

Company No. 2736095



The Companies Act 1995

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

WELBECK WASTE MANAGEMENT LIMITED

Passed on 18 November 1998

By Special Resolutions in writing agreed to by the sole member of the above named Company on 18 November 1998 in accordance with section 381A Companies Act 1985 the following Resolutions were duly passed as **SPECIAL RESOLUTIONS**:

SPECIAL RESOLUTIONS

- (1) THAT the authorised share capital of the Company be and it is hereby reduced from £1,000 to £103 by the cancellation of 897 of the unissued shares of £1 each.
- (2) THAT, with effect from the day before the day on which the transfer scheme made in favour of the Company by The Council of the City of Wakefield comes into force;
 - (a) one unissued share of £1 each be and it is hereby sub-divided into 100 shares of 1 penny each;
 - (b) each of the 100 shares of 1 penny each resulting from such sub-division be and it is hereby converted into a voting non-equity share of 1 penny having attached thereto the rights and privileges and being subject to the restrictions set out in the articles of association adopted by resolution (3) below; and
 - (c) each of the remaining 102 shares of £1 each in the Company (both issued and unissued) be and it is hereby converted into a non-voting equity share

of £1 having attached thereto the rights and privileges and being subject to the restrictions set out in the articles of association adopted by resolution (3) below.

- (3) THAT the regulations contained in the printed document attached hereto marked "A" be and they are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association.
- (4) THAT clause 3 in the printed document attached hereto marked "B" be and it is hereby adopted as clause 3 of the memorandum of association of the Company in substitution for and to the exclusion of the existing clause 3 thereof.

.....*Hollister*.....

Chairman