

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(as adopted pursuant to a special resolution passed on 28 September 2001 and as amended pursuant to special resolutions passed on 11 November 2020, 17 January 2022 and 30 March 2022)

OF

**VALENCIA WASTE (THAMES) LIMITED
COMPANY NUMBER 02990277**

PRELIMINARY

1. The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of adoption of these Articles) shall, except as provided in these Articles and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References in these Articles to regulations are to regulations in Table A, unless otherwise stated.

SHARE CAPITAL

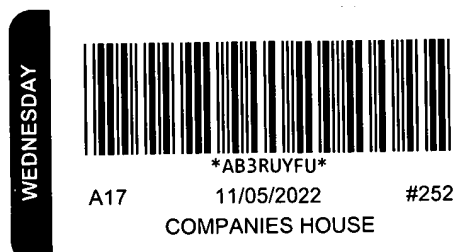
2. Subject to section 80 of the Companies Act 1985, the Directors may allot, grant options over or otherwise deal with or dispose of all unissued shares of the Company to such persons, at such times and on such terms as they shall think proper. Section 89 (1) of the Companies Act 1985 shall not apply.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he is the sole registered holder or is one of two or more joint holders, and also for all moneys (whether then payable or not) payable at a fixed time or called in respect of such share. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

4. The Directors may, in their absolute discretion and without giving any reasons, decline to register the transfer of any share whether or not it is a fully paid share. Regulation 24 shall not apply.



GENERAL MEETINGS

5. A written resolution to be given by a corporation which is a member of the Company may be signed, on its behalf, by a director or the secretary of that corporation or by the attorney or authorised representative of that corporation. Regulation 53 shall be extended accordingly. Regulation 53 (as extended by this Article 6) shall also apply (with appropriate modifications) to the written resolutions of any class of members of the Company.
6. A form of proxy (together with the original or a certified copy of any letter or power of attorney, if the form of proxy has been signed by an attorney) must:-
 - 6.1 for the general meeting or adjourned meeting at which it is to be used, be delivered or received:
 - 6.1.1 in the case of a form of proxy in writing, to the place specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, at least one hour before the time fixed for the start of that meeting, or to the Secretary of the Company or the chairman of the meeting at the place where the meeting is to be held, on the day of, and before the time fixed for the start of, the meeting; and
 - 6.1.2 in the case of a form of proxy contained in an electronic communication, at the address specified for the purpose of receiving electronic communications in (or in a note to) the notice convening the meeting or in any form of proxy sent out by the Company in relation to the meeting or in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, at least one hour before the time fixed for the start of that meeting; and
 - 6.2 in the case of a poll which is not to be taken at or on the same day as the general meeting or adjourned meeting at which the relevant resolution has been proposed, be delivered or received:-
 - 6.2.1 in the case of a form of proxy in writing, to the place specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, at least one hour before the time fixed for taking the poll, or to the Secretary of the Company or the chairman of the meeting at the place where the poll is to be taken, on the day, and before the time, fixed for taking the poll; or
 - 6.2.2 in the case of a form of proxy contained in an electronic communication, at the address specified for the purpose of receiving electronic communications in (or in a note to) the notice convening the meeting or in any form of proxy sent out by the Company in relation to the meeting or in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting; at least one hour before the time fixed for taking the poll.

If no place is specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy in writing, then such forms may be delivered instead to the Company's registered office. A form of proxy will be valid for any adjournment of a meeting in addition to the meeting to which it relates, unless it is stated on the relevant form that the form of proxy cannot be used at any such adjournment. If a form of proxy relates to more than one meeting (including any adjournment of any such meeting) and has been delivered or received as required by this Article 7 for or in respect of one of those meetings, it will be valid for all subsequent meetings to which it relates and need not be re-delivered. In this Article 7 and in regulation 63, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

7. The minimum number of Directors shall be one. Regulation 64 shall be modified accordingly.

ALTERNATE DIRECTORS

- 8.1 An alternate director shall (unless he is not in the United Kingdom at the relevant time) be entitled to receive notices of meetings of the Directors and, if the Director who appointed him is a member of any committee of Directors, of that committee. Such alternate director shall also be entitled to attend and vote as a Director at, and to be counted as part of the quorum for, any such meeting at which the Director who appointed him is not present, and generally at any such meeting to perform, as a Director, all functions of the Director who appointed him. In relation to the proceedings at any such meeting which an alternate director attends, the provisions of these Articles shall apply as if that alternate director were a Director.
- 8.2 If an alternate director is also himself a Director or attends any meeting as an alternate for more than one Director, his voting rights shall be cumulative but he will only be counted once for any quorum requirements.
- 8.3 If any Director who has appointed an alternate director is for the time being absent from the United Kingdom or temporarily unable to act because of ill health or disability, then that alternate director may sign, in his place, any written resolution of the Directors.
- 8.4 An alternate director will not, except as set out in the preceding paragraphs of this Article 8, have power to act as a Director; nor will such alternate director be deemed to be a Director under these Articles or the agent of the Director who appointed him.
- 8.5 Regulations 66 and 69 shall not apply.
- 8.6 An alternate director shall be entitled to contract, to be interested in and to benefit from any contracts, arrangements or transactions, to be repaid expenses and to be indemnified to the same extent as if he were a Director. Such alternate director shall not be entitled to receive any remuneration from the Company for acting as an alternate director unless the Director who appointed him instructs the Company in writing to pay part of the remuneration payable by the Company to that Director to the alternate director instead.

DELEGATION OF DIRECTORS' POWERS

- 9.1 The Directors may, in addition to the powers contained in Regulation 72, delegate any of their powers or discretions (including any power or discretion the exercise of which involves or may involve the payment of remuneration to, or the conferring of any other benefit upon, all or any of the Directors) to committees comprising one or more Directors and, if desired, one or more other named persons who have been co-opted onto such committee in accordance with the provisions of this Article 9.
- 9.2 If any power or discretion has been delegated to a committee under Article 9.1, any reference in these Articles to the exercise by the Directors of that power or discretion shall be interpreted accordingly, as if it was a reference to the exercise of the same by that committee.
- 9.3 Any committee appointed under Article 9.1 shall, when exercising any powers or discretions delegated to it, abide by any regulations imposed by the Directors which may then subsist. Any such regulations may provide for or permit the co-option to the committee of persons other than Directors and for such persons to have voting rights as members of that committee; but Directors must form a majority of the members of such committee and no resolution of the

committee will be valid unless it has been approved by a majority of the votes cast on that resolution and that majority included at least one Director.

- 9.4 Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 10.1 A Director shall not retire by rotation. References to retirement by rotation in Regulations 73 to 80 shall accordingly be ignored.
- 10.2 A Director appointed to fill a vacancy or as an addition to the Board of Directors shall not retire at the next Annual General Meeting after his appointment; Regulations 78 and 79 shall be modified accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

11. A Director shall cease to be a Director:-
- 11.1 in any of the circumstances specified in Regulation 81; or
- 11.2 if he offers, in writing, to resign and the Directors resolve to accept his offer; or
- 11.3 if he becomes incapable by reason of illness or injury of managing and administering his property and affairs; paragraph (c) of Regulation 81 shall be modified accordingly.

REMUNERATION OF DIRECTORS

12. A Director who serves on any committee or who carries out any other services which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director may be paid such extra remuneration of any kind or may receive such other benefits as the Directors may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

- 13.1 Any director may waive notice of any meeting and any such waiver may be retroactive. Regulation 88 shall be extended accordingly.
- 13.2 On any contract, arrangement or matter in which a Director is in any way interested, directly or indirectly, such Director may vote and may be counted in the quorum present at any meeting at which such contract, arrangement or matter is being considered. Any such Director may (unless agreed otherwise) retain for his own absolute use and benefit all profits and advantages which he may derive or receive (directly or indirectly) from or as a result of any such contract, arrangement or matter. Regulations 94 to 98 shall not apply.
14. Any director (including an alternate director) may participate in a meeting of the directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, any such director (or alternate director) shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

INDEMNITY

15. Subject to the provisions of and so far as may be permitted by law, every Director, auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. Regulation 118 shall not apply.

INSURANCE

- 16.1 Without restricting or reducing in any way the scope of the provisions of Regulation 87 or Article 15, the Directors shall have the power to purchase and maintain insurance for, or
- 16.2 for the benefit of, any persons who are or were at any time Directors, officers, employees or auditors of any Associated Company or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Associated Company are interested, (including, without limitation, insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Associated Company, or any such pension fund or employees' share scheme).
- 16.3 In this Article 16, "Associated Company" means the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or any such holding company or any of the predecessors of the Company or of any such holding company has or had any interest (whether direct or indirect) or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body.

PARENT COMPANY RIGHTS

- 17.1 Whenever RWE AG or any subsidiary undertaking of RWE AG (the "Parent Company") shall be the holder of more than 50 per cent of the issued ordinary shares of the Company, the following provisions shall apply and, to the extent that these provisions are inconsistent with any other provision of these Articles, the following provisions shall prevail:-
- 17.1.1 the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director (whether or not initially appointed by the Parent Company). If such person has been appointed to an executive office which will automatically cease when he is removed by the Parent Company such removal shall be treated as an act of the Company and shall take effect without restricting or limiting in any way any claim for damages for breach of any contract of service between him and the Company which that person may have;
- 17.1.2 no unissued shares shall be issued or agreed to be issued or put under option without the prior consent of the Parent Company;
- 17.1.3 any or all powers of the Directors may be restricted in such respects and to such extent as the Parent Company may by notice to the Company at any time and on any occasion prescribe.
- 17.2 Any appointment, removal, consent or notice made or given under Article 17.1 shall be in writing, signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other authorised person, and shall be sent or delivered to the Company at its registered office. No person dealing with the Company shall be required

to see or enquire as to whether the powers of the Directors have been in any way restricted under these Articles or as to whether any requisite consent of the Parent Company has been obtained. No obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffective unless the third party had, at the time, express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction exceeded of the powers of the Directors.

TRANSFERS TO SECURED INSTITUTIONS

18. Notwithstanding anything contained in these Articles or in Table A, any pre-emption rights on a transfer of shares conferred on existing members by these Articles or otherwise shall not apply to, and the directors of the Company shall not decline to register any transfer of shares, nor may they suspend registration thereof, where the transfer:

- (i) is to any company, bank, institution or other entity to which such shares have been charged by way of security, or to any nominee of such a company, bank, institution or other entity (a "**Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles or in Table A no transferor of any shares in the Company to a Secured Institution or proposed transferor of such shares to a Secured Institution and no Secured Institution shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or Table A howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles or in Table A, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares to the extent a Secured Institution has a charge or mortgage over those shares.