the same time as the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of that allotment.

The Board does not intend to allot shares for cash on a non-pre-emptive basis above 7.5% of the total issued ordinary share capital of the Company over a rolling three-year period without consulting Shareholders first. This complies with the PEG Principles.

The authority under these Resolutions will expire at the conclusion of the Annual General Meeting to be held in 2018 or on 30 June 2018, whichever is the earlier. The Directors intend to seek renewal of this power at subsequent Annual General Meetings.

PURCHASE OF OWN SHARES (RESOLUTION 22)

The Directors recommend that Shareholders renew the authority of the Company to purchase its own Ordinary Shares. Accordingly, this resolution will be proposed as a special resolution seeking authority to make such purchases in the market. The Directors will only use this authority when they consider it to be in the best interests of Shareholders generally and an improvement in earnings per share would result. Any Ordinary Shares purchased under this authority will either be cancelled (and the number of Ordinary Shares in issue reduced) or be held in treasury.

This resolution specifies the maximum number of Ordinary Shares which may be purchased (representing approximately 10% of the Company's issued ordinary share capital as at 7 March 2017, being the latest practicable date prior to the publication of this circular) and the minimum and maximum prices at which they may be bought, reflecting the requirements of the Companies Act 2006 and of the Financial Conduct Authority, as set out in the Listing Rules. The Directors intend to seek renewal of this power at subsequent Annual General Meetings.

As at 7 March 2017, there were options over 1,866,723 Ordinary Shares in the capital of the Company which represented 0.73% of the Company's issued ordinary share capital at that date. If the authority to purchase the Company's Ordinary Shares were exercised in full, these options would represent 0.81% of the Company's issued ordinary share capital.

NOTICE OF GENERAL MEETINGS (RESOLUTION 23)

Under the Companies Act 2006, all general meetings of the Company must be held on 21 clear days' notice unless Shareholders agree to a shorter notice period on an annual basis and certain other conditions are met. The Company is currently able to call general meetings (other than Annual General Meetings) on 14 clear days' notice. The Board is proposing this resolution as a special resolution at the Annual General Meeting so that the Company can continue to be able to convene general meetings on 14 clear days' notice. The Board intends that this shorter notice period would not be used as a matter of routine, but would only be used where the flexibility was justified by the business of the meeting and it would be to the advantage of Shareholders as a whole. If this resolution 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



Ken Hanna
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Aggreko plc (the "Company") will be held at the Radisson Blu Hotel, 301 Argyle Street, Glasgow G2 8DL on Thursday 27 April 2017 at 11.00 am to consider and, if thought fit, pass the resolutions set out below. Resolutions 20 to 23 (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 2016.

Resolution 2

To approve the Annual Statement by the Remuneration Committee Chairman as set out on pages 94 to 98 and the Annual Report on Remuneration (excluding the Directors' Remuneration Policy Report) as set out on pages 106 to 114 of the Annual Report and Accounts for the year ended 31 December 2016.

Resolution 3

To approve the Directors' Remuneration Policy as set out on pages 99 to 105 of the Annual Report and Accounts for the year ended 31 December 2016, to take effect immediately at the conclusion of the Annual General Meeting.

Resolution 4

To declare a final dividend on the Company's Ordinary Shares of 17.74 pence per share.

Resolution 5

To elect Barbara Jeremiah as a Director of the Company.

Resolution 6

To elect Miles Roberts as a Director of the Company.

Resolution 7

To re-elect Ken Hanna as a Director of the Company.

Resolution 8

To re-elect Chris Weston as a Director of the Company.

Resolution 9

To re-elect Carole Cran as a Director of the Company.

Resolution 10

To re-elect Dame Nicola Brewer as a Director of the Company.

Resolution 11

To re-elect Russell King as a Director of the Company.

Resolution 12

To re-elect Uwe Krueger as a Director of the Company.

Resolution 13

To re-elect Diana Layfield as a Director of the Company.

Resolution 14

To re-elect Ian Marchant as a Director of the Company.

Resolution 15

To re-appoint KPMG LLP as auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 16

To authorise the Audit Committee of the Board to determine the remuneration of the Company's auditor.

Resolution 17

That the Board of Directors of the Company (the "Board") be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £4,126,149, such authority to expire on the earlier of 30 June 2018 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 enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 18

That the rules of the Aggreko 2017 Restricted Share Plan (the "RSP") referred to on page 12, and summarised in Appendix 2 to the Notice of Annual General Meeting dated 24 March 2017, and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and adopted and the Directors be authorised to:

- (a) do all such acts and things as they may consider appropriate to implement the RSP; and
- (b) establish further plans or schedules to the RSP based on the RSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans and schedules are treated as counting against the limits on individual or overall participation in the RSP.

Resolution 19

That the rules of the Aggreko UK Sharesave Plan 2017 (the "UK Plan"), the Aggreko International Sharesave Plan 2017 (the "International Plan") and the Aggreko US Employee Stock Purchase Plan 2017 (the "US Plan" and together with the UK Plan and the International Plan, the "2017 Sharesave Plans") as summarised in Appendix 3 to the Notice of Annual General Meeting dated 24 March 2017, and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and adopted and the Directors be authorised to:

- (a) do all such other acts and things as they may consider appropriate to implement the 2017 Sharesave Plans; and
- (b) establish further plans or schedules only to the International Plan based on the International Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans and schedules are treated as counting against the limits on individual or overall participation in the International Plan.

Notice of Annual General Meeting

SPECIAL RESOLUTIONS

Resolution 20

That the Board of Directors of the Company (the "Board") be and it is hereby generally empowered, pursuant to Sections 570 and 573 of the Companies Act 2006 (the "Act"), to allot equity securities (within the meaning of Section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, Ordinary Shares in the capital of the Company ("Ordinary Shares")) wholly for cash pursuant to any authority for the time being in force under Section 551 of the Act or by way of a sale of treasury shares (within the meaning of Section 560(3) of the Act), as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares for cash:

- (a) in connection with or pursuant to a rights issue, open offer or other pre-emptive offer in favour of holders of Ordinary Shares ("Ordinary Shareholders") on the register of members on a date fixed by the Board where the equity securities respectively attributable to the interests of all such Ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date (subject to such exclusions or other arrangements as the Board 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) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £618,922.

provided that this power shall (unless previously renewed or revoked) expire on the earlier of 30 June 2018 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 enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Resolution 21

That, in addition to any authority granted pursuant to resolution 20 proposed at the Annual General Meeting, the Directors be and are hereby generally empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of Section 560(1) of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares in the capital of the Company ("Ordinary Shares") for cash pursuant to any authority for the time being in force under Section 551 of the Act and/or by way of a sale of treasury shares (within the meaning of Section 560(3) of the Act), as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall:

- (a) be limited to the allotment of equity securities and the sale of treasury shares for cash up to an aggregate nominal amount of £618,922; and

- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company 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,

and shall expire on the earlier of 30 June 2018 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 enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Resolution 22

That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors of the Company may determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 25,612,820;
- (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 its nominal value (in each case exclusive of associated expenses); and
- (c) the authority hereby conferred shall expire on the earlier of 30 June 2018 or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that 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.

Resolution 23

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	Registered Office:
Peter Kennerley	Aggreko plc
Company Secretary	8th Floor
24 March 2017	120 Bothwell Street
	Glasgow G2 7JS
	Scotland, United Kingdom

Notes

1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual General Meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's Registrar prior to being admitted to the Annual General Meeting.

2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent a member. To be validly appointed a proxy must be appointed using the procedures set out in these Notes and in the notes to the accompanying form of proxy.

If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the Chairman of the Annual General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should contact the Company's Registrar, Capita Asset Services, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

A member may instruct their proxy to abstain from voting on any of the resolutions to be considered at the meeting by marking the "Withheld" option when appointing their proxy. 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" the relevant resolution.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if he or she wishes.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these Notes and should read Note 9 below.

3. Appointment of a proxy online

As an alternative to appointing a proxy using the form of proxy or CREST, members can appoint a proxy online at <http://shares.aggreko.com>. In order to appoint a proxy using this website, members will need their personal identification Investor Code. This information is printed in the top right-hand corner of the form of proxy. If for any reason a member does not have this information, they should contact the Registrar on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

Members may appoint a proxy using the website no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting.

4. Appointment of a proxy using a form of proxy

A form of proxy for use in connection with the Annual General Meeting is enclosed. To be valid, any form of proxy 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 by Capita Asset Services, Shareholder Solutions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting.

If you do not have a form of proxy and believe that you should have one, or you require additional forms of proxy, please contact the Registrar on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

Notes

5. Appointment of a proxy through CREST

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 and by logging on to the following website: www.euroclear.com/CREST. 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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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 Registrar (CREST ID RA10) no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that 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 Application Host) from which the Registrar 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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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/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 system providers 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.

6. Appointment of a proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported 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).

7. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

8. Entitlement to attend and vote

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 5.00 pm on Tuesday 25 April 2017 (or, if the Annual General Meeting is adjourned, at 5.00 pm on the day two days prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

9. Nominated persons

Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member 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 member as to the exercise of voting rights.

10. Website giving information regarding the Annual General Meeting

Information regarding the Annual General Meeting, including information required by Section 311A of the Act, and a copy of this notice of Annual General Meeting is available at www.aggreko.com/investors.

11. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under Section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor 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 Act to publish on a website.

12. Voting rights

As at 7 March 2017 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consisted of 256,128,201 Ordinary Shares, carrying one vote each; 188,251,587 Deferred Shares of $9^{94}/775$ pence each, 18,352,057,648 Deferred Shares of $1/775$ pence each, 182,700,915 Deferred Shares of $6^{18}/25$ pence each and 573,643,383,325 Deferred Shares of $1/306125$ pence each. The deferred share classes do not carry voting rights in any circumstances. In addition, the Company did not hold any shares in treasury. Therefore, the total voting rights in the Company as at 7 March 2017 were 256,128,201 votes.

13. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the Annual General Meeting as his/her proxy will need to ensure that both he/she, and his/her proxy, comply with their respective disclosure obligations under the UK Disclosure and Transparency Rules.

14. Further questions and communication

Under Section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the Annual General Meeting put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Members who have any queries about the Annual General Meeting should contact the Company Secretary by writing to Aggreko plc, 120 Bothwell Street, Glasgow G2 7JS.

Members may not use any electronic address provided in this notice or in any related documents (including the accompanying form of proxy) to communicate with the Company for any purpose other than those expressly stated.

15. Documents available for inspection

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 notice until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting at the Radisson Blu Hotel, 301 Argyle Street, Glasgow G2 8DL:

- (a) copies of the service contracts of the Company's Executive Directors; and
- (b) copies of the letters of appointment of the Company's Non-executive Directors.

A copy of the draft rules of the Aggreko 2017 Restricted Share Plan, Aggreko UK Sharesave Plan 2017, Aggreko International Sharesave Plan 2017 and Aggreko US Employee Stock Purchase Plan 2017 referred to in resolutions 18 to 19 will be available for inspection at the Company's registered office and at Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA during normal business hours on any weekday (Saturdays and Scottish and, where applicable, English public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.

Appendix 1

DIRECTORS' BIOGRAPHIES

In respect of those Directors seeking election or re-election at the Annual General Meeting

KEN HANNA

Chairman

Appointed: Non-executive Director in October 2010 and Chairman in April 2012.

Experience: Ken has international experience, bringing financial and leadership expertise to Aggreko. He possesses knowledge of many different business sectors and is an experienced senior executive and leader, promoting robust debate and a culture of openness in the Boardroom.

Ken is also currently Chairman of Inchcape Plc and Chairman of Shooting Star CHASE Charity. Until 2009, Ken spent five years as Chief Financial Officer of Cadbury Plc. He has also held positions as Operating Partner for Compass Partners, Group Chief Executive at Dalgety Plc, Group Finance Director of United Distillers Plc and Group Finance Director of Avis Europe Plc. He is also a fellow of the Institute of Chartered Accountants.

CHRIS WESTON

Chief Executive Officer

Appointed: January 2015.

Experience: Chris has experience at a senior level in the energy industry, proven leadership skills in a large international business and has consistently succeeded in driving performance and growth in his career.

Prior to his appointment as Chief Executive Officer in January 2015, Chris was Managing Director, International Downstream at Centrica plc, where he was the Executive Director responsible for the Group's largest division. In this role Chris was operationally responsible for both British Gas in the UK and Direct Energy in the USA. He joined Centrica in 2001 after a successful career in the telecoms industry, working for both Cable & Wireless and One.Tel. Before that, Chris served in the Royal Artillery. He has a BSc in Applied Science, as well as an MBA and PhD from Imperial College London. Chris was also appointed as a Non-executive Director of the Royal Navy in January 2017.

CAROLE CRAN

Chief Financial Officer

Appointed: June 2014.

Experience: Carole has corporate finance and accounting experience acquired over a number of years in senior financial roles with considerable exposure to emerging markets. Carole was appointed to the Board as Chief Financial Officer on 1 June 2014. Having joined Aggreko in 2004, her previous roles include Group Financial Controller and Director of Finance. A key member of the senior management team, Carole has worked to align financial strategies with the strategic direction of the business. Carole was also appointed as a Non-executive Director of Halma plc on 1 January 2016.

Prior to joining Aggreko, Carole spent seven years at BAE Systems, in a range of senior financial positions, including four years in Australia. Carole is also a chartered accountant, having trained at KPMG whilst working in their audit divisions in the UK and Australia.

RUSSELL KING

Senior Independent Director

Appointed: Non-executive Director in February 2009 and Senior Independent Director in April 2014.

Experience: Russell brings international experience, acquired across a number of sectors including mining and chemicals, together with strong experience in strategy.

An experienced Non-executive Director, Russell currently sits on the boards of Spectris Plc as Senior Independent Director and Remuneration Committee Chairman and Interserve plc as Senior Independent Director. He is also Chairman of Hummingbird Resources plc. Prior to this, Russell spent eight years at Anglo American Plc, latterly as Chief Strategy Officer and spent 20 years in senior roles at ICI.

DAME NICOLA BREWER

Non-executive Director

Appointed: February 2016.

Experience: Nicola Brewer brings extensive geo-political and diplomatic experience to Aggreko, having worked in many of the developing regions in which we operate.

Nicola is currently Vice Provost at University College London, responsible for international strategy. She is a trustee of Prince Harry's southern African charity, Sentebale. In her previous diplomatic career, she worked in Mexico, India and France, was a member of the Foreign and Commonwealth Office Board from 2004-2007, and was High Commissioner to South Africa, Lesotho and Swaziland from 2009 to 2013. As a member of the board of the Department for International Development, she supervised all UK bilateral aid programmes in Africa, Asia, Eastern Europe, the Middle East and Latin America.

UWE KRUEGER

Non-executive Director

Appointed: February 2015.

Experience: Uwe brings expertise of the engineering, services and renewable energy sectors. He is a physicist with a PhD and an honorary professorship from the University of Frankfurt and an honorary PhD from Heriot-Watt University. Most of his career has been spent leading engineering and consulting organisations.

Uwe is currently Chief Executive Officer of WS Atkins plc. He also sits on the boards of SUSI Partners AG and Ontex S.A. and lectures at the University of Frankfurt on renewable energy. Before joining WS Atkins plc, Uwe was Chief Executive Officer of Oerlikon, Senior Advisor at Texas Pacific Group, President of Cleantech Switzerland, and held various senior leadership positions at Hochtief AG.

DIANA LAYFIELD**Non-executive Director****Appointed:** May 2012.

Experience: Diana brings extensive international experience and detailed understanding of how to operate successfully across emerging markets, particularly in Africa and Asia. She also brings experience in sales, technology and strategy.

Diana is Vice President, Next Billion Users at Google Inc, developing products and services for users in emerging markets, and in Fintech. Before joining Google, she was Chief Executive, Africa Region for Standard Chartered Plc and held a number of senior leadership roles over 11 years at Standard Chartered. Prior to Standard Chartered, Diana was Chief Executive Officer of Finexia Ltd, a technology firm, and a consultant with McKinsey & Co, an international strategy consulting firm. Diana has a BA from the University of Oxford and a Master's degree in International Economics and Public Administration from Harvard University.

IAN MARCHANT**Non-executive Director****Appointed:** November 2013.

Experience: Ian brings knowledge of the domestic and international energy markets, along with a substantial understanding of associated strategic, financial and regulatory issues. Until his retirement in June 2013, Ian spent 21 years at SSE Plc, most recently as Chief Executive, and prior to that as Finance Director.

Ian is an experienced Non-executive Director, currently serving as Chairman of John Wood Group Plc and former Chairman of Infinis Energy Plc. He is also Chairman of Maggie's Cancer Charity, a Member of the Prince's Council of the Duchy of Cornwall, Honorary President of RZSS, Chairman of the advisory board of the Centre of Energy Policy at Strathclyde University and former Chairman of Scotland's 2020 Climate Group.

BARBARA JEREMIAH**Non-executive Director****Appointed:** March 2017

Experience: Barbara brings extensive international Non-executive experience largely in the USA and Australia together with an executive career in the mining, exploration and energy industries.

An experienced Non-executive Director, Barbara currently sits on the Board of Russel Metals and Allegheny Technologies having recently retired as Chairwoman of Boart Longyear, a US based company in the minerals drilling sector. Until her retirement in 2009, Barbara spent over 30 years in a number of roles in Alcoa Inc (now demerged into Alcoa and Arconic Inc), the world leader in the production of aluminium and related products. Her roles in Alcoa included Assistant General Counsel, VP Corporate Development and Executive VP in charge of strategy and M&A. Barbara is an American citizen, with a BA in political science and is a qualified lawyer.

MILES ROBERTS**Non-executive Director****Appointed:** March 2017

Experience: Miles brings extensive international business experience both as a Chief Executive and Finance Director.

Miles is currently Chief Executive Officer of DS Smith Plc, a FTSE international packaging group with operations in nearly 40 countries. Prior to joining DS Smith Plc in 2010, Miles was Group Chief Executive of McBride plc having previously been Group Finance Director. Prior to this, Miles worked for Costain Group plc and Vivendi UK. He also has non-executive experience, having served on the boards of Poundland Group plc as Senior Independent Director and Care UK plc as a Non-executive Director. Miles has a degree in Engineering and is also a Chartered Accountant.

Appendix 2

SUMMARY OF THE PRINCIPAL TERMS OF THE AGGREKO 2017 RESTRICTED SHARE PLAN

Operation

The Remuneration Committee of the Board of Directors of the Company (the "Committee") will supervise the operation of the Aggreko 2017 Restricted Share Plan (the "Plan").

Eligibility

Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the Plan at the discretion of the Committee.

Grant of awards

The Committee may grant awards to acquire ordinary shares in the Company ("Shares") within six weeks of shareholder approval of the Plan. The Committee may also grant awards within six weeks following the Company's announcement of its results for any period, the end of a closed period, the date of approval by Shareholders of a new Directors' Remuneration Policy or at any other time when the Committee considers there are sufficiently exceptional circumstances which justify the granting of awards. It is intended that the first awards will be made shortly following the adoption of the Plan.

The Committee may grant awards as conditional shares, nil (or nominal) cost options or as forfeitable shares.

The Committee may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy all or part of share-based awards in cash, although it does not currently intend to do so. This is likely where there are restrictions on the issue of shares or particular circumstances such as where exchange control restrictions in a country do not allow the use of share-based awards.

An award may not be granted more than 10 years after shareholder approval of the Plan.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

Individual limit for Executive Directors

An Executive Director may not receive awards under the Plan in any financial year over Shares having a market value in excess of 75 per cent. of his or her annual base salary (as at the time of grant) in that financial year, or such higher (or lower) percentage of annual salary that is permitted under the shareholder approved Directors' Remuneration Policy that is in force at that time.

Individual limit for below Board employees

The aggregate market value of Shares over which awards are granted in a financial year to an employee who is not an Executive Director (at grant) will normally be limited to an amount up to 100 per cent. of annual base salary (as at the time of grant) for which purposes salary may include salary supplementary allowance for employees in India only. If, however, the Committee determine that the circumstances are sufficiently exceptional, including but not limited to the recruitment or retention of a key employee, the Committee may grant awards to an employee (other than an Executive Director) over Shares that have an aggregate market value worth up to 200 per cent. of annual base salary in a financial year.

Performance conditions

The vesting of awards may be subject to performance conditions set by the Committee. There is currently no intention to impose any performance conditions to any award granted to an Executive Director under the Plan.

Performance related awards to the Executive Directors will normally be granted under the Aggreko 2015 Long Term Incentive Plan, which was approved by Shareholders in 2015 or such other replacement plan.

Awards (including to Executive Directors) may be subject to a general performance underpin. If the performance underpin is not satisfied, the Committee may scale back the vesting of awards (including to zero).

To the extent that a performance condition does apply the Committee may vary, or waive and replace, that performance condition if an event has occurred which causes the Committee to consider that it would be appropriate to amend, or waive and replace, the performance condition. Any varied or replacement condition must, in the opinion of the Committee, be fair and reasonable and not materially less challenging than the original condition.

Vesting of awards

Awards normally vest three years after grant provided the participant is still an officer or employee within the Company's group and, if a performance condition applies, to the extent that the condition has been satisfied. An award granted to an employee who is not also an Executive Director (on grant) may under normal circumstances vest earlier or later than the third anniversary of the date of grant to the extent determined by the Committee on or before the grant of that award.

Vested awards that have been structured as options are exercisable up until the tenth anniversary of grant unless they lapse earlier.

Holding periods

Unless the Committee determines otherwise, the Company's Executive Directors will normally be required to retain any Shares acquired on the vesting or exercise of an award (less a number of shares that have an aggregate market value on vesting or, in the case of an option, exercise equal to the tax liability due on vesting or exercise) until the expiry of a holding period set by the Committee at grant. The holding period applying to initial awards granted to the Company's Executive Directors will normally end on the fifth anniversary of the date of grant of the award under which the Shares were acquired or if earlier the second anniversary of the date of Vesting of the relevant award (for example, where an award vests early on cessation of employment).

The holding period may also apply to Shares held by participants who are below Executive Director level.

The relevant holding period will end early on or shortly prior to:

- (a) the occurrence of a takeover, scheme of arrangement or winding-up of the Company (excluding an internal reorganisation where awards are exchanged for replacement awards, in which circumstances the holding period shall apply to the replacement securities);
- (b) the death of a participant; or
- (c) in exceptional circumstances, on such other date determined by the Committee, in its discretion.

Participants in the Plan who are subject to a holding period shall not be restricted or prevented during the relevant holding period from taking up any shareholder rights that they may have in relation to the Shares subject to the holding period. The terms and basis upon which Shares must be held during the holding period shall be determined by the Committee.

Dividend equivalents

The Committee may decide that participants will receive a payment (in cash and/or Shares), on or shortly following the vesting or exercise of their awards, of an amount equivalent to the dividends that would have been paid on those Shares between the time when the awards were granted and the time when they vest or, in the case only of Shares held under an option that is subject to a holding period, the earlier of the exercise date of that option and the date on which the applicable holding period ends. This amount may assume the reinvestment of dividends. Alternatively, participants may have their awards increased as if dividends were paid on the Shares subject to their award and then reinvested in further Shares.

Leaving or transferring employment

The treatment of awards held by leavers will depend upon whether or not the participant left the Company's group within one year of the award being granted and the reason for leaving.

- (a) Leaving employment within one year of an award being granted

An award will normally lapse upon a participant ceasing to hold employment or be a Director within the Company's group for any reason within one year of that award being granted unless the Committee determines that the circumstances are, in its opinion, sufficiently exceptional, in which case an award may vest on any date, as determined by the Committee, and to the extent determined by the Committee (having regard to any performance conditions and the period during which the participant was employed from grant) and subject to any other additional terms and conditions that the Committee may determine.

- (b) Leaving employment a year or more after an award has been granted

An award will lapse upon a participant ceasing to hold employment or be a Director within the Company's group one year or more after that award has been granted unless the participant leaves as a 'good leaver' (see below).

A participant will be treated as a good leaver if he or she ceases to be an employee or a Director by reason of his or her death, injury, ill-health, disability, retirement, redundancy, his or her employing company or the business for which he or she works being sold or transferred out of the Company's group or in other circumstances at the discretion of the Committee. If a participant is a good leaver, then his or her award will vest when it would have vested if he or she had not ceased such employment or office, unless the Committee determines otherwise, in which case the award will vest earlier upon such cessation occurring (or shortly thereafter). The extent to which an award will vest in these situations will depend upon two factors: (i) the extent to which any performance conditions have been satisfied over the original performance period or (if the award is to vest early) over such shorter period determined by the Committee; and (ii) the pro-rating of the award to reflect the reduced period of time between its grant and the date of cessation relative to the original vesting period, although the Committee can decide not to pro-rate an award (or to vary the time pro rata reduction) if it regards it as appropriate to do so in the particular circumstances.

The Committee retains discretion to vary (up or down) the extent and the time when awards vest upon a participant ceasing to be a Director or employee within the Company's group on a case-by-case basis, to ensure fairness for both Shareholders and participants.

The Committee may, in its discretion, also permit an award to vest early in the event that a participant's office or employment, or place of work, is to be transferred within the group and such transfer is likely to give rise to adverse tax consequences. In these circumstances, the extent to which an award vests and the date of vesting will be determined by the Committee in its discretion.

Corporate events

In the event of a takeover, or another company acquires control of the Company under a scheme of arrangement, or upon a winding-up of the Company (not being an internal corporate reorganisation or reconstruction) (a "Corporate Event"), all awards held for less than one year at the time of the relevant Corporate Event will lapse, unless the Committee determines that the circumstances are, in its opinion, sufficiently exceptional, in which case an award may vest to the extent determined by the Committee (having regard to any performance conditions) and subject to any other additional terms and conditions. Awards that have been held for at least one year at the time of the relevant Corporate Event will vest early subject to the extent that any performance conditions have been satisfied at that time or, in the opinion of the Committee, would have been satisfied were it not for that event.

In the event of an internal corporate reorganisation or reconstruction or merger, awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

If a demerger is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent, then the Committee may, in its discretion, decide that awards will vest (irrespective of when they were granted) to the extent that, in the opinion of the Committee, any performance conditions have been satisfied or would have been satisfied and on such terms decided by the Committee.

Appendix 2

The Committee retains discretion to vary (up or down) the extent to which and the time when awards vest upon the occurrence of a Corporate Event or a demerger on a case-by-case basis, following a review of the circumstances, to ensure fairness for both Shareholders and participants.

Malus and clawback

The Plan includes malus and clawback provisions under which the Committee may, in its discretion, reduce the number of Shares held under an award before it vests. The Committee may also seek to recover any overpayment, or Shares that have vested, under the Plan within three years of that award vesting. In particular, the malus and clawback provisions may be operated by the Committee where there has been a material misstatement of the Company's results or accounts and/or an error is made in assessing the satisfaction of a performance condition and such material misstatement and/or error resulted (directly or indirectly) in an award being granted over a larger number of Shares and/or an award vesting to a greater degree than would otherwise have been the case. The Committee may also operate malus and clawback where a participant has committed an act of gross misconduct or where other exceptional circumstances have arisen which, in the opinion of the Committee, justify the operation of malus and clawback.

Participants' rights

Awards of conditional Shares and options will not confer any shareholder rights until the awards have vested or the options have been exercised and the participants have received their Shares. Holders of awards of forfeitable Shares will have shareholder rights from when the awards are made except they may be required to waive their rights to receive dividends.

Rights attaching to Shares

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Overall Plan limits

The Plan may operate over new issue Shares, treasury Shares (i.e. Shares held by the Company in treasury) or Shares purchased in the market.

In any 10 calendar year period, the Company may not issue (or grant rights to issue) more than:

- (a) 10 per cent. of the issued Ordinary Share capital of the Company under the Plan and any other employee share plan adopted by the Company; and
- (b) 5 per cent. of the issued Ordinary Share capital of the Company under the Plan and any other executive share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

Alterations to the Plan

The Committee may, at any time, amend the Plan or the terms of an award in any respect, provided that the prior approval of Shareholders is obtained for any amendments that are to the material advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of Shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan or an award, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award.

Overseas Plans

The Plan also incorporates a separate schedule for employees who are residents of the State of California on the date of grant of an Award (the "CA Schedule"). The CA Schedule is required to comply with the requirements of Section 25102(o) of the California Corporate Securities Law of 1968, as amended or re-enacted, and the regulations issued thereunder by the California Commissioner of Corporations. Awards issued to employees under the CA Schedule will be granted subject to the same limits and performance conditions and on substantially the same terms as those applying to awards granted under the main body of the Plan.

The shareholder resolution to approve the Plan will also allow the Board to establish further plans and/or schedules to the Plan for other overseas territories, any such plan and/or schedule to be similar to the Plan, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plan. In particular, the Plan authorises the Committee or the Board of Directors to approve and adopt a French schedule to the Plan under which either French-qualified share options or French-qualified conditional share awards may be granted in compliance with the relevant provisions of The French Commercial Code.

Appendix 3

SUMMARY OF THE PRINCIPAL TERMS OF THE AGGREKO UK SHARES SAVE PLAN 2017, THE AGGREKO INTERNATIONAL SHARES SAVE PLAN 2017 AND THE AGGREKO US EMPLOYEE STOCK PURCHASE PLAN 2017

Introduction

The following is a summary of the principal terms of the Aggreko UK Sharesave Plan 2017 (the "UK Plan"), the Aggreko International Sharesave Plan 2017 (the "International Plan") and the Aggreko US Employee Stock Purchase Plan 2017 (the "US Plan" and together with the UK Plan and the International Plan known as the "Plans").

The Plans will replace the Aggreko UK Sharesave Plan 2007, the Aggreko International Sharesave Plan 2007 and the Aggreko US Employee Stock Purchase Plan 2007, which were approved by Shareholders in 2007 and will expire on 25 April 2017.

The principal terms of the Plans are substantially the same unless expressly indicated to the contrary.

Operation

The operation of the Plans will be supervised by the Board of Directors of the Company or an authorised committee of (or approved by) the Board of Directors (the "Board").

The UK Plan is a UK tax advantaged share option scheme and is intended to comply with the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 ("Schedule 3"), as amended and re-enacted from time to time.

The US Plan is a US tax advantaged share option plan and is intended to comply with section 423 of the US Internal Revenue Code of 1986 (the "Code"), as amended and re-enacted from time to time.

Eligibility

The UK Plan provides that employees and full-time Directors of the Company and any designated participating subsidiary who are UK resident taxpayers, are eligible to participate. The Board may in its discretion extend participation under the UK Plan to other employees or directors of participating members of the Group who do not meet these requirements.

The International Plan provides that employees of the Company and any designated participating subsidiary in any jurisdiction are eligible to participate in the International Plan at the discretion of the Board.

The US Plan requires that employees and full-time Directors of the Company and any designated participating subsidiary in the United States of America are eligible to participate in the US Plan.

The Plans provide that the Board may require employees to have completed a qualifying period of employment (a "Qualifying Period") before they may apply for the grant of an option. In particular, under the UK Plan and the US Plan the Board may specify a Qualifying Period of up to 5 years and 2 years respectively. The Qualifying Period under the International Plan is determined by the Board at its discretion.

The intention is that participation in the UK Plan will be limited to eligible employees of the Company and its UK based subsidiaries who are resident in the UK; participation in the US Plan will be limited to eligible employees of the Company's US subsidiaries; and, participation in the International Plan may be offered to eligible employees who do not qualify to participate in either the UK Plan or the US Plan, and who are employed by subsidiaries of the Company, and work in jurisdictions chosen by the Board, in its discretion. As a general rule, employees will not be invited to participate in more than one of the Plans in a financial year.

Grant of options

Options to acquire ordinary shares in the capital of the Company (a "Share") can only be granted to employees who agree to enter into a savings contract under which monthly savings are normally made out of net income over a period of three or five years, or two years only under the US Plan.

The International Plan only also has the facility for the Board to allow eligible employees to agree to sacrifice a portion of their gross salary and for eligible employees to pay into a pension or other investment fund or savings vehicle approved by the Board. Furthermore, under the terms of the International Plan only the Board may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash. The Board may also decide to grant or settle an option under the International Plan only as a share appreciation right.

Options will normally be granted within 30 days (or 42 days if applications are scaled back) of the first day by reference to which the option price is set. The number of Shares over which an option is granted will be such that the total option price payable for those Shares will correspond to the proceeds on maturity of the related savings contract (or, in the case only of the International Plan, the aggregate deductions made from salary over the relevant savings period or the aggregate contributions to the relevant pension or investment vehicle).

No invitation may be issued under the Plans more than 10 years after the Plans are approved by Shareholders.

Timing of invitations

Invitations to participate in the Plans may be issued within 42 days after (i) the approval of the Plans by Shareholders; (ii) the announcement of the Company's results for any period, (iii) the date on which any change to the legislation affecting UK Schedule 3 sharesave schemes takes effect, (iv) the date on which a new UK savings contract prospectus is announced or takes effect, or (v) the end of a closed period. Invitations may also be issued at any other time at which the Board determines that the circumstances are sufficiently exceptional to justify the grant of options.

Invitations to participate in the Plans will normally be made at or around the same time to all eligible employees and, in respect of the International Plan, to employees chosen by the Board.

Appendix 3

If, for any reason, an invitation is mistakenly not issued to an employee under the International Plan who the Board determined should have been invited (the "original invitation") then the Board may, in its discretion, within three months of the date of grant of the option under the original invitation, re-issue the original invitation to that eligible employee only on terms which will allow them to participate on substantially the same terms as the original invitation (including at the same option price).

Individual participation

Subject to the limits set out below, the Board will determine the maximum amount that an employee may contribute under a savings contract linked to options granted under the Plans.

Monthly savings by an employee under the UK Plan and all savings contracts linked to options granted under any Schedule 3 tax advantaged scheme may not exceed the statutory maximum (currently £500 per month in aggregate). Similarly, monthly savings by an employee under the International Plan and all savings contracts linked to options granted under the International Plan and any other similar sharesave scheme established by the Company may not normally exceed the overseas equivalent of the statutory maximum amount as may from time to time be permitted under the UK Plan.

Monthly savings by an employee under the US Plan and all savings contracts linked to options granted under the US Plan and any other similar plan established by the Company in accordance with the Code may also not normally exceed the US equivalent of the statutory maximum under the UK Plan, subject to an overall cap of US\$1,000 per month in aggregate or such other amount as may from time to time be determined by the Board and is permitted under the Code.

The Board may allow participants under the US Plan and the International Plan to save in any currency permitted by the Board and as specified in the invitation. The Board may also allow participants under the US Plan (to the extent permitted by the Code) and the International Plan to make up for any missed contributions at the end of the savings contract (subject to a maximum of six missed monthly contributions) and to top-up their savings so that they may exercise their option in full, for example, to take account of any exchange rate fluctuations which have reduced the value of their savings.

Option price

The option price per Share under the UK Plan and the International Plan will be the market value of a Share when invitations to participate in the UK Plan and International Plan are issued less a discount of up to 20 per cent (or, in the case of an option to subscribe, the nominal value of a Share if higher), or such other maximum discount permitted under the governing legislation. Market value is determined as the average of the middle market quotations of a Share as derived from the Daily Official List of the London Stock Exchange over the three dealing days before invitations to participate in the UK Plan and International Plan are sent out or, if the Board so decides, the average of the middle market quotation on the last dealing day before invitations are issued, or such other date permitted by HMRC.

The option price per Share under the US Plan will be the average fair market value of a Share over the three dealing days immediately prior to the date of grant of an option, or the fair market value of a Share on or preceding the grant date (or such other dates permitted under the Code) as determined by the Board in accordance with the Code less a discount of up to 15 per cent or such other maximum discount permitted under the Code.

In respect of the US Plan and the International Plan the Board may convert the option exercise price into US dollars or any other currency chosen by the Board either at or around the date of an invitation or the grant of an option on such basis as the Board decides. Alternatively, the Board may convert the option exercise price into another currency at the end of the savings contract on such basis as the Board decides.

Exercise and lapse of options

Options granted under the UK Plan and the International Plan will normally be exercisable for a six month period from the end of the relevant three or five year savings contract.

Options granted under the US Plan will normally become exercisable from the second anniversary of the date of deduction of the first contribution to the savings contract and will remain exercisable until the expiry of the period of 27 months from the date of grant of the option or such other period permitted under the Code.

Any options not exercised within the relevant exercise period will lapse.

An option may be exercised before the end of the relevant savings period, for a limited period, on the death of a participant or on his or her ceasing to hold office or employment within the group or with an associated company by reason of injury, disability, redundancy, retirement, the sale or transfer out of the group of his or her employing company or business, their employer ceasing to be an associated company or (in the case of the UK Plan and the International Plan) for any other reason (provided in such case the option was granted more than three years previously).

Takeovers and Liquidations

Rights to exercise options early for a limited period also arise if another company acquires control of the Company as a result of a takeover or upon a scheme of arrangement or becomes bound or entitled to acquire shares under the compulsory acquisition provisions. An option may be exchanged for an option over shares in the acquiring company if the participant so wishes and the acquiring company agrees.

If the Company passes a resolution for a voluntary winding-up, any subsisting option must be exercised within a period of up to six months of the passing of that resolution or it lapses.

Satisfying options and overall plan limits

The Plans may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any ten calendar year period, the Company may not issue (or create the possibility of issuing) more than 10 per cent. of the issued ordinary share capital of the Company under the Plans and any other employee share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

Variation of capital

In the event of any variation in the share capital of the Company, adjustments to the number of Shares subject to options and the exercise price may be made by the Board in such manner and with effect from such date as the Board may determine to be appropriate.

Rights attaching to Shares

Until options are exercised, option holders have no voting or other rights in respect of the Shares subject to their options.

Shares issued or transferred pursuant to the Plans shall rank *pari passu* in all respects with the Shares already in issue except that they will not rank for any dividend or other distribution paid or made by reference to a record date falling prior to the date of exercise of the option.

Benefits obtained under the Plan shall not be pensionable.

Options are not assignable or transferable.

Alterations to the Plans

The Board may, at any time, amend the provisions of the Plans in any respect, provided that the prior approval of Shareholders is obtained for any amendments that are to the material advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares to be acquired and the adjustment of options.

The requirement to obtain the prior approval of Shareholders will not, however, apply to any change required to ensure that the UK Plan and the US Plan comply with Schedule 3 and the Code respectively, securities laws or to any minor alteration made to benefit the administration of the Plans, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

Overseas plans

The Board may, without further Shareholder approval, establish further plans or schedules to the International Plan for overseas territories, any such plan or schedule to be similar to the International Plan, but modified to take account of local tax, exchange control, securities laws and other relevant local laws, regulation and practice, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the International Plan. In particular, the Plan authorises the Committee or the Board of Directors to approve and adopt a French Schedule to the Plan under which French-qualified share options may be granted in compliance with the relevant provisions of the French Commercial Code.

The US Plan incorporates a separate schedule for employees who are resident in the State of California in compliance with Californian state securities laws.

