

SHANKS FINANCE LIMITED

MEMBER'S WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolutions 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 resolutions set out below which would otherwise be required to be passed as ordinary resolutions.

THAT:-

The terms of, and the transactions contemplated by, a facility agreement dated 10 March 2000 as amended by a supplemental agreement dated 2nd April, 2001, a side letter dated 2nd April, 2001 and a side letter dated 31st May, 2001, between (1) Shanks Group PLC (the "**Parent**"), (2) ABN AMRO Bank N.V. and The Royal Bank of Scotland plc (as arrangers), (3) the financial institutions listed therein (as banks) (the "**Banks**") and (4) ABN AMRO Bank N.V. (as agent) (the "**Facilities Document**") in respect of £75,000,000 and €370,000,000 loan facilities provided to the Parent by the Banks (the "**Facilities**") be approved and that the Company be authorised to enter into a deed of accession to accede to the Facilities Document as a guarantor of the obligations of the Parent and other group company borrowers to the Banks in respect of the Facilities.

The terms of a guarantee to be given to The Prudential Insurance Company of America ("**Pricoa**") pursuant to a note agreement between the Parent and Pricoa and dated 24 June 1993 as amended and restated on 2 April 2001 and as may be further amended from time to time (the "**Note Agreement**") guaranteeing the obligations of the Parent under the Note Agreement as modified be approved and the Company be authorised to enter into the agreement recording the terms of the guarantee.

The terms of a guarantee to be given to the holders of notes issued under a US\$145,000,000 multicurrency loan note facility and guarantee agreement dated 30 March 2001 as amended from time to time between Shanks Group plc and Pricoa (as acceded to by Shanks B.V. on 30 March 2001) (the "**Agreement**") guaranteeing the obligations of the issuers of the loan notes under the Agreement.



for and on behalf of
Shanks Holdings Limited

Date: 26 November 2001

