

Amec Foster Wheeler plc

Nominations Committee of the Board

Terms of Reference adopted by the Board on 2 December 2015

Membership	Chairman Three or more Non-Executive Directors
Quorum	Any two 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 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. 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 consider and make recommendations to the Board on appointments to board committees, taking into account such areas as diversity and succession planning.</p> <p>To regularly evaluate the structure, size and composition of the Board, including its skills, knowledge, experience, diversity (including but not limited to gender) and its overall effectiveness, and to make recommendations to the Board with regard to any changes considered necessary.</p> <p>To monitor the Company's policy on diversity and inclusion and measurement of the Company's progress against any measurable objectives.</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 Foster Wheeler and on the Board.</p> <p>To approve a statement on its activities for inclusion in the Annual Report.</p> <p>The Chairman (or nominee) to attend the Annual General Meeting to respond to shareholder questions on the Committee's activities.</p>

The Committee is authorised to employ consultants at the company's expense as appropriate.

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.

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 amecfw.com.