

AMEC plc

NOMINATIONS COMMITTEE OF THE BOARD

TERMS OF REFERENCE ADOPTED BY THE BOARD ON 23 AUGUST 2011

Membership	Chairman All Non-Executive Directors
Quorum	Any three members
Committee Chairman	Chairman or, if not present, the Senior Independent Director, who will, in any event, chair the meeting when the appointment of a successor to the Chairman is being dealt with.
Committee Secretary	Company Secretary
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. The Chief Executive will normally be invited to attend at the invitation of the Chairman.
Frequency of Meetings	As required and, in any event, at least once a year. The Company Secretary is to circulate the minutes of each meeting to members of the Committee.
Duties	<p>To make recommendations to the Board concerning the appointment or termination of a Director or the Company Secretary and, in the case of the Chairman or a Non-Executive Director, the extension of an existing appointment.</p> <p>To make recommendations to the Board concerning the re-election by shareholders of any director under the retirement provisions in the articles of association.</p> <p>To regularly evaluate the structure, size and composition of the Board, including its skills, knowledge and experience, and its overall effectiveness, and to make recommendations to the Board with regard to any changes considered necessary.</p> <p>To regularly review Board succession planning, in conjunction with a report from the Chief Executive and Group Human Resources Director on senior management succession planning, so as to ensure that an appropriate balance of skills is maintained both within AMEC and on the Board.</p> <p>To approve a statement on its activities for inclusion in the Annual Report.</p> <p>The Committee is authorised to employ consultants at the company's expense as appropriate.</p> <p>In carrying out its duties, the Committee will have due regard to the contents of the UK Corporate Governance Code as well as the UK Listing Authority's Listing Rules and associated guidance</p>

Neither Committee members nor Executive Directors and other senior executives involved in advising or supporting the Committee will participate in any discussion by the Committee of remuneration proposals affecting themselves

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