

Company Number: **10795728**

TERBERG ENVIRONMENTAL UK LIMITED

(THE "COMPANY")

WRITTEN RESOLUTION

Circulation Date: 21 August 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the "**Resolutions**") are passed as special resolutions:

SPECIAL RESOLUTION

1. THAT the share premium account of the Company be reduced by €24,862,517.20 from €34,166,512.00 to €9,303,994.80 and the amount by which the share premium account is so reduced ("**Reduced Amount**") be repaid to the sole shareholder; and
2. THAT the Reduced Amount be repaid to the sole shareholder by a payment of:
 - (a) £8,900,000; and
 - (b) €15,000,000.(representing a GBP:EUR conversion rate of £1 : €1.108148)

The undersigned, being the sole shareholder entitled to vote on the resolution on the Circulation Date, irrevocably agrees to the Resolutions:

Signed: Ian R. Macaulay Date: 21 August 2020

For and on behalf of: **Terberg-Environmental Holding B.V.**

NOTES: If you agree to the resolution, please sign and date this document where indicated above, and return it to the Company. You will not be taken to have agreed to the resolution until the Company actually receives this signed document from you. Once the Company has received this document from you, you are not permitted to revoke your agreement to the resolution to which you agreed. If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

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COMPANIES HOUSE

Hogan Lovells