

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

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**Resolutions of Ashtead Group plc**

(passed on 4 August ~~2006~~ 2006)

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At an Extraordinary General Meeting of the above-named company duly convened and held at The ~~Madrid~~ Room, City Point, 1 Ropemaker Street, London, EC2Y 9HT on 4 August 2006 at 11.00 a.m. the following ordinary resolutions were duly passed:

**ORDINARY RESOLUTIONS**

1. THAT the proposed acquisition of the entire issued share capital of NationsRent pursuant to the merger agreement between the Company, Neptune Ventures Group, Inc. and NationsRent Companies, Inc. dated 18 July 2006 (the "Acquisition Agreement"), and the associated and ancillary arrangements contemplated by the Acquisition Agreement and/or described in the circular of the Company dated 19 July 2006, be and are hereby approved and that the Directors of the Company (or any duly authorised committee thereof) be and are hereby authorised to take all such steps as may be necessary or desirable in relation thereto and to implement the same with such non-material modifications, variations, revisions, waivers or amendments as the Directors or any such committee may deem necessary, expedient or appropriate.
2. THAT, subject to and conditional upon resolution 1 above being passed, the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot and issue relevant securities (as defined in that section) up to an aggregate nominal amount equal to £15.3 million in connection with the Rights Issue (as defined in the prospectus of the Company dated 19 July 2006). This authority shall expire on the earlier of 15 months from the date of this resolution and the conclusion of the next Annual General Meeting of the Company (unless previously revoked, varied or extended by the Company in general meeting), save that the Company may before the expiry of this period make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall be in addition, and without prejudice, to all existing authorities to allot and issue relevant securities granted to the Directors.



Chairman

