

**AMENDED & RESTATED
CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
AEI
ADOPTED AS OF FEBRUARY 10, 2010**

I. PURPOSE OF THE COMMITTEE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of AEI (the “Company”) shall be to identify and recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board, to advise the Board with respect to the Board composition, procedures and committees, to develop and recommend to the Board corporate governance principles and to advise the Board with respect to the corporate governance principles applicable to the Company, and to oversee the evaluation of the Board and the Company’s management.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more members of the Board, the majority of which qualify as independent directors (“Independent Directors”) in accordance with the Company’s Corporate Governance Guidelines.

The initial members of the Committee shall be elected by majority vote of the Board. Thereafter, the members of the Committee shall be nominated by the Committee and elected annually to one-year terms by majority vote of the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Independent Directors then serving on the Board.

The Chairman of the Committee shall be designated by the Board, provided that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee may establish its own rules of procedure, which shall be consistent with the Articles of Association of the Company, this Charter and applicable law. The Committee shall meet as provided by its rules, which shall be at least two times annually or more frequently as circumstances require. The Chairman of the Committee, the Chairman of the Board, the Chief Executive Officer, or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may request that any directors, officers or employees of the Company, or other persons, attend any meeting of the Committee to provide such pertinent information and provide assistance to the Committee as the Committee deems necessary.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company and be distributed to the Board.

To the extent allowed by applicable law, the Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. No subcommittee shall consist of fewer than two members, and the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Any subcommittee must have a published committee charter.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The following duties and responsibilities of the Committee are subject to the limitations, if any, set forth in the Company's Articles of Association and applicable law.

A. Board Candidates and Nominees

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) Establish procedures for evaluating the suitability of potential director nominees, including nominees proposed by management, shareholders and other persons;

(b) Recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the Articles of Association of the Company and applicable law, which recommendations shall be consistent with the Board's criteria for selecting new directors. Such criteria include the possession of such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation, NYSE listing requirement or applicable listing standards; and

(c) Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and recommend whether or not the director should be re-nominated.

B. Board Composition and Procedures

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of Independent Directors required by the NYSE or applicable listing standards;

(b) Review periodically the size of the Board and recommend to the Board any appropriate changes;

(c) Review the frequency and structure of Board meetings as proposed by the Chairman of the Board of Directors and make recommendations on such proposals as deemed appropriate; and

(d) Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

(a) Make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee;

(b) Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees;

(c) Review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairmanships, and report any recommendations to the Board; and

(d) Recommend to the Board the establishment of such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Directors' Conflicts of Interest

The Committee shall be responsible for reviewing any actual or potential conflict of interest between the Company and any director (or any member of the director's immediate family) having a personal interest in any matter before the Board, and make a report and recommendation to the Board.

E. Corporate Governance

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(a) Develop and review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply

with the requirements of the NYSE and applicable listing standards, and recommend any desirable changes to the Board; and

(b) Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

F. Evaluation of the Board and Management

The Committee shall have the following duties and responsibilities with respect to evaluation of the Board and management: Oversee an annual self-assessment of the Board's performance, as well as the performance of each committee of the Board, and discuss the results with the Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense and with or without Board approval, such independent counsel, accountants, consultants or other advisers as it deems necessary to assist the Committee in carrying out its responsibilities. The Committee shall have the sole authority to retain or terminate any consultant to be used to identify director candidates, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Company.

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This Charter may be amended from time to time by resolution of the Board.

Nothing contained in this Charter is intended to create, or should be construed as creating, any liability of the members of the Committee, except to the extent otherwise provided under the applicable laws of the Cayman Islands, which shall continue to set the legal standard for the conduct of the members of the Committee.