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COMPANIE M C LONDOND. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

Pursuant to section 155(6) of the Companies Act 1985

Please complete legibly, preferably in black typs, or bold block lettering	To the Registrar of Companies (Address overleaf - Note 5)	For official use	Company number
Note Please read the notes on page 3 before completing this form.	Name of company Caird Environmental Limited		
insert full name of company sinsert name(s) and address(es) of all the directors	*/We s Michael Charles Edward Aver: Long Crendon, Aylesbury, Bud of Holdenbrook, New Barn Lar Brown of The Beeches, 41 Geo Hampshire SO41 ORS; James Ro Biddenham, Bedford, Bedford; Avenue, Blackpool FY4 1PX; is	ckinghamshire HP18 9B: ne, Ockley, Surrey RH: orge Road, Milford on obert Mexedith of 2 P: shire MK40 4FH; David and Andrew Mark Ryan	Z; David John Downes 5 5PF; Colin Andrew Sea, Lymington, restwick Road, Lusher of 12 Dunes
t delete as appropriate delete whichever is inappropriate	[tipexsolexelinecter] [all the directors] to fine The business of the company is: (e) xthat xof xex fracognised changing discovered and (b) xthat xof xex fracognised changing discovered and the company is the company of the company is the company in the company in the company is the company in the company in the company is the company in the company in the company in the company is the company in the com	above company do solemn etitution:Исмификатия изсемизатемизатемиза	ngadóxineo Bapicipga Actacido 79 f
R15.	The company is proposing to give financial as [company] [company's holding company cair. The assistance is for the purpose of [that are purpose of that acquisition] †	d Group	Limited]1

Presentor's name address and reference (if any):

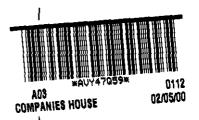
Ashurst Morris Crisp Broadwalk House 5 Appold Street LONDON EC2A 2HA 639 London / City

MCJ/670S00001

For official Use General Section

The number and class of the shares acquired or to be acquired is: __

16,748,848 ordinary shares of 25 pence each



19.APR.2000 1:30 AMCLONDON ▲ .	NO.781	P.43/49
The assistance is to be given to: (rÅ M C LONDON: Group plc		Phase do not write in this
		Please complete in pibly, preferably in black type, or build block lettering
The assistance will take the form of:		_
Please see attachment 1		
The person who [has acquired] [wateracquire]† the shares is:		't delete as appropriate
The principal terms on which the assistance will be given are:	<u>-</u>	
Please see attachment 2		
The amount of cash to be transferred to the person assisted is £ none		
		 .
The value of any asset to be transferred to the person assisted is £ none		
The date on which the assistance is to be given is within a weeks hereof	7	Page 2

found to be unable to pay its debts. (note 3)

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Ploase complete bold block lettering

" delete either (a) or (b) as appropriate

legibly, preferably in black type, or

(a) It/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

. */We have formed M C LONDONas regards the company's initial situation immediately following the date

on which the assistance is proposed to be given, that there will be no ground on which it could then be

(b) [kds:/intended:/texacrpmenoechies/windings-up/el/deccennary/within/18/nennins-ref-that/detectored-i/we entropy anthorness prints with the release and the release of the COMPREDICEMENT SOFT PROVIDENCE (note 3)

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

1:30

Year Day Month ٥

before me A Commissioner for Oaths or Notary Public or Justice of

the Peace of a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

ANDROW BROWN

L GUY Solicitor **SOUTHAMPTON**

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a llability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1986 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales Is:-

The Registrar of Companios Companies House Crown Way Carditt **CF14 3UZ**

or, for companies registered in Scotland:-

The Registrar of Companies 37 Castle Terrace Edinburgh EHI 2EB

À M C LONDON

CAIRD ENVIRONMENTAL LIMITED Company Number 2206141 Attachment 1 to Form 155(6)a

- 1.1 Guarantees: guarantees and indemnities granted by Caird Environmental Limited to the persons (the "Financiers") providing Shanks Group plc with a senior loan and other facilities of initially up to £75,000,000 and €370,000,000 pursuant to a facilities agreement dated 10 March 2000 (the "Agreement").
- 1.2 Upstream loan facility: an intra-group loan facility granted by Caird Environmental Limited in favour of Shanks Group plc pursuant to a facility letter dated the date of this Form 155(6)a.

CAIRD ENVIRONMENTAL LIMITED Company Number 2206141 Attachment 2 to Form 155(6)a

The principal terms on which the assistance will be given are:-

- 1.1 Guarantees: the guarantees and indemnities referred to in paragraph 1.1 of Attachment 1 are recorded in clauses 17 and 30 of the Agreement and pursuant to which Caird Environmental Limited:
 - (a) as principal obligor guarantees payment of monies owing (and performance of obligations undertaken) by each borrower to the Financiers under the Facilities Agreement;
 - (b) undertakes to pay the Financiers any amount not paid when due to any of them as a result of (amongst other things) any obligation owed to them under the Facilities Agreement as if it were expressed to be the principal obligor;
 - indemnifies the Financiers against any loss or liability suffered by any of them if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal;
 - (d) agrees that its guarantee and indemnity obligations will not be affected by (amongst other things) any act, circumstance, omission, matter or thing which would otherwise reduce, release or prejudice any of such obligations or prejudice or diminish such obligations;
 - (e) agrees that any Financier may set off any obligation owed by Caird Environmental Limited to the Financier against any obligation (whether or not due and payable) owed by that Financier to Caird Environmental Limited.
- 1.2 Upstream loan: By executing the facility letter referred to in paragraph 1.2 of Attachment 1, Caird Environmental Limited will make available to Shanks Group plc a revolving loan facility of up to £[•,000,000] in aggregate to be used by Shanks Group plc to make payments when

19,APR.2000 1:30 A M C LONDON ▲ NO.781

À M C LONDON

due to (among others) the Financiers but on the basis that Caird Environmental Limited will only be obliged to make advances under the facility letter if, inter alia, it has the cash resources and Caird Environmental Limited is not in liquidation or administration or the subject of a creditor's voluntary arrangement.

P.46/49

1.3 Amendments: The Company's obligations as described above continue in relation to the Agreement as they may be amended, modified, varied or restated from time to time.



CHFP025

Please do not write in this mergin COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

Pursuant to section 155(6) of the Companies Act 1985

lease complete egibly, preferably n black type, or old block lettering	To the Registrar of Companies (Address overleaf - Note 5) For official use Company number 2206141				
iote lease read the notes in page 3 before completing this form.	Name of company * Caird Environmental Limited				
of company Insert name(s) and address(es) of all	*/We • Michael Charles Edward Averill of Fir Tree House, 61 Chilton Road, Long Crendon, Aylesbury, Buckinghamshire HP18 9BZ; David John Downes				
the directors	of Holdenbrook, New Barn Lane, Ockley, Surrey RH5 5PF; Colin Andrew Brown of The Beeches, 41 George Road, Milford on Sea, Lymington, Hampshire SO41 ORS; James Robert Meredith of 2 Prestwick Road, Biddenham, Bedford, Bedfordshire MK40 4FH; David Lusher of 12 Dunes Avenue, Blackpool FY4 1PX; and Andrew Mark Ryan of 24 Clarendon				
	Street, Bedford, Bedfordshire MK41 7SJ				
delete as appropriate delete whichever is inappropriate	[toexamicodirector] (all the directors)† of the above company do solemnly and sincerely declare that The business of the company is: [elastication of the company is: [elastic				
1/5	(b) disation in common authorised and expection Branch a full eclassical and an analysis of the common authorised and expection and an analysis of the common and the commo				
M	The company is proposing to give financial assistance in connection with the acquisition of shares in the [company's holding company Caird Group				
ĵΩ)	The assistance is for the purpose of **** ******************************				
	The number and class of the shares acquired or to be acquired is:				
•	Presentor's name address and For official Use				

General Section

reference (if any):
Ashurst Morris Crisp
Broadwalk House
5 Appold Street
LONDON
EC2A 2HA

639 London / City MCJ/670800001

Page 1

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e principal terms on which the assistance will be given are:	
Please see attachment 2	
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e value of any asset to be transferred to the person assisted is £ none	
e date on which the assistance is to be given is within a weeks hereof	Page

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Please complete legibly, preferably in black type, or bold block lettering

* delete either (a) or (b) se appropriate */We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) It/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date)* (note 3)
- (b) [It=\s=\interdect=\resource\neq\contine=\contine=\contine\

And 1/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 57/53 Broad Street

Declarants to sign below

A.M. Lyn

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A Commissioner for Oaths or Notary Public of Letter of

the Peace or a Solicitor having the powers conferred on

a Commissioner for Oaths.

H.J. JOWERBY

NOTES

- For the meaning of "a person incurring a lability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1986.
- 2 insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 166(3) of the Companies Act 1985,
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ

or, for companies registered in Scotland:

The Registrar of Companies 37 Castle Terrace Edinburgh EHI 2EB

CAIRD ENVIRONMENTAL LIMITED Company Number 2206141 Attachment 1 to Form 155(6)a

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- 1.2 Upstream loan facility: an intra-group loan facility granted by Caird Environmental Limited in favour of Shanks Group plc pursuant to a facility letter dated the date of this Form 155(6)a.

CAIRD ENVIRONMENTAL LIMITED Company Number 2206141 Attachment 2 to Form 155(6)a

The principal terms on which the assistance will be given are:-

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 - (b) undertakes to pay the Financiers any amount not paid when due to any of them as a result of (amongst other things) any obligation owed to them under the Facilities Agreement as if it were expressed to be the principal obligor;
 - (c) indemnifies the Financiers against any loss or liability suffered by any of them if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal;
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1.3 Amendments: The Company's obligations as described above continue in relation to the Agreement as they may be amended, modified, varied or restated from time to time.

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15. AFR. 2800 1:14 H M C LONDON NO.781 P.42/49



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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

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Please complete legibly, preferably in black type, or pold block lettering	To the Registrar of Companies (Address overleaf - Note 5)	For official use	Company number 2206141					
Note	Name of company							
Please read the notes on page 3 before completing this form.	* Caird Environmental Limited							
insert full name of company	*/We p Michael Charles Edwari Averill of	Fir Tree House	, 61 Chilton Road,					
sinsert name(a) and	Long Crendon, Aylesbury, Buckingha	mshire HPl 8 98	I; David John Downes					
address(es) of all the directors	of Holdenbrook, New Barn Lane, Ock	ley, Surrey RH	5 5PF; Colin Andrew					
	Brown of The Beeches, 41 George Ro	ad, Milford on	Sea, Lymington,					
	Hampshire SO41 ORS; James Robert Meredith of 2 Prestwick Road,							
	Biddenham, Bedford, Bedfordshire MK40 4FH; David Lusher of 12 Dunes							
	Avenue, Blackpool FY4 1PX; and Andrew Mark Ryan of 24 Clarendon							
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	[company] [company's holding company Caird Group							
			Limited]†					
	The assistance is for the purpose of the assistance is for the purpose of the assistance is for the purpose of the assistance is the assin	[reducing or dischar	ging a liability incurred for the					
	purpose of that acquisition).†							

Presentor's name address and reference (if any):

Ashurst Morris Crisp Broadwalk House 5 Appold Street LONDON EC2A 2HA 639 London / City MCJ/670S00001 For official Use General Section

The number and class of the shares acquired or to be acquired is: ____

16,748,848 ordinary shares of 25 pence each

The assistance is to be given to: (note 2) Shanks Group plc			
	margin Please complete legibly, preferabl In black type, or build block lettering		
The assistance will take the form of:			
Please see attachment 1			
The person who [has acquired] [wdpsecquire] the shares is:	† delete as appropriate		
Shanks Group plc	appropriate		
			
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The amount of cash to be transferred to the person assisted is £ none	<u> </u>		
The value of any asset to be transferred to the person assisted is £ none	·		
The date on which the assistance is to be given is witthin 6 weeks hareof	Pag		

- NO.781 P.44749

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Please complete legibly, preferably in black type, or bold block lettering

* delete either (a) or (b) as appropriate

*/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be 'found to be unable to pay its debts, (note: 3)

- (a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)
- (b) [krisriptended:navostrime:oskabie:windingsopxufrajae:csimpenyxwithinxi2xmonibexofxtiaetxdetepandxise havexformed:necopidiax:dat/thexosimpanyxwithperablexabiexabiexabiexidiagsopxuftexdetepandxisk-datepandxisk-d

And x/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835,

Declared at	 	 	
	 	 -	·- <u></u>

Day Month Year

1 9 0 4 2 0 0 0

before me M. flattum Sures.

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Sollcitor having the powers conferred on a Commissioner for Oaths. Declarants to sign below

Davidherlar.

NOTES

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CAIRD ENVIRONMENTAL LIMITED

Company Number 2206141 Attachment 1 to Form 155(6)a

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CAIRD ENVIRONMENTAL LEMITED Company Number 2206141 Attachment 2 to Form 155(6)a

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 - (a) as principal obligor guarantees payment of monies owing (and performance of obligations undertaken) by each borrower to the Financiers under the Facilities Agreement;
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1.3 Amendments: The Company's obligations as described above continue in relation to the Agreement as they may be amended, modified, varied or restated from time to time.



PricewaterhouseCoopers
1 Embankment Place
London WC2N 6NN
Telephone +44 (0) 20 7583 5000
+44 (0) 20 7939 3000
Facsimile +44 (0) 20 7822 4652

The Directors
Caird Environmental Limited
10 George Street
Edinburgh
EH2 2DZ

19 April 2000

Dear Sirs

Auditors' report to the directors of Caird Environmental Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Caird Environmental Limited ('the Company') dated 19 April 2000 in connection with the proposal that the Company should give financial assistance in connection with the acquisition of 16,748,848 of the ordinary shares of the Company's holding company, Caird Group Limited.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

PricewaterhouseCoopers

receivaterhouse loopus.

Chartered Accountants and Registered Auditors