

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

**RESOLUTION of
SHANKS GROUP plc**

(Registered Number SC77438)

Passed on 25 July 2013

At the Annual General Meeting of the above company, duly convened and held at the Offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA on Thursday 25 July 2013, the following resolution, amongst others, was passed by shareholders:

ORDINARY RESOLUTION

Resolution 12

THAT in accordance with section 366 of the Companies Act 2006 (the 'Act') 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 18 months from the date of this resolution or the conclusion of the Company's Annual General Meeting to be held in 2014. 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 Act.

Philip Griffin-Smith
Company Secretary