

AGGREKO Plc
NOMINATION COMMITTEE
TERMS OF REFERENCE

1. Membership

The Committee will be appointed by the Board. A majority of the members of the Committee will be independent Non-executive Directors. The Chairman of the Company, and Senior Independent Director will normally be members.

The Committee will consist of not less than three members.

The Chairman of the Committee will be appointed by the Board and will either be the Chairman of the Company or an independent Non-executive Director. The Chairman of the Company will not chair the Committee when it is dealing with the appointment of a successor to the chairmanship.

2. Attendance at Meetings

The Chief Executive Officer and Group HR Director will attend meetings at the invitation of the Committee.

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

3. Quorum

A quorum will be two members, to include either the Chairman or the Senior Independent Director.

4. Frequency of Meetings

Meetings will be held normally three times a year.

5. Responsibilities

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

The responsibilities of the Committee are as follows:

- a. Review the structure, size and composition (including skills, knowledge, experience, diversity and balance of executive and non-executive) of the Board and its Committees and make recommendations to the Board with regard to any changes;
- b. consider succession planning for Directors and other senior executives, taking into account the challenges and opportunities facing the Company and the skills and expertise needed for the Group to execute its strategy;
- c. identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise;

- d. before any appointment is made, evaluate the balance of skills, knowledge, experience and diversity on the Board and prepare a description of the role, with capabilities required and time commitment expected. In identifying suitable candidates the Committee will:
 - i. use open advertising or the services of external advisers to facilitate the search;
 - ii. consider candidates from a wide range of backgrounds;
 - iii. consider candidates on merit and against objective criteria.
- e. ensure prior to any appointment to the Board, the appointee discloses any interests which may cause a conflict;
- f. ensure that on appointment to the Board, the appointee receives a formal letter of appointment, setting out clearly what is expected of him or her in terms of time commitment, committee service and involvement outside of Board meetings;
- g. keep under review the time commitment expected from the Chairman and Non-executive Directors;
- h. make recommendations to the Board on the re-appointment of any Non-executive Director at the conclusion of his or her service contract and the annual re-election of directors by shareholders;
- i. review the results of the board performance evaluation process that relate to the composition of the board.

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 on 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. The Committee's report should explain the process used to make appointments, identifying any external search agency used with a statement as to whether it has any connection with the Company. The report should also include a statement on the Board's policy on diversity, including gender.
- 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