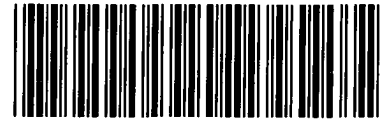


Company number 01866895

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

TUESDAY



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14/04/2020

#139

COMPANIES HOUSE

**WRITTEN RESOLUTIONS
OF
HARPERS ENVIRONMENTAL LIMITED (Company)**

Circulation Date: **31 MARCH** 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (Act), we the undersigned eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the circulation date hereby pass the following resolutions as written resolutions of the Company and agree that, if duly passed, they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held (Resolutions).

SPECIAL RESOLUTIONS

1. THAT the draft articles of association attached to these resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
2. THAT, subject to the passing of Resolution 1 above, each of:
 - a. the 2,121 ordinary shares of £1.00 each in the capital of the Company legally and beneficially owned by Gordon Mackay;
 - b. the 604 C ordinary shares of £1.00 each in the capital of the Company legally and beneficially owned by Gordon Mackay;
 - c. the 757 C ordinary shares of £1.00 each in the capital of the Company legally and beneficially owned by Jonathan Marlow; and
 - d. the 757 C ordinary shares of £1.00 each in the capital of the Company legally and beneficially owned by Michael Jones;

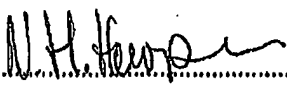
be re-designated and reclassified as G ordinary shares of £1.00 each in the capital of the Company, with the rights attached as set out in the articles of association adopted pursuant to Resolution 1 above (Reclassification) and that such Reclassification is approved for the purposes of section 630 of the Act and otherwise.

AGREEMENT

The members named below, being the eligible members entitled to vote on the Resolutions on the

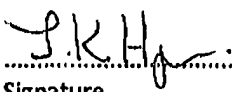
circulation date noted above, hereby agree to the Resolutions.

Signed by Nicholas Herbert Harper


.....
Signature


Date of
signature: 31 MARCH 2020

Signed by Judith Kathleen Harper


.....
Signature

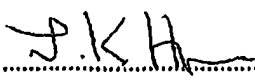
Date of
signature: 31 MARCH 2020

Signed by Nicholas Herbert Harper (as a
trustee of the NH Harper 1991 Children's
Settlement)


.....
Signature

Date of
signature: 31 MARCH 2020

Signed by Judith Kathleen Harper (as a
trustee of the NH Harper 1991 Children's
Settlement)


.....
Signature

Date of
signature: 31 MARCH 2020

Signed by Andrew Beattie (as a trustee of
the NH Harper 1991 Children's
Settlement)

.....
Signature

Date of
signature: _____

Signed by Nina El Hindy

.....
Signature

Date of
signature: 6 APRIL 2020

Signed by Claire Marlow

.....
Signature

Date of
signature: 6 APRIL 2020

Signed by Richard Mark Lloyd

.....
Signature

Date of
signature:

NOTE

A special resolution will be passed once members representing not less than 75% of the total voting rights of eligible members signify their agreement to it. The requisite percentage must be achieved within the period of 28 days beginning on the circulation date specified above. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

ACCOMPANYING STATEMENT TO MEMBERS

Harpers Environmental Limited (No. 01866895) (Company)
Cleveland
Carr Lane
Sutton On The Forest
York
North Yorkshire
YO61 1EY

Date: 31 MARCH 2020

Dear Member

The Board of Directors of the Company proposes the attached resolutions to be passed as written resolutions of the Company in accordance with the Companies Act 2006. We are sending this statement and the text of the proposed resolutions to you as an eligible member on the date of this statement which is the circulation date of the proposed resolutions.

The proposed resolutions must be passed by 28 APRIL 2020 (Lapsing Date) which is 28 days from the circulation date. If not passed by the Lapsing Date, the proposed resolutions will lapse.

If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated below and returning it to the Company using one of the following methods:

1. By hand: by delivering the signed copy to the Directors at the Company's registered office; or
2. By post: by returning the signed copy to the Directors at the Company's registered office; or
3. By email: by returning a scan of the signed copy to the Directors at
nick.harper@harpersenvironmental.co.uk (copy to: jonathan.marlow@harpersenvironmental.co.uk).

You may agree to some of the resolutions or none of the resolutions. You may not agree to only some of the resolutions. 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.

Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

The resolutions are proposed as special resolutions of the Company. This means that they will be passed if the Company receives before the Lapsing Date signified agreement from members holding not less than 75% of the total voting rights of the eligible members of the Company.

In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

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.

The next page sets out the text of the resolutions proposed by the Board as written resolutions of the Company.