

ALPHA AIRPORTS GROUP PLC

CONSTITUTION OF THE NOMINATIONS COMMITTEE

The Nominations Committee (the “Committee”) shall be a committee of the Board of Alpha Airports Group Plc (the “Company”) and its constitution shall be as follows:

Membership

At least three non-executive directors of the Company.

Chairman

A nominated non-executive director shall always be Chairman of the Committee as approved by the Board. Should the nominated Chairman be unavailable to attend, the Committee shall elect a replacement Chairman for that meeting only.

In Attendance by Invitation

The Company Secretary shall normally be in attendance at meetings as Secretary of the Committee. Professional advisors and other persons with relevant experience, including other directors of the Company, may attend at the invitation of the Committee.

Quorum

A quorum of the Committee shall comprise two of its members.

Frequency of Meetings

The Committee shall meet as its business requires and as determined by its members.

TERMS OF REFERENCE

Authority

1. The Committee is authorised by the Board to investigate any activity within its terms of reference as set out below. It is authorised to seek any information it requires from any employee or director of the Company and all employees are directed to co-operate with any request made by the Committee.
2. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

1. To regularly review the size, composition and structure of the Board and make recommendations of any adjustments which are deemed necessary.
2. When Board vacancies arise, to determine a job description of the job to be filled.
3. To search for and interview potential candidates.
4. To make appropriate recommendations to the Board about all new Board appointments.
5. To make plans for succession, in particular of the Chairman and the Chief Executive.

Reporting

1. The Chairman of the Committee shall report to the Board, as part of the formal procedures for the appointment of directors.
2. The Committee shall make a statement in the annual report about its activities and the processes used to make appointments.
3. The Chairman of the Committee shall normally attend the annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

Review

The Board shall review the constitution of the Committee prior to each job search and may, if it desires, make such changes in the membership of the Committee as it deems appropriate in the light of the appointment to be filled.