

## **INTERNATIONAL POWER PLC**

### **Appointment Committee Constitution and Terms of Reference**

#### **A. Membership**

The Committee shall comprise of all the independent non-executive directors (including the Chairman), one of whom shall be appointed Chairman of the Committee. Other individuals may or be in attendance as and when requested by the Committee. The Board shall appoint the Committee Chairman. The Group HR Director shall be the Secretary of the Committee.

#### **B. Meetings**

The Committee shall meet formally at least once in each year and otherwise as and when required. The quorum for meetings of the Committee shall be two members. A meeting of the Committee may be called by any member of the Committee or by the Secretary. The chair of the Committee will report to the Board after each Committee meeting.

#### **C. Duties**

The Committee shall:

1. review regularly the Board structure, size and composition and make recommendations to the Board with regard to any changes that are deemed desirable;
2. without prejudice to the Articles of Association, be responsible for identifying and nominating candidates for the approval of the Board to fill vacancies as and when they arise and for putting in place plans for succession in relation to key posts at and immediately below Board level and ensuring that such plans are regularly reviewed.
3. make recommendations to the Board for the continuation (or not) in service of an executive director as an executive or non-executive director;
4. recommend directors who are retiring by rotation to be put forward for re-election;
5. ensure that the Committee Chairman or the appointed deputy (who shall be a member of the Committee) shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

#### **D. Authority**

In order to fulfill its duties, the Committee shall have authority to obtain any external legal or other professional advice, or information, including the advice of independent recruitment and/or HR consultants, at the Company's expense and to secure the attendance at meetings of outsiders with relevant experience and expertise if considered necessary.