

AMEC plc

ETHICS COMMITTEE OF THE BOARD

TERMS OF REFERENCE ADOPTED BY THE BOARD ON 23 JUNE 2011

Purpose	The purpose of the Committee is to assist the Board in upholding AMEC's core values of honesty, integrity and respect.
Membership	The Committee shall be appointed by the Board and shall consist of non-executive directors of the Company.
Quorum	Any two members. A duly convened meeting of the Committee at which a quorum is present shall be authorised to exercise all or any of the powers and discretions vested in or exercisable by the Committee.
Committee Chairman	The Chairman shall be a non-executive director of the Company appointed by the Board. If the Chairman is unavailable for a meeting, the members of the Committee present shall elect a Chairman for that meeting.
Committee Secretary	The Deputy Company Secretary or delegate.
Attendance at Meetings	Only members of the Committee have the right to attend Committee meetings. The General Counsel & Company Secretary will normally be invited to attend and report to meetings of the Committee. Other company employees and external advisers may be invited to attend all or part of any meeting, as appropriate.
Frequency of Meetings	The Committee shall meet at least twice a year. The Chairman shall call a meeting if requested to do so by the Chief Executive, the General Counsel & Company Secretary or any member of the Committee.
Authority	The Committee is authorised by the Board: <ol style="list-style-type: none">1. to obtain outside legal or other independent professional advice (normally via the General Counsel & Company Secretary) and the Company shall meet the expense of such advice;2. to secure the attendance of external parties with relevant experience and expertise it considers necessary;3. to seek any information it requires from any employee;4. to seek the co-operation of all employees with any request made by the Committee.
Responsibilities	The Committee will: <ol style="list-style-type: none">1. Review and monitor business ethics within the Company including, <i>inter alia</i>, compliance with relevant legislation, regulation, and current best practice relating to:<ol style="list-style-type: none">1.1. bribery and corruption;1.2. government contracting;1.3. competition laws;1.4. import/export restrictions and trade sanctions;1.5. discrimination or inappropriate behaviour in the work place.2. Review and where appropriate investigate allegations as they relate to:<ol style="list-style-type: none">2.1. bribery or corruption;2.2. false or misleading statements made to Government authorities2.3. conflicts of interest (including, but not limited to, gifts, hospitality, outside interests and related party transactions);

- 2.4. unfair or disrespectful behaviour in the workplace (including harassment and discrimination);
 - 2.5. unfair competition (including collusion, price fixing etc);
 - 2.6. inappropriate personal use of company assets.
3. Review and approve AMEC's Code of Business Conduct (the 'Code') at least annually.
 4. Review and consider the implementation of the Code and policies issued by the Company in support of the Code including the adequacy of resources for their implementation.
 5. Consider the General Counsel & Company Secretary's regular reports to the Committee.
 6. Consider and review the extent, implementation and effectiveness of AMEC's training on business ethics.
 7. Consider and review the external reporting of business ethics.
 8. Consider the adequacy of Group Internal Audit's programme for assurance of the Code and business ethics policies.
 9. Consider other topics specifically delegated to the Committee by the Board from time to time.

Exclusions

The Committee shall not be responsible for reviewing and monitoring legislation or regulation relating to financial reporting, capital markets or fraud (which is the responsibility of the Audit Committee) or health, safety, security or the environment (which is the responsibility of the HSSE Committee).

Investigations

In the event of an actual or suspected significant breach of the Code or relevant legislation having the potential for serious reputational damage for the Company, a member of the Committee will normally take responsibility for and manage any investigation into the relevant matters with the support of the General Counsel & Company Secretary. The use of consultants to assist in such investigations is authorised per "Authority" above.

Reporting

The Chairman shall report formally on the proceedings of the Committee to the Board Meeting following the Meeting of the Committee and Minutes of the Committee shall be made available to all members of the Board

Duties of the Secretary

The Secretary shall be required to keep a proper and timely record of meetings of the Committee and circulate such minutes to all members of the Committee. Notices of all meetings of the Committee, confirming the venue, time and date together with an agenda of items to be discussed and relevant papers, shall be circulated to Committee members and any other attendees, not less than five working days prior to the date of the meeting.

The Secretary shall ensure that the Committee is properly constituted within these Terms of Reference. Any actual or anticipated variance of these terms should be brought to the attention of the Chairman and the Chairman of the Board as appropriate.

The Secretary shall ensure that these Terms of Reference are publicly available on AMEC.com.