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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any matter referred to in this document or as to the action you should take, you should seek your own personal financial advice from a stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you are not resident in the United Kingdom, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Shanks Group plc, please pass this document, but not the accompanying personalised proxy form, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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# Shanks Group plc

(incorporated and registered in Scotland under the Companies Act 1985 with  
registered number SC077438)

## Notice of Annual General Meeting

21 July 2011

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Notice of the Shanks Group plc Annual General Meeting ('AGM') to be held at the offices of Royal Bank of Scotland, 250 Bishopsgate, London, EC2M 4AA on Thursday, 21 July 2011 at 11.00am is set out in Part IV of this document.

A proxy form for use at the AGM is enclosed. Whether or not you propose to attend the AGM, you are requested to complete and submit the proxy form in accordance with the instructions printed on it. In order to be valid the proxy form must be received by the Company's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by 11.00am on Tuesday, 19 July 2011. Alternatively, you may vote or appoint a proxy electronically by logging on to the registrar's website, [www.eproxyappointment.com](http://www.eproxyappointment.com), provided that they receive your voting or proxy instructions by 11.00am on Tuesday, 19 July 2011.

## Shanks Group plc

(incorporated and registered in Scotland under the Companies Act 1985 with registered number SC077438)

Registered Office:  
16 Charlotte Square  
Edinburgh  
EH2 4DF

16 June 2011

Dear Shareholder,

### Notice of Annual General Meeting ("AGM")

I am pleased to be writing to you with details of our AGM which we are holding at the offices of Royal Bank of Scotland, 250 Bishopsgate, London, EC2M 4AA on Thursday, 21 July 2011 at 11.00am. The notice of AGM is set out in Part IV of this document.

At the AGM all votes will be taken by way of a poll rather than on a show of hands. This means that the votes of all shareholders count, whether they attend the meeting or not. It is intended that the results of the poll votes will be announced to the London Stock Exchange and published on the Company's website by 6.00pm on 21 July 2011. Poll cards will be issued on registration to those attending the meeting.

If you would like to vote on the resolutions to be considered at the AGM but cannot attend the meeting then you can appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting by completing the proxy form sent to you with this circular and returning it to our registrar by post at the address stated on the form. They must receive it by 11.00am on Tuesday, 19 July 2011 in order for it to be valid. Alternatively, you may vote or appoint a proxy electronically at the registrar's website, [www.eproxyappointment.com](http://www.eproxyappointment.com), provided that they receive your voting or proxy instructions by 11.00am on Tuesday, 19 July 2011. Shareholders holding shares in CREST may appoint a proxy through the CREST system in accordance with the instructions set out in Note 5 of the notice of AGM.

The Shanks Group plc Annual Report and Accounts for the year ended 31 March 2011 and a copy of this circular have been published on the Company's website at [www.shankspc.com/agm2011](http://www.shankspc.com/agm2011). To access these documents you will need to have Adobe Acrobat Reader installed. If you have elected to receive shareholder correspondence in hard copy form then you will have received a copy of the Annual Report and Accounts with this circular. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report and Accounts or notices of AGMs, you can do so by contacting our registrar, Computershare, on Tel 0870 707 1290 or by writing to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

Resolutions 1 to 13 and 17 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 16 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution. The following notes provide an explanation of the resolutions to be considered at the AGM.

### Reports and Accounts (Resolution 1)

Shareholders are being asked to receive the audited accounts of the Group for the year ended 31 March 2011 together with the associated reports of the directors and auditors.

### Directors' Remuneration Report (Resolution 2)

Shareholders are being asked to approve the Directors' Remuneration Report for the year ended 31 March 2011, the full contents of which are set out in the Annual Report and Accounts 2011.

### Final dividend (Resolution 3)

Shareholders are being asked to approve a final dividend of 2.25 pence per ordinary share for the year ended 31 March 2011. If so approved, the final dividend will be paid on 5 August 2011 to all shareholders who were on the register of members on 8 July 2011.

### Re-election and election of Directors (Resolutions 4 to 9)

All non-executive directors of the Company are required under the Company's Articles of Association to seek annual re-election at each AGM. Any director appointed during the year is also required to stand for election at their first AGM. As such, Mr Auer, Mr van Amerongen, Mr Johnson and Dr Riley are standing for re-election and Mr Petry for election at this year's AGM. Both the executive directors have contractual notice periods of one year and are required to stand for re-election every three years. The Board does not believe it necessary to require executive directors to stand for annual re-election as the Chairman and non-executives have an existing accountability to shareholders for ensuring executives

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perform effectively and a responsibility if necessary to remove them from post if they fail to do so. However, in light of the new UK Corporate Governance Code and emerging practice the Board will keep the matter of annual re-election under review for future years. In accordance with the existing three year re-election requirement Mr Drury will in fact be seeking re-election at this year's AGM, while Mr Surch will next be required to do so at the 2012 AGM.

Biographical information in respect of those directors seeking re-election and election at the AGM is set out in the Annual Report and Accounts and in Part II of this document. Following performance evaluation the Board recommends to shareholders the re-election and election of these directors, all of whom continue to demonstrate commitment to their respective roles and all of whose individual performance continues to be effective.

#### **Re-appointment of Auditors and Auditors' remuneration (Resolutions 10 and 11)**

The Company is required to appoint auditors at each general meeting at which accounts are presented to shareholders and PricewaterhouseCoopers LLP have indicated their willingness to continue in office. Accordingly, shareholders are being asked to re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company. Shareholders are also being asked to authorise the directors to determine the remuneration of the Company's auditors.

#### **Political donations (Resolution 12)**

In accordance with the Companies Act 2006, a company may not make a political donation or incur political expenditure unless it has been authorised by ordinary resolution or the political donation does not exceed £5,000 when aggregated with all Group political donations in the past twelve months. Whilst it remains the Company's policy not to make political donations or to incur political expenditure, the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' are widely defined in the Companies Act 2006, and it is possible that the definitions may include activities which the Company might carry on in the ordinary course of its business, such as participation in functions attended by politicians or participation in review of Governmental policy or law reform. Therefore, in common with other companies, the Company is seeking shareholder approval, on a precautionary basis and to avoid unwitting contravention of the Companies Act 2006, to incur a level of expenditure to cover these activities. Any donations made or expenditure incurred under the authority will be disclosed in the Company's next Annual Report and Accounts.

#### **Authority to allot shares (Resolution 13)**

The directors may not allot new shares in the Company unless authorised by shareholders in general meeting. Paragraph (a) of Resolution 13 will authorise the directors to allot up to 132,282,007 ordinary shares having an aggregate nominal value equal to £13,228,200, representing approximately 33.33% of the Company's issued ordinary share capital as at 14 June 2011 (being the latest practicable date prior to the publication of this circular).

In line with guidance issued by the Association of British Insurers, paragraph (b) of Resolution 13 will authorise the directors to allot up to a further 132,282,007 ordinary shares in connection with a rights issue having an aggregate nominal value equal to £13,228,200, representing approximately 33.33% of the Company's issued ordinary share capital as at 14 June 2011.

The authorities sought under Resolution 13 will expire on the earlier of 30 September 2012 (being the latest date by which the Company must hold its AGM in 2012) or the conclusion of the AGM of the Company held in 2012. The directors do not have any plans at present to issue new shares other than in satisfaction of the exercise of options or awards granted under the Company's employee share schemes.

#### **Disapplication of statutory pre-emption rights (Resolution 14)**

If the directors wish to allot new shares for cash, the Companies Act 2006 states that the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. An offer of this type is called a 'rights issue' or a 'pre-emptive offer' and a shareholder's entitlement to be offered the new shares is known as a 'pre-emption right'. For legal, regulatory and practical reasons, however, it might not be possible or desirable for new shares allotted by means of a rights issue or other pre-emptive offer to be offered to certain shareholders, particularly those resident overseas. Furthermore, it might in some circumstances be in the Company's interests for the directors to be able to allot some shares for cash without having to offer them first to existing shareholders. To enable this to be done, shareholders' statutory pre-emption rights must be disapplied. Accordingly Resolution 14 will empower the directors to allot a limited number of new equity securities without shareholders' statutory pre-emption rights applying to such allotment.

Paragraph (a) of Resolution 14 will confer authority on the directors to make any arrangements which may be necessary to deal with any legal, regulatory or practical problems arising on a rights issue, an open offer or any other pre-emptive offer in favour of ordinary shareholders, for example, by excluding certain overseas shareholders from such issue or offer.

Paragraph (b) of Resolution 14 will disapply shareholders' statutory pre-emption rights by empowering the directors to allot shares for cash on a non-pre-emptive basis but only new shares having a maximum aggregate nominal value of £1,984,230, representing approximately 5% of the Company's issued ordinary share capital as at 14 June 2011. The authority under Resolution 14 would also cover the sale of treasury shares for cash.

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Resolution 14 is in line with standard practice and the guidelines issued by the Investment Committees of the Association of British Insurers and the National Association of Pension Funds. Resolution 14 also has regard to the Pre-Emption Group's 2008 Statement of Principles on Disapplying Pre-Emption Rights.

The authorities sought under Resolution 14 will expire on the earlier of 30 September 2012 (being the latest date by which the Company must hold an AGM in 2012) or the conclusion of the AGM of the Company held in 2012.

#### **Purchase of own shares (Resolution 15)**

The Companies Act 2006 permits a company to purchase its own shares provided the purchase has been authorised by shareholders in general meeting. Resolution 15, if passed, would give the Company the authority to purchase any of its own issued ordinary shares at a price of not less than ten pence per share and not more than 5% above the average of the middle market quotations of the Company's ordinary shares as shown on the London Stock Exchange Daily Official List for the five dealing days before any purchase is made. The authority will enable the purchase of up to a maximum of approximately 10% of the Company's ordinary share capital in issue at the date of the AGM, and will expire at the conclusion of the next AGM or on 30 September 2012, whichever is the earlier. The directors' present intentions are that in certain circumstances it may be advantageous for such purchases to be made if they believe that they are generally in the best interests of shareholders and (except in the case of purchases intended to satisfy obligations under share schemes) the expected effect of any purchase would be to increase earnings per share of the remaining ordinary shares.

The directors would only exercise this buy back authority after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels, the expected effect on the return on embedded value and the overall financial position of the Group. Purchases would be financed out of distributable profits and shares purchased would either be cancelled and the number of shares in issue reduced accordingly or held as treasury shares. As at 14 June 2011 there were options and LTIP awards over 5,004,436 ordinary shares in the capital of the Company which represents approximately 1.26% of the Company's issued ordinary share capital at that date. If the authority to purchase the Company's ordinary shares were exercised in full, those options and awards would represent approximately 1.40% of the Company's issued ordinary share capital as at 14 June 2011. As at 16 June 2011, the Company did not hold any treasury shares and there were no warrants over ordinary shares in the capital of the Company.

#### **Notice of general meetings (Resolution 16)**

Under the Companies Act 2006 all general meetings of the Company must be held on 21 clear days' notice unless shareholders agree to a shorter notice period on an annual basis and certain other conditions are met. The Company is currently able to call general meetings (other than AGM's) on 14 clear days' notice. The Board is proposing Resolution 16 as a special resolution at the AGM so that the Company can continue to be able to convene general meetings on 14 clear days' notice. The Board intends that this shorter notice period would not be used as a matter of routine, but would only be used where the flexibility was justified by the business of the meeting and it would be to the advantage of shareholders as a whole. If Resolution 16 is passed, the authority to convene general meetings on 14 clear days' notice will remain effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The notice period for AGM's will remain 21 clear days.

#### **Adoption of new share incentive plan (Resolution 17)**

Shareholders are being asked to approve the Shanks Group plc 2011 Long Term Incentive Plan (the "Plan"). This will replace the existing Shanks Group plc Long Term Incentive Plan under the terms of which no further awards may be made after the tenth anniversary of its original adoption by shareholders. As part of its review of remuneration strategy for executive directors and senior managers and having consulted with the Company's major shareholders and institutional investor bodies, the Remuneration Committee and the Board believes that the Plan will better align the interests of executive directors and senior managers with those of shareholders. The principal terms of the Plan are set out in Part III of this document.

#### **Recommendation**

The Board considers that all the resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully,



**Adrian Auer**

Chairman

**BIOGRAPHIES OF DIRECTORS SEEKING RE-ELECTION**

**Adrian Auer, BA, MBA, ACT**

Chairman

Adrian joined the Board in 2005 and was appointed Chairman in July 2006. He chairs the Nomination Committee and is also a member of the Remuneration Committee. Adrian is also Chairman of Readymix plc, a non-executive director of Electrocomponents plc and AZ Electronic Materials S.A and the Senior Independent Director of Umeco plc. Previously he has held the position of Finance Director in a number of major companies, notably in the building materials and construction sectors, as well as senior finance positions with BP and ICI. He is also Chairman of Addaction, Britain's largest specialist drug and alcohol treatment charity. Adrian is considered by the Board to be independent.

**Eric van Amerongen**

Senior Independent Director

Eric was appointed to the Board in February 2007 and sits on the Audit, Remuneration and Nomination Committees. In July 2007 he was appointed Chairman of the Remuneration Committee and Senior Independent Director. He was until January 2008 a non-executive director of Corus Group plc, a position he held for seven years. Eric has wide ranging European business experience and holds a number of non-executive and advisory positions. Eric is considered by the Board to be independent.

**Peter Johnson, BA, ACA**

Non-executive Director

Peter joined the Board in May 2005 and is the Chairman of the Audit Committee and also sits on the Remuneration and Nomination Committees. Peter is a chartered accountant and was Finance Director of Taylor Wimpey plc from 2002 until October 2008. Previously he has held a number of senior positions in the Financial Services sector including those of Group Finance Director of Henderson plc, Chief Financial Officer for Pearl Assurance and Finance Director of Norwich Union Life. He was until December 2010 a non-executive director of Oriel Securities Limited. Peter is considered by the Board to be independent.

**Stephen Riley, B Eng, PhD**

Non-executive Director

Stephen was appointed to the Board in March 2007 and is a member of the Audit, Remuneration and Nomination Committees. He is currently the CEO and President, UK-Europe with International Power plc. Prior to this he was a director of International Power plc from January 2004 to February 2011, when he resigned from that Board following the combination of International Power and GDF SUEZ Energy International. He is responsible for managing all aspects of their performance in Europe including plant operations, finance, energy trading and business development. He is a chartered engineer and joined International Power in 1985, holding senior positions in two UK power stations before being appointed Managing Director of their Australian operations in 2000. Stephen is considered by the Board to be independent.

**Jacques Petry, MBA**

Non-executive Director

Jacques was appointed to the Board in September 2010 and sits on the Audit, Remuneration and Nomination Committees. He was Chairman and Chief Executive of SITA from 1996 and of parent company Suez Environnement, one of the world's leading water and waste management groups, from 2001 until 2004. From 2005 to 2007 he was Chief Executive of Sodexo Continental Europe and South America. Since 2007 he has advised corporate and financial sponsors, initially as Global Head, RBS Environmental Services Sector and more recently as an independent consultant, with regard to Infrastructure and Environmental Services sector investments worldwide. He has extensive international non-executive experience and has served on the boards of various listed companies. In December 2009 he was appointed a non-executive director of Idex SA, the French energy and facility management company, becoming Chairman of their Advisory Board In January 2011. Jacques is considered by the Board to be independent.

**Tom Drury, MA**

Group Chief Executive

Tom joined the Company as Group Chief Executive Designate in September 2007 and was appointed Group Chief Executive in October of that year. Following an early career with Unilever and PricewaterhouseCoopers he went on to a distinguished career with United Utilities plc, being appointed a main board director in 2005. In 1996 he was appointed Managing Director of a new commercial enterprise, Vertex, which grew to become the second largest firm in the UK's business process outsourcing sector until the sale of that business in March 2007 to US private equity.

## PRINCIPAL TERMS OF THE SHANKS GROUP PLC 2011 LONG TERM INCENTIVE PLAN (THE "PLAN")

The principal terms of the Plan are summarised below. Note 15 to the Notice of Annual General Meeting (set out in Part IV of this document) explains where a copy of the rules of the Plan may be inspected.

### 1. General

The Plan will be supervised by the remuneration committee of the Board (the "**Remuneration Committee**").

### 2. Eligibility

Any employee (including a director) of the Company or any member of the Group shall be eligible to participate in the Plan. The Remuneration Committee may in its absolute discretion grant awards to such eligible employees as it shall select.

### 3. Awards under the Plan

An award takes the form of a conditional award of a specified number of ordinary shares in the Company ("**Shares**"). On vesting, an award may be satisfied either by the issue or transfer of the Shares in respect of which it has vested, or by the grant of an option to acquire such Shares exercisable at nil cost. No payment is required for the grant of an award. Awards may be granted within 42 days after the commencement of the Plan, and within 42 days after the announcement of the Company's results for any period. Awards may also be granted at any other time at which the Remuneration Committee determines that there are exceptional circumstances which justify the grant of an award. No award may be granted later than ten years after the date of approval of the Plan nor at any time at which dealing would not be permitted under the Model Code.

### 4. Performance Conditions

An award may be granted subject to such performance condition or conditions as the Remuneration Committee determines, which must be satisfied before an award may vest. Performance will be measured over a period of three consecutive financial years commencing with that in which the award is granted. There will be no provision for re-testing. The performance conditions proposed for the first awards under the Plan consist of an Earnings Per Share (EPS) Target and a Share Price Target (the "Performance Conditions"). The target award will establish the potential maximum value of the award, if the Performance Conditions are met in full, and which must fall within the limits described in paragraph 6 below. There are two scales of award, a general scale and a higher scale. The higher scale will apply only to the most senior participants in the Plan. In the following description, the higher scale factors are set out in brackets. The EPS Target will be assessed first. The target award will vest as follows:

Compound annualised growth in EPS during the performance period	Proportion of target award vesting
Less than 7%	Nil
7%	20%
15% (25%)	100% (200%)
Between 7% and 15% (15% and 25%)	Straight line vesting between 20% and 100% (100% and 200%)

The vested portion of the target award after applying the EPS Target shall be referred to as the core award. The Share Price Target will then be assessed. The core award will vest as follows:

Compound annualised growth in the share price during the performance period	Multiplier applicable to core award
Up to and including 15%	1
20% (25%)	1.5 (2)
Between 15% and 20% (25%)	Straight line variation between 1 and 1.5 (2)

The product of the core award and the multiplier will equal the participant's final award.

Example: assuming a base salary of £100,000, a target award of 50% of salary could, at the higher scale, reach 200% of salary (the Plan limit) if the performance conditions were fully met (£50,000 vests at 200%, so becomes £100,000 and is then subject to a multiplier of 2 to reach £200,000).

The Remuneration Committee may, in its absolute discretion, adjust the outcome of any objective financial condition if it considers that the adjusted outcome reflects more fairly the performance of the Company. On any event as described in paragraph 11 below, the Remuneration Committee may adjust the EPS Target and/or the Share Price Target in such manner and with effect from such date as it may determine to be appropriate. In addition, the Remuneration Committee may vary or waive any condition if circumstances occur which cause the Remuneration Committee to determine that it has ceased to be appropriate, provided that any new condition or any variation must be fair, reasonable and no more difficult to satisfy than before. For the future, the Remuneration Committee will monitor the suitability of performance conditions and may impose different conditions on awards granted in subsequent years, having regard to prevailing market conditions.

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## 5. Dividend Accrual Payments

The Remuneration Committee may decide that a participant who is granted an option on the vesting of an award shall be entitled to receive, in addition to the Shares to which he becomes entitled on exercise of the option, a payment equal in value to the aggregate amount of the dividends that would have been paid to the participant in respect of those Shares for a period starting no earlier than the vesting date of the award and ending no later than the date of exercise of the option as if they had been beneficially owned by him over that period. The payment may be made in cash or in an equivalent number of Shares.

## 6. Individual Limit

No award shall be granted to any individual if the aggregate market value of the Shares subject to that award, together with the aggregate market value of any Shares committed to be issued or transferred pursuant to any other award made to him in the same financial year of the Company under the Plan (discounting any Shares which may be issued or transferred to satisfy a dividend accrual payment), would exceed a sum equal to twice his base salary.

## 7. Plan Limit

No award may be granted under the Plan on any date if, as a result, the aggregate number of Shares issued or transferred from treasury, or committed to be issued or transferred from treasury, pursuant to awards made under the Plan (other than to satisfy a dividend accrual payment) and pursuant to grants or appropriations made during the previous ten years under all other employee share schemes established by the Company, would exceed ten per cent of the issued ordinary share capital of the Company on that date. For the avoidance of doubt, Shares which have been the subject of awards or of rights granted under any other employees' share scheme of the Company which have lapsed shall not be taken into account.

## 8. Exercise of Awards

In normal circumstances, an award shall not vest unless the performance conditions have been satisfied and provided the participant remains employed by the Group. An Option, if granted, may be exercised for a period ending no later than the tenth anniversary of the date of grant of the original award. Should a Participant cease to be employed before the expiry of the performance period by reason of:

- death;
- injury, ill-health or disability;
- redundancy;
- retirement;
- the company employing the Participant ceasing to be, or the business to which the Participant's office or employment relates being transferred to a person who is not a member of the group; or
- any other reason in the discretion of the Remuneration Committee;

an award will vest on the normal vesting date (i.e. at the end of the three year performance period), subject to time apportionment for the period of service actually performed during the performance period. The Remuneration Committee may accelerate vesting up to the date of cessation of employment and may disapply time apportionment if considered appropriate in the circumstances. In any such case in which an award vests and is satisfied by the grant of an option, that option may be exercised within the period of six months (or, in the case of death, 12 months) of the relevant vesting date.

## 9. Cash Alternative

Where an award has vested or an option has been exercised but no Share has yet been transferred, the Remuneration Committee may decide instead to pay the Participant an amount in cash equal to the market value of the relevant Shares. The amount will be paid as soon as reasonably practicable.

## 10. Reconstruction, Takeover or Liquidation

In the event of a takeover, reconstruction or the voluntary winding-up of the Company before the expiry of the Performance Period, an award will vest immediately, and an Option will remain exercisable for a period of two months or until the expiry of any compulsory acquisition period, if earlier. The number of shares which vest or over which options may be exercised will, in these circumstances, be determined by reference to the extent to which the performance conditions have been fulfilled over the reduced performance period, and will then be pro-rated according to the length of the reduced performance period as compared to the original performance period. If such an event occurs on or after the expiry of the original performance period, a subsisting option may be exercised for a period of two months or until the expiry of any compulsory acquisition period, if earlier. If such an event occurs, an award may also be released in exchange for an equivalent new award to be granted by any acquiring company, if the participant so wishes and the acquiring company agrees. Where any such event occurs as part of an internal reorganisation of the Company, and there is no material change of ownership, subsisting awards will be exchanged for new awards granted by the acquiring company unless such an offer is not forthcoming from the acquiring company, in which case vesting or exercise as set out above will be permitted.

## 11. Variation of Share Capital

On any variation in the ordinary share capital of the Company or certain other corporate events which, in the reasonable opinion of the Board, justifies an adjustment then the number and the nominal value of Shares subject to any award may be adjusted in such manner and with effect from such date as the Remuneration Committee may determine to be appropriate.

## 12. Voting, Dividend and Other Rights

Until awards vest, or options are exercised, participants have no voting or other rights in respect of the Shares subject to those awards. Shares issued or transferred pursuant to the Plan will rank *pari passu* in all respects with Shares already in issue except

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that they will not rank for any dividend or other distribution paid or made by reference to a record date falling prior to the date of exercise or vesting of the relevant award. Benefits obtained under the Plan shall not be pensionable.

### **13. Administration and Amendment**

The Plan will be supervised by the Remuneration Committee which may amend or add to the Plan by resolution provided that:

- (a) prior approval of the Company in general meeting will be required for any amendment to the advantage of participants to those provisions of the Plan relating to eligibility, the limitations on the number of Shares, cash or other benefits subject to the Plan, a participant's maximum entitlement or to the basis for determining a participant's entitlement under the Plan and the adjustment thereof in the event of a variation in capital, except in the case of minor amendments to benefit the administration of the Plan and amendments to take account of changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any member of the Group; and
- (b) no amendment may be made which would alter to the disadvantage of participants any rights already acquired by them under the Plan without the prior approval of a majority of the affected participants.

### **14. Overseas Plans**

The Board may from time to time and without further formality establish further plans to operate in overseas territories, any such plan to be similar to the Plan but modified to take account of local tax, exchange control and/or securities laws, regulation or practice. Shares made available under any such plan would count against the limits on overall and individual participation in the Plan save that only newly issued Shares or Shares transferred from Treasury would count against the overall dilution limits.

### **15. Termination**

The Plan may be terminated at any time by resolution of the Board or of the Company in general meeting and in any event no award may be granted on or after the tenth anniversary of the date on which the Plan is approved by the Company in general meeting. Termination will not affect the outstanding rights of participants.

## **PART IV**

### **Shanks Group plc**

#### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shanks Group plc (the 'Company') will be held at the offices of Royal Bank of Scotland, 250 Bishopsgate, London, EC2M 4AA on Thursday, 21 July 2011 at 11.00am to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 13 (inclusive) and 17 will be proposed as ordinary resolutions and resolutions 14 to 16 (inclusive) will be proposed as special resolutions. Voting on each resolution will be by way of a poll.

#### **ORDINARY RESOLUTIONS**

##### **Resolution 1**

To receive and adopt the Company's audited accounts for the year ended 31 March 2011 together with the Directors' and Auditors' reports thereon.

##### **Resolution 2**

To approve the Directors' Remuneration Report for the year ended 31 March 2011.

##### **Resolution 3**

To declare a final dividend of 2.25 pence per ordinary share for the year ended 31 March 2011.

##### **Resolution 4**

To re-elect Mr Adrian Auer as a director of the Company.

##### **Resolution 5**

To re-elect Mr Eric van Amerongen as a director of the Company.

##### **Resolution 6**

To re-elect Mr Peter Johnson as a director of the Company.

##### **Resolution 7**

To re-elect Dr Stephen Riley as a director of the Company.



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**Resolution 8**

To elect Mr Jacques Petry as a director of the Company.

**Resolution 9**

To re-elect Mr Tom Drury as a director of the Company.

**Resolution 10**

To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid.

**Resolution 11**

To authorise the directors to determine the remuneration of the Company's auditors.

**Resolution 12**

THAT in accordance with section 366 of the Companies Act 2006 the Company and its subsidiaries be and are hereby authorised:

- (a) to make political donations to political parties, political organisations and/or independent election candidates, not exceeding £25,000 in total; and
- (b) to incur political expenditure, not exceeding £25,000 in total,

during the period beginning on the date of the passing of this resolution and ending on the earlier of eighteen months from the date of this resolution and the conclusion of the Company's annual general meeting to be held in 2012. For the purpose of this resolution the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006.

**Resolution 13**

THAT:

(a) the Board of Directors of the Company (the 'Board') be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (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 £13,228,200, provided that this authority shall expire on the earlier of 30 September 2012 or at the conclusion of the next annual general meeting 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 it 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 or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever), up to an aggregate nominal amount of £13,228,200 provided that this authority shall expire on the earlier of 30 September 2012 or at the conclusion of the next annual general meeting 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 RESOLUTIONS****Resolution 14**

THAT, subject to the passing of Resolution 13 set out in the notice of the annual general meeting of the Company convened for 21 July 2011, the Board of Directors of the Company (the 'Board') be and is hereby generally empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 10p each in the capital of the Company ('Ordinary Shares')) wholly for cash pursuant to the authority conferred on the Board by such Resolution 13 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act), as if section 561(l) 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 a rights issue, open offer or other pre-emptive offer 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

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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 subject to such exclusions or other arrangements in connection with the rights issue, open offer or other offer 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 or practical problems arising in any overseas territory, the requirements of any regulatory body or any stock exchange or any other matter whatsoever; and
- (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £1,984,230;

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 2012 or at the conclusion of the next annual general meeting 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 15**

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (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 10% of the issued ordinary share capital of the Company as at the date of this resolution;
- (b) the maximum price which 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 which 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 at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 September 2012, whichever is the earlier, 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.

#### **Resolution 16**

THAT a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution.

### **ORDINARY RESOLUTION**

#### **Resolution 17**

THAT the Shanks Group plc 2011 Long Term Incentive Plan (the "Plan"), as summarised in Part III of the circular to shareholders dated 16 June 2011, a copy of the Rules of which is produced to this meeting and for the purpose of identification initialled by the Chairman, be approved and established and the directors of the Company be authorised to do all acts and things which they may consider necessary or desirable to carry the Plan into effect, with such modifications as they may consider necessary or desirable to take account of the requirements of the UK Listing Authority and best practice and to vote as directors and be counted in the quorum on any matter connected with the Plan notwithstanding that they may be interested in the same, save that no director may vote or be counted in the quorum on any matter solely concerning his own participation in the Plan and any prohibition on voting by interested directors contained in the Articles of Association of the Company be hereby relaxed to that extent.

#### **By order of the Board**

#### **Philip Griffin-Smith**

Company Secretary  
16 June 2011

Registered Office:  
16 Charlotte Square  
Edinburgh  
EH2 4DF  
Registered in Scotland No. SC077438

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## Notes

### 1. Attending the AGM in person

If you wish to attend the AGM in person, you should arrive at the venue in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Computershare Investor Services PLC (the 'Registrar'), prior to admittance.

### 2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM to represent a member. To be validly appointed a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying proxy form. If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the Chairman of the AGM) and give their instructions directly to them. Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on Tel: 0870 707 1290 or members may photocopy their proxy form. A member may instruct their proxy to abstain from voting on any of the resolutions to be considered at the meeting by marking the 'vote withheld' option when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' the relevant resolution. The appointment of a proxy will not prevent a member from attending the AGM and voting in person if he or she wishes. A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these Notes and should read Note 9 below.

### 3. Appointment of a proxy online

As an alternative to appointing a proxy using the proxy form or CREST, members can appoint a proxy online at: [www.eproxyappointment.com](http://www.eproxyappointment.com). In order to appoint a proxy using this website, members will need their Control Number, Shareholder Reference Number (SRN) and PIN. This information is printed on the proxy form. If for any reason a member does not have this information, they should contact the Registrar on Tel: 0870 707 1290. Members may appoint a proxy using the website no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting.

### 4. Appointment of a proxy using a proxy form

A proxy form for use in connection with the AGM is enclosed. To be valid any proxy form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting. If you do not have a proxy form and believe that you should have one, or you require additional proxy forms, please contact the Registrar on Tel: 0870 707 1290.

### 5. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must in order to be valid, be transmitted so as to be received by the Registrar (ID number 3RA50) no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

### 6. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

## **7. Corporate representatives**

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

## **8. Entitlement to attend and vote**

To be entitled to attend and vote at the AGM (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.00 p.m. on Tuesday, 19 July 2011 (or, if the AGM is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the AGM.

## **9. Nominated persons**

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the '2006 Act') to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

## **10. Website giving information regarding the AGM**

Information regarding the AGM, including information required by section 311A of the 2006 Act, and a copy of this notice of AGM is available from [www.shankspic.com/agm2011](http://www.shankspic.com/agm2011).

## **11. Audit concerns**

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

## **12. Voting rights**

As at 14 June 2011 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 396,846,023 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 14 June 2011 were 396,846,023 votes.

## **13. Notification of shareholdings**

Any person holding 3 per cent or more of the total voting rights of the Company who appoints a person other than the Chairman of the AGM as his proxy will need to ensure that both he, and his proxy, comply with their respective disclosure obligations under the UK Disclosure and Transparency Rules.

## **14. Further questions and communication**

Under section 319A of the 2006 Act, the Company must cause to be answered any question relating to the business being dealt with at the AGM put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Members who have any queries about the AGM should contact the Company Secretarial Department by email on [info@shankspic.co.uk](mailto:info@shankspic.co.uk) or by writing to The Company Secretary at Shanks Group plc, Dunedin House, Auckland Park, Mount Farm, Milton Keynes, Buckinghamshire, MK1 1BU. Any other electronic address provided in this notice or in any related documents (including the accompanying circular and proxy form) should only be used for the purposes expressly stated.

## **15. Documents available for inspection**

The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the AGM and on the date of the AGM at the offices of Royal Bank of Scotland, 250 Bishopsgate, London, EC2M 4AA from 10.45am until the conclusion of the AGM:

- (a) copies of the service contracts of the Company's executive directors;
- (b) copies of the letters of appointment of the Company's non-executive directors; and
- (c) the proposed rules of the Shanks Group plc 2011 Long Term Incentive Plan.

Copies of these documents will also be available for inspection at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the AGM and also on the Company's website at [www.shankspic.com/agm2011](http://www.shankspic.com/agm2011).