

## **Procedures for Communicating with the Board of Directors of AGL Resources Inc.**

Item 7 of Schedule 14A, under which the Company discloses information required in proxy statements pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, requires the Company's Board of Directors to establish procedures for security holders to send communications to the board of directors.

Section 303A of the New York Stock Exchange Listing Standards requires the Company to provide a method for interested parties to communicate directly with the presiding director of executive sessions of non-management directors (the "Presiding Director") or with non-management directors as a group.

The policies and procedures described herein have been adopted by the Company's Board of Directors to fulfill the above-listed requirements.

### **Communication Procedure Utilizing the Ethics and Compliance Helpline**

The Company currently uses a "helpline" monitored by Compliance Concepts, Inc., or CCI, (the "Compliance Helpline") as a means of receiving, documenting and addressing employee concerns of any nature as well as receiving and directing concerns from employees and third parties relating to accounting and audit matters. The Company will also utilize its Compliance Helpline as a means of receiving and directing communications from security holders and other interested parties to the Board of Directors.

Management shall post a description of the changes to the Compliance Helpline, as they relate to communications to the Board of Directors, on the Company's external website. This will allow security holders and other interested parties access to the Company's procedures for communicating with the Board of Directors.

### **CCI's Compliance Reporting Procedure**

Under the Company's arrangement with CCI, CCI's personnel answer calls made to the Compliance Helpline. The caller may choose to remain anonymous or may give his or her name with the report. CCI is responsible for making a written record of the content of the caller's report and assigning the report a number and assigning to the caller a personal identification number (PIN). The report number and PIN are intended to allow the caller to access the Compliance Helpline and check on the status of his or her report.

During the call, CCI is responsible for determining the category (or categories) under which the report fits and designating the report accordingly. The category "Board Matters" has been designated by the Company for communications to the Board of Directors. CCI has been instructed to forward written records of these reports to the Company's General Counsel; provided, however, that if the report implicates the General Counsel or anyone in a department that reports to the General Counsel, CCI has been instructed to forward a written record of the report to the Chief Financial Officer of the Company and the Presiding Director.

## **Responsibility of Company Personnel**

The General Counsel or the Chief Financial Officer, as the case may be, is responsible for:

- reviewing communications forwarded to him or her by CCI;
- immediately contacting the Presiding Director concerning communications which in his or her judgment are potentially relevant to members of the Board of Directors in discharging their responsibilities; and
- reporting quarterly to the Presiding Director all communications that are received by him or her during the quarter and providing to the Presiding Director all materials related to such communications.

## **Responsibility of Presiding Director**

The Presiding Director is responsible for deciding, depending on the significance of the communication, whether:

- to gather any additional information from the security holder or other interested party, from the Company or from other relevant sources;
- to delegate further investigation to the General Counsel, Chief Auditor, Chief Financial Officer, Chief Compliance Officer or other appropriate employee or third party;
- to employ some combination of the foregoing; or
- to take any other actions with respect to the communication that the Presiding Director, in his or her judgment, deems necessary or appropriate.

Finally, the Presiding Director shall:

- provide a report of all communications received during the quarter to the Board of Directors at the next executive session of non-management directors; and
- retain copies of all forwarded communications, and related materials, in a manner consistent with the Company's document retention policy.

In the event that the Presiding Director, upon being notified of a communication, believes, in his or her judgment, that a meeting of the full Board or of only the non-management directors or of any Board committee is desirable in order to consider such communication, then the Presiding Director shall cause such a meeting to be properly noticed and convened.