

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

**RESOLUTIONS of
SHANKS GROUP plc**

(Registered Number SC077438)

Passed on 23 July 2015

At the Annual General Meeting of the above company, duly convened and held at the Offices of Ashurst LLP, Broadwalk, 5 Appold Street, London EC2A 2HA on Thursday 23 July 2015, the following resolutions were passed by shareholders:

ORDINARY RESOLUTION

Resolution 13

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 eighteen months from the date of this resolution and the conclusion of the Company's Annual General Meeting to be held in 2016. 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.

ORDINARY RESOLUTION

Resolution 18

THAT the Shanks Group plc 2015 Sharesave Scheme (the "Scheme"), the principal features of which are summarised in the Appendix to this notice, 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 bring the Scheme into effect and to adopt the Scheme with such modifications as they may consider necessary or desirable to bring it into effect, to enable the Company to self-certify the Scheme as a scheme meeting the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 and/or to take account of the requirements of the UK Listing Authority and best practice.



Philip Griffin-Smith
Company Secretary