

INTERNATIONAL POWER PLC

Appointments Committee Constitution and Terms of Reference

1. Membership

The Appointments Committee (the “**Committee**”) shall comprise of three of the Independent Non-executive Directors, one of whom shall be appointed by the Board as Chairman of the Committee, and two of the GDF SUEZ appointed Directors. Other individuals may be in attendance as and when requested by the Committee. Any Director may attend meetings of the Committee. The Company Secretary shall be the Secretary of the Committee.

2. 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 any three of its members of which at least one shall be an Independent Non-executive Director and one shall be a GDF SUEZ appointed Director, save in circumstances where no GDF SUEZ appointed Director who is a member of the Committee is entitled to vote at such meeting in which case the quorum shall be any two Independent Non-executive Directors who are members of the Committee. 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.

3. Duties

The Committee shall:

- (a) without prejudice to the Articles of Association, be responsible for identifying and nominating candidates for the approval of the Board to fill vacancies in the positions of Independent Non-executive Director as and when they arise;
- (b) without prejudice to the Articles of Association, be responsible for identifying and nominating candidates for the approval of the Board to fill vacancies in the positions of Chief Executive Officer, Chief Financial Officer and Chief Operations Officer; be responsible for plans for the orderly succession of appointments (and, where appropriate, reappointments) to the Board of Independent Non-executive Directors, the Chief Executive Officer, the Chief Financial Officer and the Chief Operations Officer, and ensure that such plans are regularly reviewed;
- (c) without prejudice to the responsibility of the Chief Executive Officer for the appointment and dismissal of the management team below Board level, have oversight of succession plans for senior executives of the Company;

- (d) have oversight of the review of the leadership needs of the Group, both executive and non executive, including the skills knowledge experience and diversity of the Board and make recommendations to the Board with regard to any changes when appropriate;
- (e) arrange for the Committee Chairman or an 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;
- (f) arrange for Independent Non-executive Directors on appointment to receive a formal letter setting out what is expected of them in terms of time commitment, committee service and involvement outside of Board meetings; and
- (g) arrange, in conjunction with the Chairman of the Board, for new Directors to be offered appropriate induction.

4. Authority

In order to fulfil 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.