

Company number 11915696

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Covanta Green Protos Holding Limited
(the "**Company**")

Circulation Date: 26 May 2021

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

ORDINARY RESOLUTIONS

- 1 **THAT** in accordance with section 551 of the CA 2006, the directors of the Company be generally and unconditionally authorised to allot **171,432** ordinary shares in the capital of the Company up to an aggregate nominal amount of **£171,432**, 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 this Resolution.

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.

- 2 **THAT £85,716.00** standing to the credit of the Company's share premium account be and is hereby capitalised and appropriated as capital to the holders of A Shares of £1.00 each in the capital of the Company and that the directors be and are hereby authorised to apply such sum in paying up in full **85,716** ordinary shares of £1.00 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the holders of A Shares of £1.00 each at the rate of **85,716** such new share(s) for every one existing A Share of £1.00 each held by them.

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.



AGREEMENT

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

The undersigned, being entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

**Signed for and on behalf of COVANTA
EUROPE INVESTMENTS LIMITED
(HoldCo3)**



Date: 26 May 2021

**Signed for and on behalf of GREEN EMPIRE
WTE HOLDINGS LIMITED**



Date: 26 May 2021

Notes

- 1 You can choose to agree to all of the Resolutions or none of them. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to Toye Oyegoke at Covanta, 80 Coleman Street, London, EC2R 5BJ.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to toyegoke@covanta.com.
- 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 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by the end of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.