

4th March, 2010

Chris Hodge
Corporate Governance Unit
Financial Reporting Council
5th Floor, Aldwych House
71-91 Aldwych
London
WC2B 4HN

Dear Mr Hodge,

CONSULTATION ON REVISED UK CORPORATE GOVERNANCE CODE

I am writing on behalf of the Board of Aggreko plc in response to the Financial Reporting Council's consultation on the revised UK Corporate Governance Code.

By way of background, Aggreko is the world leader in the supply of temporary power and temperature control solutions. We are listed on the London Stock Exchange with approximately 8600 shareholders and a market capital in the order of £2.85 billion. Since December 2009 we have been a member of the FTSE 100.

In summary, we support the proposed changes to both the structure and the content of the Code. There are, however, two specific issues on which we would like to comment, together with a further point of clarification.

1. Board Evaluation

We do not agree with the proposal that evaluation of the Board should be externally facilitated at least every three years. We believe that the way that the Board conducts its evaluation should be a matter for the Board itself. We recognise that in certain circumstances there may be advantages in using external facilitators, if the Board so determines. However, the proposal that external facilitation is used every three years is inappropriate since the facilitator cannot have a detailed knowledge of the issues the Board has addressed, nor the outcome of earlier Board evaluations.

We support the principle that external evaluations have their place, as decided by the Board, but the imposition of a Code requirement for three-yearly external evaluations removes the decision from the Board, at significant cost, and with little prospect of any meaningful benefit.

2. Re-election of Directors

We agree with the principle that all directors should offer themselves for re-election at regular intervals. We also believe that the current three year cycle generally followed by UK companies is the appropriate one. We do not accept that a convincing case has been made to change it.

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The FRC has invited views on two options: the annual re-election of the Chairman or the annual re-election of all directors. Whilst we would not support either of these proposals, of the two, we would see the latter as being particularly damaging for a number of reasons.

First, we think it could deter some individuals from acting as non-executive directors if they had to justify their retention on an annual basis. Secondly, in some circumstances, for example during a contested takeover offer, a company's share register can be very unstable, and effectively dominated by short-term holders with very little concern for the long term interests of the company. If an annual general meeting were held during a takeover, directors would be vulnerable to undue pressure from short-term holders if they were all subject to re-election. Finally, the logical conclusion of adopting this proposal would be that, in some instances it would be desirable for shareholders to remove the whole Board at an annual general meeting; is this seriously contemplated?

We understand that some companies do, for particular reasons, currently follow this practice, but that is not a justification for forcing all others to do so.

While we would prefer to see no change in this area, we would see the least worst option as having the Chairman subject to annual re-election. Perhaps this would provide shareholders with a safety valve if they were seriously dissatisfied with the performance of the Board, but without leaving a complete vacuum of leadership for the company.

3. Performance Related Remuneration

Schedule A states that payouts or grants under incentive schemes should be subject to challenging performance criteria "including non-financial performance metrics". It is not clear to us whether this schedule is suggesting that non-financial performance metrics should be mandatory or optional, but in any event we think that the metrics to be adopted should be a matter for the Remuneration Committee and, of course, explained to shareholders.

If you would like to discuss the points raised in this letter further, I would be happy to do so.

Yours sincerely

A handwritten signature in cursive script that reads "Philip Rogerson". The signature is written in black ink and is positioned above the printed name and title.

Philip Rogerson
Chairman