

**SIMS RECYLCING SOLUTIONS UK GROUP LIMITED (the "Company")**

**Company No. SC168952**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE SOLE DIRECTOR  
AND HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO  
THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006**

**CIRCULATION DATE:** 22 JUNE 2015

**SPECIAL RESOLUTIONS:**

**RESOLUTION 1**

**THAT** the capital of the Company of £201,270.383 (comprising 201,270,383 ordinary shares of £0.001 each) be reduced to £0.001 by cancelling and extinguishing 201,270,382 ordinary shares of £0.001 each registered in the Company's register of members in the name of Sims Group UK Limited and the whole of the share premium account in the amount of £4,932,729 be cancelled so that it be reduced to nil.

**RESOLUTION 2**

**THAT** the sum of £5,133,999 being the total of share capital and share premium cancelled by Resolution 1 be credited to the profit and loss account of the Company with effect from the registration of the capital reduction.

**RESOLUTION 3**

- (i) **THAT** the whole of the authorised but unissued share capital of the Company comprising 10,117,647 ordinary shares of £0.001 each be cancelled to leave the Company with 1 ordinary share of £0.001 in issue (following the registration of the capital reduction sanctioned pursuant to Resolution 1); and
- (ii) **THAT** for such time as the share capital of the Company shall continue to comprise shares of only a single class and for so long as the Company remains a private company, the power of the Company to issue shares and the authority of the directors to allot such shares shall not be restricted to any maximum number or nominal amount and shall not be limited in duration and any provision, resolution or authority in force as at the date of this resolution whether under the articles of association or otherwise that purports to restrict the number of shares that the Company or directors shall have the power to issue or allot or the duration of such power shall cease to have effect upon the passing of this resolution.

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#### RESOLUTION 4

THAT the Company's articles of association, including those provisions of the Company's memorandum of association which from 1 October 2009 are, by virtue of Section 28 of the Companies Act 2006, treated as part of the articles of association be deleted in their entirety and in their place the model articles prescribed for a private limited company under Schedule 1 of Companies (Model Articles) Regulations 2008 (SI 2008/3229) be and are hereby adopted in their full and un-amended form as the new articles of association of the Company in accordance with section 26 of the Companies Act 2006.

The undersigned, being as at the circulation date the only eligible member of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agrees to the resolutions set out above.

Signed:

Date: 22/06/2015



DAVID M. WILLIAMS Duly authorised, for  
and on behalf of Sims Group UK Limited

#### TO THE SHAREHOLDERS:

Please read the following explanatory notes:

#### NOTES

1. Under the provisions of Part 13 of the Companies Act 2006, the written resolutions will lapse if they are not passed by 20 JULY 2015, which is the end of a period of 28 days beginning with the Circulation Date, however, to comply with the requirements of the Companies Act 2006 in connection with a reduction of capital, the Written Resolutions approving the reduction of capital must be passed no later than 21 JULY 2015 (ie within 15 days of the date of the solvency statement of the directors).
2. The written resolutions are passed on the date and at the time when you have *signified* your agreement to them.
3. The relevant majority in the case of a Special Resolution, is eligible members holding not less than 75% of the total voting rights of all eligible members.
4. Your agreement is *signified* when the Company receives from you an *authenticated* form of this document.
5. This document is *authenticated* when it is signed and dated by you in the spaces provided.
6. You may return the authenticated form of this document by any of the following means:
  - a. by posting it or delivering it by hand to Mr D M Williams, Sims Recycling Solutions UK Group Ltd, Irongray Business Park, Lochside Industrial Estate, Dumfries, DG2 0NR
7. Your agreement, once signified, may not be revoked.
8. If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so.