



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CORY ENVIRONMENTAL (CENTRAL) LIMITED (the "Company")

We, the undersigned being the sole shareholder of the Company, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the "Act"), to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

THAT

- (a) the articles of association of the Company be amended by deleting the existing article 3 and replacing it with the following new article 3

"NOT USED"

Signed

A handwritten signature in black ink, appearing to read "P. Gerstrom", is written over a horizontal line.

Peter Anton Gerstrom

For and on behalf of Cory Environmental (Central Holdings) Limited as holder of ordinary shares

Dated: 25 . 11 . 2011

Signed

A handwritten signature in black ink, appearing to read "R. Milnes-James", is written over a horizontal line.

~~Peter Anton Gerstrom~~ RICHARD WELBELYN MILNES-JAMES

For and on behalf of Cory Environmental Management Limited as holder of 10% non-cumulative redeemable preference shares

Dated: 25 . 11 . 2011

**NOTES:**

1. The circulation date of this resolution is 25 . 11 . 2011. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to the Company Secretary by hand or by sending a copy of the signed resolution in hard copy form by post to the registered office, by fax to 020 7417 5298 or by e mail to LegalC@coryenvironmental.co.uk in all cases marked for the attention of the Company Secretary. An eligible member can also signify his or its agreement to the resolution by sending an e mail from his or its e mail address held by the company for such purposes to the Company Secretary at LegalC@coryenvironmental.co.uk identifying the resolution and indicating his agreement to such resolution.
3. This resolution must be passed by 22 . 12 . 2011. If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution is to be sent to the auditors.