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Company No. 1569257

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

ANTI-WASTE LIMITED

Passed on 21<sup>st</sup> December 1995

At an Extraordinary General Meeting of the Company duly convened and held at Manor Farm, Bridgham, Norfolk on 21<sup>st</sup> December 1995 the following resolutions were duly passed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised capital of the Company be increased from £100,000 to £3,100,000 by the creation of a further 2,000,000 ordinary shares of £1.00 each to rank pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. THAT:
  - (a) the directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum aggregate nominal amount of £3,038,500 to such persons at such times and upon such conditions as the directors may determine (subject to the Articles of Association of the Company) during the period expiring at the end of five years from the date of the passing of this resolution; and

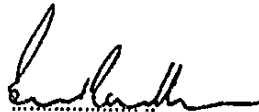
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- (b) the Company may at any time prior to the expiration of such authority make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after such expiration and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
3. THAT the sum of £3,000,000 being part of those moneys representing the Company's indebtedness to Waste Recycling plc in the sum of £9,000,000 standing on inter company loan account be capitalised by paying up in full at par 3,000,000 ordinary shares of £1.00 each to be allotted to the sole holder of the ordinary shares of the Company on the register of members immediately prior to the passing of this resolution.



Chairman