

Company No. 2668959

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTIONS  
OF THE SOLE MEMBER

of

LINCWASTE LIMITED



Passed on 10 July 1995

At an Extraordinary General Meeting of the Company duly convened and held at 20 Black Friars Lane, London EC4V 6HD on 10th July 1995 the following resolutions were duly passed as Special Resolutions of the Sole Member:

SPECIAL RESOLUTIONS

1. THAT the memorandum of association is amended by the insertion of the following new sub-clause 3(AA) after the existing sub-clause 3(Z):

"Subject to and in accordance with due compliance with the provisions of sections 155-158 (inclusive) of the Companies Act 1985 (insofar as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of that Act) for any such purposes as

specified in Section 151 and/or Section 151(2) of that Act".

2. THAT each of the directors of the Company is, notwithstanding any interest or duty which he may have which might be in conflict with his duties as a director of the Company, authorised to vote as director of the Company, and shall be counted in the quorum at any meeting of the Company's Board of Directors, on any resolution or matter relating to the acquisition and financial assistance referred to in resolution 3 below and any transaction or matter incidental thereto, any provisions of the Company's Articles of Association to the contrary being suspended to the extent requisite to give effect to this resolution.
3. THAT the regulations contained in the printed document of which a copy has been produced to this meeting and initialled by the Chairman of the meeting for the purpose of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association.

.....*P. A. J. Stuart*.....  
CHAIRMAN