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**THE COMPANIES ACT 1985 AND 1989**

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**PRIVATE COMPANY LIMITED BY SHARES**

**Shanks & McEwan (Environmental Services) Limited**  
Co Number 1954243

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**RESOLUTION OF THE MEMBERS**

At an Extraordinary General Meeting of the above company, duly convened and held on 30 March 2007, the following resolutions were passed

**ORDINARY RESOLUTION**

- 1 That the 3,639,195 Redeemable Preference Shares of £1 each (the "Preference Shares") in the Capital of the Company be re-designated as 3,639,195 Ordinary 'A' Class Shares of £1 each with effect from 30 March 2007. Such shares shall rank above the Ordinary Shares and shall be entitled, in priority to any payment to the holders of any other class of shares of the Company, to the repayment of a sum equal to all arrears or accruals by way of fixed preference share dividend that has been declared or earned or become due and payable in relation to the Preference Shares as at 30 March 2007. In the case of a winding up or a return of capital the holders of the Ordinary 'A' Class Shares shall be entitled in priority to any payment to the holders of any other class of shares of the Company, to the repayment of a sum equal to the sum equal to all arrears or accruals by way of fixed preference share dividend that has been declared or earned or become due and payable in relation to the Preference Shares as at 30 March 2007 together with the nominal amount paid up or credited as paid up on the Ordinary 'A' Class Shares

**SPECIAL RESOLUTION**

- 2 That the Articles of Association of the Company be and are hereby amended by the deletion of article 2 and the substitution therefore of a new article 2 as follows

"(A) The share capital of the Company is £10,700,000 divided into

- (a) 10,000,000 Ordinary 'A' Class Shares of £1.00 each, and
- (b) 35,000,000 Ordinary Shares of £0.02 each

(B) The rights and restrictions attaching to the Ordinary 'A' Class Shares are as follows

Ordinary 'A' Class Shares of £1 each shall rank above the Ordinary Shares of £0.02 each and shall be entitled, in priority to any payment to the holders of any other class of shares of the Company, to the repayment of a sum equal to all arrears or accruals by way of fixed preference share dividend that has been declared or earned or become due and payable in relation to the redeemable preference shares of £1

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each (the "Preference Shares") in the issued share capital of the Company as at 30 March 2007. In the case of a winding up or a return of capital the holders of the Ordinary 'A' Class Shares shall be entitled in priority to any payment to the holders of any other class of shares of the Company, to the repayment of a sum equal to the sum equal to all arrears or accruals by way of fixed preference share dividend that has been declared or earned or become due and payable in relation to the Preference Shares as at 30 March 2007 together with the nominal amount paid up or credited as paid up on the Ordinary 'A' Class Shares."

Certified a True Copy



Company Secretary

