

No. 2206141

We certify this to be a
true copy of the original

CAIRD ENVIRONMENTAL LIMITED

Ashurst Morris Crisp

MEMBER'S WRITTEN RESOLUTION


At a meeting of members of Caird Environmental Limited held on 19 April 2000, the following resolution was passed:


We, the undersigned, being all the members of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (adopted by article 1 of the Company's articles of association) to the passing of the resolution set out below which would otherwise be required to be passed as an ordinary resolution.

THAT:-

the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of the following documents be approved:

1. a facilities agreement (the "**Facilities Agreement**") entered into between Shanks Group plc, ABN AMRO Bank NV and The Royal Bank of Scotland plc pursuant to which the Banks (as defined in the Facilities Agreement) have made available a £75,000,000 multi-currency revolving credit facility with a term out option and €370,000,000 multi-currency revolving credit facility (the "**Facilities**") made available to Shanks Group plc ("**Shanks**") and used by Shanks partly in financing the purchase price payable to Waste Management International BV (the "**Vendor**") following the acquisition by Shanks of the whole of the issued share capital of Waste Management Nederland BV (the "**Company**") from the Vendor (the "**Acquisition**") and partly to refinance certain aspects of the acquisition by Shanks of Caird Group Limited (the "**Refinancing**");
2. an accession agreement to the Facilities Agreement (the "**Guarantee**") pursuant to which the Company will become a party to the Facilities Agreement and guarantee, inter alia, repayment of the monies owing under the Facilities;
3. an intra-group facility agreement (the "**Upstream Loan Agreement**") between, inter alia, Shanks as borrower and the Company as lender pursuant to which the Company will make available to Shanks a revolving loan facility of up to £40,000,000 in aggregate to be used by Shanks in, inter alia, meeting its payment obligations under the Facilities Agreement and pursuant to the Acquisition and the Refinancing.


for and on behalf of
Caird Group Limited


for and on behalf of
Reform Street Investments Limited

Date: 19 April 2000

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