

**AGGREKO Plc**  
**ETHICS COMMITTEE**  
**TERMS OF REFERENCE**

**1. Membership**

The Committee will be appointed by the Board. The members of the Committee will be drawn from the Chairman and the independent Non-executive Directors of the Company.

The Committee will consist of not less than three members.

The Chairman of the Committee will be either the Chairman of the Company or an independent Non-executive Director.

**2. Attendance at the Meetings**

The Chief Executive Officer and other Board members will attend if invited by the Committee.

The Secretary of the Committee will be appointed by the Committee.

**3. Quorum**

A quorum will be two members.

**4. Frequency of Meetings**

Meetings will be held normally two times a year.

**5. Responsibilities**

The Ethics Committee is a Committee of the Board, to which it reports on a regular basis.

The responsibilities of the Committee are as follows:

- a. advising the Board on the development of strategy and policy on ethical matters
- b. advising the Board on steps to be taken to establish a culture of integrity and honesty in all of the Company's business dealings
- c. overseeing the Company's policies and procedures for the identification, assessment, management and reporting of ethical risk
- d. overseeing the Company's policies and procedures to prevent persons associated with the Company from engaging in bribery
- e. appointing a senior manager to oversee the development of the Company's anti-corruption programme
- f. overseeing the development and adoption of, and compliance with, the Company's ethical due diligence policies and procedures covering:
  - i. business relationships, including the Company's agents and intermediaries;

- ii. mergers, acquisitions or major new projects
- g. overseeing the development, adoption and compliance with the Company's ethical policies and procedures, and in particular:
  - i. responsibility for implementation
  - ii. communication, both internally and externally
  - iii. training
  - iv. reporting of progress to the Committee
  - v. external assurance
  - vi. monitoring arrangements
  - vii. the consequences of breaches of those policies and procedures
- h. liaising with the Audit Committee on the mechanisms for employees to raise ethical concerns in confidence
- i. engaging with regulatory bodies, industry groups, advisers and other stakeholders over ethical issues.

## **6. Reporting Responsibilities**

- 6.1 The Chairman of the Committee will report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 6.2 The Committee will make whatever recommendations to the Board it deems appropriate in any area within its remit where action or improvement is needed.
- 6.3 The Committee will conduct an annual review of its work and these terms of reference and make recommendations to the Board.
- 6.4 The Committee's duties and activities during the year will be disclosed in the Annual Report and Accounts.
- 6.5 The Committee Chairman will attend the AGM to answer shareholder questions on the Committee's activities and their responsibilities.

*Adopted by resolution of the Board on 16 October 2014*