

Company number: 02662755

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN ORDINARY AND SPECIAL RESOLUTIONS OF THE MEMBER OF

VIRIDOR WASTE LIMITED

(the “Company”)

Circulation Date: 12 October 2021

We, being the sole eligible member of the Company entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the “Act”), to pass the following resolutions (the “Resolutions”) which have been proposed by the directors of the Company as an ordinary resolution in respect of Resolutions 1 and 2 and a special resolution in respect of Resolution 3:

ORDINARY RESOLUTIONS

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company (the “Directors”) be generally and unconditionally authorised to exercise all powers of the Company to allot, in aggregate, up to one (1) ordinary share of nominal value of £1.00 in the share capital of the Company, provided that this authority shall (unless renewed, varied or revoked by the Company) expire five years from the date on which this Resolution 1 is passed, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to be granted, and the Directors may allot shares or grant rights to subscribe for or to convert any security into shares, in pursuance of such offer or agreement as if the authorisations conferred by this Resolution 1 had not expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of rights to subscribe for or to convert any security into shares already made or offered or agreed to be made pursuant to such authorities.

2. **THAT**, conditional on Resolution 1 being approved, the sum of £300,000,000 standing to the credit of the Company’s profit and loss account be and is hereby capitalised and appropriated as capital to the sole holder of ordinary shares of nominal value of £1.00 each in the capital of the Company whose name appears in the register of members as at the close of business on 11 October 2021, and that the directors be and are hereby authorised to apply such sum in paying up in full 300,000,000 ordinary shares of nominal value of £1.00 each in the capital of the Company; and to allot and issue such new shares, each credited as fully paid up, to the sole holder of ordinary shares in the Company.

SPECIAL RESOLUTION

3. **THAT**, conditional on Resolutions 1 and 2 being approved, for the purpose of creating distributable reserves: (i) the entire balance standing to the credit of the Company’s share premium account be cancelled following the transactions contemplated by Resolutions 1 and 2

having occurred; and (ii) the existing issued share capital of the Company immediately following the transactions contemplated by Resolutions 1 and 2 having occurred be reduced from £461,728,900 (divided into 461,728,900 ordinary shares of £1.00 each) to £4,617.289 (divided into 461,728,900 ordinary shares of £0.00001 each) by cancelling and extinguishing capital to the extent of £0.99999 on each issued fully paid up ordinary share of £1.00 in the capital of the Company and reducing the nominal value of each issued fully paid up ordinary share from £1.00 to £0.00001, **AND THAT** the aggregate amount by which the share capital of the Company is so reduced by virtue of this Resolution 3, being £2,133,119,122.711, be credited to a reserve of the Company.

AGREEMENT

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

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on, and hereby irrevocably agree to, the Resolutions.

For and on behalf of **VIRIDOR LIMITED**)

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By: Nicholas Maddock)

Date: 12-Oct-2021)

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning to the Company in hard copy or in electronic form (addressed to the company secretary).
2. If you do not agree to the Resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the Resolutions, once indicated, may not be revoked. If sufficient agreement has not been received within the period of 15 days from the date of the solvency statement accompanying the Resolutions, then the Resolutions will lapse.
4. 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.
5. A copy of the Resolutions has been sent to the auditors.