

A & J MUCKLOW GROUP plc
Audit Committee Terms of Reference

The membership of the Audit Committee will be decided upon by the Board of Directors, with the Company Secretary acting as Secretary of the Committee.

A quorum for the meeting will be two Committee members.

The Committee will normally hold three meetings a year. The Committee will meet at other times if requested to do so by any committee member or auditor. At least once a year the Committee will meet with the external auditor without management present.

The Committee may invite senior management to meetings if considered appropriate.

The Committee will be responsible for:

- Considering the need for internal audit on an annual basis
- Recommending the appointment, re-appointment and removal of internal and external auditors
- Review the scope of work carried out by internal and external auditors
- Reviewing the relationship with the external auditor with regard to independence, compliance with guidelines and the scope of non-audit work performed
- Reviewing the remuneration and engagement terms of internal and external auditors (excluding taxation advice fees to external auditors)
- Reviewing the performance of internal and external auditors
- Review the findings of the internal and external auditors and, where necessary, discuss these with employees
- Reviewing interim, preliminary and annual reports and any other financial statements of the company
- Reviewing any concerns about the suitability and appropriateness of financial reporting
- Review whistleblowing arrangements
- Any other work set by the Board of Directors

The Committee will have access to external professional advisers (legal or otherwise), where required to fulfil its responsibilities listed above.

Adopted by the Board of Directors on 8 June 2004.

A & J MUCKLOW GROUP plc

Nomination Committee Terms of Reference

The membership of the Nomination Committee will be decided upon by the Board of Directors, with the Company Secretary acting as Secretary of the Committee.

The Group Chairman will act as Chairman of the Committee, except where his successor is being discussed. In the absence of the Group Chairman, the Committee members will elect a Chairman from those attending.

A quorum for the meeting will be two Committee members.

The Committee will normally hold meetings when requested by the Chairman of the Committee.

The Committee will be responsible for:

- Reviewing changes to the board and making recommendations to the board, including succession planning
- Considering the most appropriate method of recruitment for new board members
- Any other work set by the Board of Directors

The Committee will have access to external professional advisers (legal or otherwise), where required to fulfil its responsibilities listed above.

Adopted by the Board of Directors on 8 June 2004.

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Remuneration Committee Terms of Reference

The membership of the Remuneration Committee will be decided upon by the Board of Directors, with the Company Secretary acting as Secretary of the Committee.

A quorum for the meeting will be two Committee members.

The Committee will normally one meeting a year to discuss the annual review of directors' remuneration, and at other times as and when requested by the Chairman of the Board.

The Committee will be responsible for:

- Reviewing the remuneration of all senior management within the Group and discussing their proposals with the Chairman and Managing Director
- Performance appraisal of executive directors
- Appointing remuneration consultants
- Any other work set by the Board of Directors

Non-executive director remuneration will be decided upon by the Board.

The remuneration to be reviewed will include salary, benefits, bonuses, long term incentives, pensions and termination payments. In considering the remuneration structure offered to new and existing directors, the Committee will consider any internal and external evidence considered relevant.

The Committee will have access to external professional advisers (legal or otherwise), where required to fulfil its responsibilities listed above.

Adopted by the Board of Directors on 8 June 2004.