

The Shaw Group Inc.
Pre-approval of services to be provided by the Independent Accountant

The Committee is required to pre-approve the engagement of the Company's independent accountant to perform any services for the Company or its subsidiaries. This pre-approval is required to be obtained prior to the engagement of the independent accountant. The Committee has determined to categorize the services that might be performed by the independent accountant in the following list. For engagements to provide services included in "Level 1", the Committee must pre-approve the services. For engagements to provide services included in "Level 2", the Committee has delegated its full authority to any single member of the Committee to pre-approve these services. All services pre-approved by a single member shall be reviewed by the Committee at the following Committee meeting.

Audit Services

The Committee will pre-approve the auditors for recurring engagements annually as a matter of course. The Levels below are intended as minimums and generally would only be required for an unforeseen audit or for audit services performed outside of recurring annual audits.

Level 1

- Audit of the annual consolidated financial statements of The Shaw Group Inc., including quarterly reviews
- Any other audit services not specifically listed

Level 2

- Consents to include the Independent Accountant's report in Company filings with the SEC
- Comfort letters
- Statutory audits of foreign subsidiaries
- Audits of wholly-owned consolidated entities (e.g., Shaw Constructors for State Contractors' licenses)

Audit Related Services

Level 1

- Audits of Employee Benefit Plans
- Due diligence related to Mergers & Acquisition when fees exceed \$200,000
- Internal control reviews
- Any other audit related services not specifically listed

Level 2

- Due diligence related to Mergers & Acquisitions when fees do not exceed \$200,000
- Accounting assistance & audits in connection with proposed or consummated acquisitions when fees do not exceed \$200,000
- Consultation concerning financial accounting and reporting standards when fees do not exceed \$200,000

Tax Services

Level 1

- Tax compliance services related to the consolidated Shaw Group Federal tax return
- Any other tax services not specifically listed

Level 2

- Tax payment planning services when fees do not exceed \$200,000
- Tax consultation and tax planning services when fees do not exceed \$200,000

Other Services

Level 1

- Any other services when fees exceed \$100,000

Level 2

- Any other services when fees do not exceed \$100,000

Note: The Committee recognizes that for certain engagements, such as due diligence assistance related to mergers and acquisitions, the total fees are usually unknown. In these circumstances, a single engagement may be pre-approved at Level 2, and then as it becomes apparent that the fees will exceed the Level 2 limitations, a Level 1 "pre-approval" will need to be obtained. This provision is a practical recognition that certain engagements will require pre-approval in a very short time frame, while providing a reasonable limitation to ensure Level 2 pre-approval is provided for larger, more material engagements.