

Company number 11915696

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Covanta Green Protos Holding Limited

(the "Company")

Passed on 23 November 2020

The following resolutions were duly passed as special resolutions by way of a written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (the "Act").

SPECIAL RESOLUTION

- 1 **THAT**, the Company adopt the new articles of association, as attached at Annexure A to these Resolutions, in substitution for, and to the exclusion of, the existing articles of association of the Company.
- 2 **THAT**, subject to the passing of Resolution 1, in accordance with section 551 of the Act and Article 34 of the articles of association of the Company, the directors of the Company be generally and unconditionally authorised to allot 1001 ordinary shares in the capital of the Company at a nominal amount of £1.00, one A share in the capital of the Company at a nominal amount of £1.00, one B share in the capital of the Company at a nominal amount of £1.00 and one C share in the capital of the Company at a nominal amount of £1.00, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is six months from the date of these Resolutions.

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

- 3 **THAT**, subject to the passing of Resolution 2 and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the Act did not apply to any such allotment.



Director

For and on behalf of

Covanta Green Protos Holding Limited

THURSDAY



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03/12/2020

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