

**WRITTEN RESOLUTION OF MEMBERS UNDER COMPANIES ACT 2006: SINGLE
RESOLUTION**

COMPANY NUMBER 02335185

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

LEIGH CHURCH LAWFORD LIMITED (THE "COMPANY")

DATED 4 October 2018

SATURDAY



A09

A7FZRVQZ

06/10/2018

#120

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

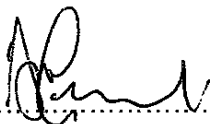
THAT:

The Memorandum and Articles of Association in the form attached to this resolution (for the purpose of identification marked "A") and initialled by an officer of the Company be and are hereby adopted as the new Memorandum and Articles of Association of the Company in substitution for all previous Memorandum and Articles of Association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution:


.....

David Gerrard
Director

For and on behalf of
Veolia ES Landfill Limited

Date 14 OCTOBER 2018

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- (a) **By hand:** delivering the signed copy to Miss E Aitken, Company Secretary, Leigh Church Lawford Limited, 210 Pentonville Road, London N1 9JY.
- (b) **Post:** returning the signed copy by post to Miss E Aitken, Company Secretary, Leigh Church Lawford Limited, 210 Pentonville Road, London N1 9JY.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless, by 31 October 2018, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Company No. 02335185

The Companies Act 1985 and

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

LEIGH CHURCH LAWFORD LIMITED

(Adopted by Special Resolution on 4 October 2018)

1. The Company's name is LEIGH CHURCH LAWFORD LIMITED¹.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) (i) To carry on within and without the United Kingdom the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in commodities of every description and all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and also the business of storage contractors, wharfingers, carriers, shipping and forwarding agents, warehousemen and store-keepers; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world.
 - (ii) To carry on the business of financial consultants, financiers and industrial bankers, capitalists, financial agents and advisors for commodities, goods, wares, vehicles, apparatus, machinery and articles of every description and in connection therewith or otherwise to loan and advance money to and to purchase accounts on behalf of such persons, firms or companies, concerned in any way whatever in the sale or purchase in manner aforesaid of the beforementioned articles or goods; to carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligation or undertaking; to carry on the business of financiers, financial agents, bill discounters; company promoters, underwriters, and dealers in stocks, shares, loans, annuities and other securities mortgage brokers and insurance agents.
- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

¹ The Company was incorporated with the name Bestvale PLC
 By Special Resolution the name of the Company was changed on 13 March 1989 to Ideal Aggregates PLC
 By Special Resolution the Company was re-registered as a private limited company on 30 August 1991
 By Special Resolution the name of the Company was changed on 2 March 1993 to Leigh Church Lawford Limited

- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company (within each case the meaning of section 736 of the Companies Act 1985), of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.
- (H) To lend money with or without security, and to invest money of the as the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine,

- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessor in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed by the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses, or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the Members is limited.
5. The Authorised Share Capital of the Company was increased from £50,000 to £100,000 divided into 100,000 shares of £1 by Ordinary Resolution passed on 4 October 1989. The Authorised Share Capital of the Company was further increased by Ordinary Resolution passed on 1 March 1990 from £100,000 to £1,000,000 and divided into 150,000 Ordinary Shares of £1 each, 700,000 Preference Shares of £1 each and 150,000 Deferred Shares of £1 each. On 4 October 2018 the 150,000 Deferred Shares of £1 were converted and re-designated as Ordinary Shares, hence forward the Authorised Share Capital of the Company was £1,000,000 divided into 300,000 Ordinary Shares of £1 each and 700,000 Preference Shares of £1 each. ²

² By Special Resolution passed on 4 October 2018 the 150,000 Deferred Shares of £1 each were converted and re-designated as 150,000 ordinary shares of £1 each.

WE, the subscribers to this memorandum of Association wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers

Number of Shares taken
by each Subscriber

STANLEY HAROLD DAVIS
124-128 CITY ROAD
LONDON
EC1V 2NJ

ONE

COMPANY DIRECTOR

RACHEL FUTERMAN
124-128 CITY ROAD
LONDON
EC1V 2NJ

ONE

COMPANY DIRECTOR

DATED the 3rd day of January 1989

WITNESS to the above Signatures:-

IRENE POTTER
124-128 CITY ROAD
LONDON
EC1V 2NJ

BARRISTER-AT-LAW

The Companies Act 1985
Company Limited by Shares

ARTICLES OF ASSOCIATION
of
LEIGH CHURCH LAWFORD LIMITED³
(Adopted by Special Resolution on 4 October 2018)

PRELIMINARY

- 1 The Regulations contained in Table A as it relates to a private company limited by shares in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007, the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 ("Table A") and the Companies (Tables A to F) (Amendment) Regulations 2008 shall except where the same are excluded or varied by or inconsistent with these Articles apply to the Company. No regulations (other than those contained in Table A) set out in any statute or statutory instrument concerning companies shall apply as regulations of the Company. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
2. Regulations 3, 23, and 35 of Table A shall, not apply to the Company, but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

INTERPRETATION

4. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between those words "regulations" and "the Acts" the words "and in any regulations adopting the whole or in part the same".

SHARES

5. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares, to such persons, on such terms and in such manner as they think fit provided always that:-
 - (i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power to allot shares shall expire five years after the date of the Company;
 - (ii) the Members in General Meeting may by Ordinary Resolution:-
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate the

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amount of shares which may be allotted under such authority or renewed authority or, as the case may be, the amount remaining to be allotted thereunder and must specify the date on which the authority or renewed authority will expire;

- (b) revoke or vary any such authority (or renewed authority); and
- (iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

6.⁴ Subject to the provision of. Chapter VII of the Act the Company shall have the power:

- (a) pursuant to Sections 159, 160, 161 of the Act to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall be provided by the Articles of the Company, provided that the date or dates for redemption may be determined by the directors;
- (b) pursuant to Section 162 of the Act to purchase its own shares (including any redeemable shares); and
- (c) pursuant to Sections 170, 171, 172 of the Act to make a payment out of capital in respect of any such redemption or purchase.

- 7. Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or, at the option of the Company or the shareholder are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares.
- 8. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

- 9. In every notice concerning a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and on a poll vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.
- 10. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

- 11. The first Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.

⁴ Article 6 has been updated by Special Resolution passed on 30 August 1991.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
13. In Regulation 87 there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

14. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

Names and Addresses of Subscribers

STANLEY HAROLD DAVIS
124-128 CITY ROAD
LONDON
EC1V 2NJ

COMPANY DIRECTOR

RACHEL FUTERMAN
124-128 CITY ROAD
LONDON
EC1V 2NJ

COMPANY DIRECTOR

DATED the 3rd day of January 1989

WITNESS to the above Signatures:-

IRENE POTTER
124-128 CITY ROAD
LONDON
EC1V 2NJ

BARRISTER-AT-LAW

Company No: 02335185

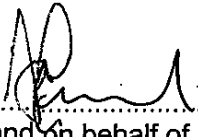
LEIGH CHURCH LAW FORD LIMITED (THE "COMPANY")

WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS

We understand it is proposed that:

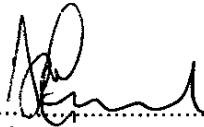
- (a) each of the issued Deferred Shares of £1 each in the capital of the Company be converted and re-designated as Ordinary Shares of £1 each; and
- (b) such conversion and re-designation may constitute a variation of the rights attached to the class of shares held by us (the "Variation")

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



Signed for and on behalf of
Veolia ES Landfill Limited
as holder of all of the issued Deferred Shares
in the capital of the Company

4 OCTOBER 2018
Date



Signed for and on behalf of
Veolia ES Landfill Limited
as holder of all of the issued Ordinary Shares
in the capital of the Company

4 OCTOBER 2018
Date