

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

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COMPANIES HOUSE

**RESOLUTIONS of
SHANKS GROUP plc
(the 'Company')**

(Registered Number SC077438)

Passed on 14 July 2016

At the Annual General Meeting of the above company, duly convened and held at the Offices of Ashurst LLP, Broadwalk, 5 Appold Street, London EC2A 2HA on Thursday 14 July 2016, the following resolutions were passed by shareholders:

Ordinary Resolution

Resolution 14

THAT:

(a) the Board of directors of the Company (the 'Board') be and is hereby generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Act) to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £13,273,507, provided that this authority shall expire on the earlier of 30 September 2017 or at the conclusion of the next AGM of the Company after the passing of this resolution, save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and further

(b) the Board be and is hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders on the register of members on such record dates as the Board may determine where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates (subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or the requirements of any regulatory body or stock exchange in any territory or by virtue of shares being represented by depositary receipts or any other matter whatsoever), up to an aggregate nominal amount of £13,273,507 provided that this authority shall expire on the earlier of 30 September 2017 or at the conclusion of the next AGM of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

Resolution 15

THAT, subject to the passing of Resolution 14 set out in the Notice of the AGM convened for 14 July 2016 (the 'Notice'), the Board be and is hereby generally empowered, pursuant to sections 570(1) and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred on the Board by such Resolution 14 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act), as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

(a) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authority granted under Resolution 14(b), by way of rights issue only) in favour of holders of ordinary shares (excluding any holder holding shares as treasury shares) on the register of members of the Company on a date fixed by the Board where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them on that date (and holders of any other class of equity securities entitled to participate therein or if the Board consider it necessary, as permitted by the rights of those securities) subject to such exclusions or other arrangements as the Board deem necessary or expedient:

(i) to deal with equity securities representing fractional entitlements;

(ii) to deal with treasury shares; and/or

(iii) to deal with legal, regulatory or practical problems arising under the laws or the requirements of any regulatory body or any stock exchange in any territory or any other matter whatsoever; and

(b) in the case of the authority granted under Resolution 14(a) above (or in the case of any sale of treasury shares) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £3,982,052; but so that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 30 September 2017 or at the conclusion of the next AGM of the Company after the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authority and the Board may allot equity securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

Resolution 16

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company ('ordinary shares') on such terms as the directors of the Company may determine provided that:

(a) the maximum aggregate number of ordinary shares hereby authorised to be purchased shall be 39,820,523 ordinary shares;

(b) the maximum price that may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased, and the minimum price that may be paid for an ordinary share is an amount equal to the nominal value of the share (in each case exclusive of associated expenses); and

(c) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 30 September 2017 or at the conclusion of the next AGM of the Company after the passing of this resolution, but a contract of purchase may be made before such expiry which will or may be completed wholly or partly thereafter, and a purchase of ordinary shares may be made in pursuance of any such contract.



Philip Griffin-Smith
Company Secretary