

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

**RESOLUTIONS of
SHANKS GROUP plc**

(Registered Number SC77438)

Passed on 21 July 2011

At the Annual General Meeting of the above company, duly convened and held at the Offices of Royal Bank of Scotland, 250 Bishopsgate, London on Thursday 21 July 2011, the following resolutions, amongst others, were passed by shareholders:

ORDINARY RESOLUTION

Resolution 12

THAT in accordance with section 366 of the Companies Act 2006 the Company and its subsidiaries be and are hereby authorised:

- (a) to make political donations to political parties, political organisations and/or independent election candidates, not exceeding £25,000 in total; and
- (b) to incur political expenditure, not exceeding £25,000 in total,

during the period beginning on the date of the passing of this resolution and ending on the earlier of eighteen months from the date of this resolution and the conclusion of the Company's annual general meeting to be held in 2012. For the purpose of this resolution the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006.

ORDINARY RESOLUTION

Resolution 17

THAT the Shanks Group plc 2011 Long Term Incentive Plan (the "Plan"), as summarised in Part III of the circular to shareholders dated 16 June 2011, a copy of the Rules of which is produced to this meeting and for the purpose of identification initialled by the Chairman, be approved and established and the directors of the Company be authorised to do all acts and things which they may consider necessary or desirable to carry the Plan into effect, with such modifications as they may consider necessary or desirable to take account of the requirements of the UK Listing Authority and best practice and to vote as directors and be counted in the quorum on any matter connected with the Plan notwithstanding that they may be interested in the same, save that no director may vote or be counted in the quorum on any matter solely concerning his own participation in the Plan and any prohibition on voting by interested directors contained in the Articles of Association of the Company be hereby relaxed to that extent.



Philip Griffin-Smith
Company Secretary