

Company No: 00836279

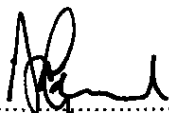
**CARTAWAYS LIMITED (THE "COMPANY")**

**WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS**

We understand it is proposed that:

- (a) each of the issued Non-Cumulative Preference Shares of £1 in the capital of the Company be converted and re-designated as Ordinary Shares of £1 each; and
- (b) such conversion and re-designation may constitute a variation of the rights attached to the class of shares held by us (the "Variation")

We, the undersigned, hereby consent to the Variation in accordance with the Company's Articles of Association.



Signed for and on behalf of  
**Veolia Environmental Services (UK) PLC**  
as holder of all of the issued Non-Cumulative Preference Shares  
in the capital of the Company

13 OCTOBER 2017  
Date



Signed for and on behalf of  
**Veolia Environmental Services (UK) PLC**  
as holder of all of the issued Ordinary Shares  
in the capital of the Company

13 OCTOBER 2017  
Date

WEDNESDAY



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COMPANIES HOUSE