

DOCUMENT 7: WRITTEN RESOLUTION OF THE COMPANY TO APPROVE THE REDUCTION OF CAPITAL

Company No. 00106869

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CASELLA SCIENCE AND ENVIRONMENT LIMITED

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "**Resolution**") -

SPECIAL RESOLUTION

THAT:

The issued share capital of the Company be reduced from £300,816 00 to £1 00 by cancelling and extinguishing 298,815 ordinary shares of £1 00 each and 2,000 preference shares of £1 00 each

AGREEMENT

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

We, the undersigned, were at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -



Brian Reynolds

Duly authorised for

Templeth Limited

Date 16 July 2013

TUESDAY



LD1 01/10/2013 #20
COMPANIES HOUSE

NOTES

- 1 Please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
 - By hand delivering the signed copy to the Company Secretary at C/O Bureau Veritas, Brandon House, 180 Borough High Street, London , SE1 1LB,
 - Post returning the signed copy by post to the Company Secretary, C/O Bureau Veritas, Brandon House, 180 Borough High Street, London , SE1 1LB;

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
- 2 You must indicate your agreement to the resolutions within the period of 15 days from the date of the solvency statement accompanying the resolution otherwise the resolutions shall lapse
- 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 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