

Board of Directors

AMEC's board of directors is comprised of five independent non-executive directors and two executive directors:

Jock Green-Armytage
Age 62, was appointed a non-executive director in June 1996 and became non-executive Chairman in January 2004. He is the Chairman of the nominations committee. He is Chairman of JZ International Limited and a director of JZ Equity Partners plc and several other companies.

Samir Brikho
Age 49, was appointed Chief Executive in October 2006. He was previously a member of the ABB Executive Committee, heading the Power Systems division. He was also Chairman of ABB Lummus Global, ABB's international projects and services business. He is also a director of United Kingdom-Japan 21st Century Group.

Stuart Siddall
Age 54, was appointed Finance Director in June 2000. He was previously Finance Director of Alpha Airports Group PLC and of MANWEB plc. On 17 March 2008, he tendered his resignation and will cease to be a director following the annual general meeting on 14 May 2008.

Liz Airey
Age 49, was appointed a non-executive director in May 1999. She is the senior independent director. She was previously the Finance Director of Monument Oil and Gas plc. She is currently Chairman of Zetex plc and a

non-executive director of Tate & Lyle PLC. In addition, she is Chairman of a European investment trust and a non-executive director of another investment trust specialising in private equity.

Peter Byrom
Age 63, was appointed a non-executive director in February 2005. He is Chairman of the audit committee. He is Chairman of Domino Printing Sciences plc and Molins PLC and a non-executive director of Rolls-Royce plc. He was a director of N M Rothschild from 1977 to 1996.

Tim Faithfull
Age 63, was appointed a non-executive director in February 2005. He is Chairman of the remuneration committee. He is a non-executive director of Canadian Pacific Railway, TransAlta Corporation and Shell Pensions Trust Limited and was President and Chief Executive of Shell Canada Limited from 1999 to 2003.

Martha Hesse
Age 65, was appointed a non-executive director in June 2000. She was President of Hesse Gas Company until the end of 2003 and is the former Chairman of the US Federal Energy Regulatory Commission and Assistant Secretary for management and administration of the US Department of Energy. She chairs the compliance and ethics committee and is Chairman of Enbridge Energy Partners, L.P., Enbridge Energy Management, L.L.C. and Enbridge Energy Company Inc. and a director of Terra Industries Inc. and Mutual Trust Financial Group. All these

entities are based in the US and Canada.

The board is responsible to shareholders for the management of the company and for the protection of its assets. As such, it is ultimately responsible for implementing AMEC's systems of internal control and reviewing their effectiveness. These systems are designed to manage, rather than eliminate, the risk of failure to achieve business objectives and consequently can provide reasonable, but not absolute, assurance against material mis-statement or loss.

The board, through the committees described below and at its regular meetings, has a continuous process for identifying, evaluating and managing significant risks faced by AMEC, including strategy, major projects to be undertaken, significant acquisitions and disposals, as well as entry and exit from different markets. Where appropriate, business decisions are reached following a structured and documented review of potential opportunities and threats, taking steps designed to manage or mitigate any residual risk exposure.

Board committees

Under AMEC's Management and Policy Framework, the board has formally delegated specific responsibilities to various board committees, all of which have written terms of reference. The remit of each committee is set out below. The quorum is three directors, save for the audit and remuneration committees where the quorum is two directors. Full

details of the constitution and remit of the audit, nominations and remuneration committees can be found under 'corporate governance' on www.amec.com (click on 'About AMEC' and follow the links).

The committees chaired by non-executive directors are as follows:

- **Audit committee** — Reviews the integrity, including the material financial reporting judgements, of the company's accounts, including the preliminary and interim results, related report and accounts and Stock Exchange announcements and any other formal announcements in connection with the company's financial performance, and recommends their approval to the board. It also reviews the company's internal financial controls and, in conjunction with the risk review committee, the internal control and risk management systems.

The committee has unrestricted access to company documents and meets with the internal and external auditors, and any other relevant member of staff, without the executive directors being present, as necessary. The head of internal audit formally reports to the committee chairman.

It reviews the head of internal audit's regular reports and carries out an annual assessment of the

internal audit function's effectiveness. In 2007, this exercise was carried out on behalf of the committee by the acting head of internal audit. No material changes were identified as being necessary as a result of this exercise.

The committee considers the appointment, re-appointment, removal, remuneration and terms of engagement of the external auditor and makes recommendations to the board. It discusses the scope and planning of the external audit and reviews the outcome of the external audit and any formal communications from the external auditor, including internal control reports.

The committee also formally reviews and monitors the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements and makes recommendations to the board. During 2007, a review, co-ordinated on behalf of the committee by the acting head of internal audit, was carried out. The audit committee also monitors the implementation of the policy on the engagement of the external auditor to supply non-audit services. This policy follows the guidelines set out by the Institute of Chartered

Accountants in England and Wales and clearly defines what work can and cannot be performed by any group company's statutory auditor. It also sets out the necessary approval process for those non-audit services that are acceptable.

- Nominations committee — Makes recommendations to the board concerning the appointment or termination of a director or the company secretary and, in the case of a non-executive director and the chairman, the extension of an existing appointment.

The committee also regularly reviews board succession planning, in conjunction with reports 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.

- Remuneration committee — Sets, and reviews as necessary, the overall contractual and remuneration framework for the chairman, the executive directors and the company secretary, including pension rights and annual bonus incentives.

It considers and determines such other matters relating to the engagement of the chief executive and other executive directors,

including matters relating to the enforcement of their service contracts and payments on termination, as the chairman and chief executive respectively refer to the committee.

It agrees the terms to be offered to a proposed new chairman or executive director.

It reviews the salaries of executive directors annually and the chairman biennially, or more frequently as is deemed necessary by the committee chairman. It agrees the performance targets of executive directors and the levels of bonus to be paid to them under the annual bonus incentive scheme.

It determines and agrees with the chief executive the remuneration policy and structure, including annual bonus, for corporate functional executives and senior operational executives immediately below board level.

It approves performance targets, participation and level of awards for any executive share-based incentive scheme. The following table is a record of the directors' attendance at board and principal board committee meetings during the year ended 31 December 2007.

	AMEC plc board	Audit committee	Nominations committee	Remuneration committee
Number of meetings	12	4	2	5
J M Green-Armytage*	12		2	2
S Y Brikho	12		2	
J D Early (up to 31 July)	7			
E P Airey	11	4	2	5
J A Dallas (up to 16 May)	4			2
M O Hesse*	11	4	2	2
S J Siddall	12			
T W Faithfull	12		2	5
P J Byrom	11	4	2	

* Joined remuneration committee on the departure of J A Dallas on 16 May 2007.

- Charities committee — Makes commitments and donations in support of charitable, educational and cultural causes
- Compliance and ethics committee — Considers and approves the codes of business conduct and related compliance arrangements and takes responsibility for management of investigations of violations, as necessary
- Share transaction committee — Provides clearance or denies permission to relevant employees to deal in AMEC shares

The committees chaired by executive directors are as follows:

- Banking committee
- Corporate transactions committee
- Pensions and retirement benefits committee
- Risk review committee.