

Company No. 2736095

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WELBECK WASTE MANAGEMENT LIMITED



Passed on 18 November 1998

By Special Resolution in writing agreed to be the sole member of the above named Company on 18 November 1998 in accordance with section 381A Companies Act 1985 the following Resolution was duly passed as a **SPECIAL RESOLUTION**:

SPECIAL RESOLUTION

THAT conditionally upon and with immediate effect from the Transfer Scheme to be made by The Council of the City of Wakefield in discharge of its duties and in exercise of its powers under Schedule 2 to the Environmental Protection Act 1990 becoming effective and the Joint Venture Agreement dated 13th December 1996 made between the Council (1) Yorkshire Environmental Limited (2) and Yorkshire Water plc (3) (as amended) becoming unconditional in all respects:

- (a) 19 of the voting non-equity shares of 1 penny each in the Company registered in the name of The Council of the City of Wakefield be and they are hereby converted into "A" Shares of 1 penny each having attached thereto the rights and privileges and being subject to the restrictions set out in the Articles of Association adopted in paragraph (d) of this Resolution;

- (b) the remaining 81 of the voting non-equity shares of 1 penny each in the Company registered in the name of The Council of the City of Wakefield be and they are hereby converted into 'B' Shares of 1 penny each having attached thereto the rights and privileges and being subject to the restrictions set out in the Articles of Association adopted in paragraph (d) of this Resolution;
- (c) the 102 non-voting equity shares of £1 each in the Company registered in the name of The Council of the City of Wakefield be and they are hereby converted into 'C' Shares of £1 each having attached thereto the rights and privileges and being subject to the restrictions set out in the Articles of Association adopted in paragraph (d) of this Resolution;
- (d) the regulations contained in the printed document attached hereto 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;
- (e) for the purposes of the Articles of Association adopted in paragraph (d) of this Resolution:

- (i) the following director is an "A" Director:

R. Mather

- (ii) the following directors are "B" Directors:

J. Hollister
T.C.A. Diggle
T. Barnes
B. Warnett
R. Kelly



Chairman