

STB Draft: 10 January 2022

Company Number: 02990277

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

VIRIDOR WASTE (THAMES) LIMITED
 (the "Company")

Circulation Date: 17 January 2022



WE, being the sole member of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolution as a special resolution:

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be amended such that a new article 18 is added as follows:

"18. Transfers to Secured Institutions

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 bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (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 the articles 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."

AGREEMENT

Please read the notes accompanying this document before you signify your agreement to the resolutions.

The undersigned being the sole eligible member of the Company entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to those resolutions above.

For and on behalf of **VIRIDOR WASTE MANAGEMENT LIMITED** as sole shareholder of
the Company

Signed: DocuSigned by:
Nicholas Maddock
.....970546E54BAB48D.....

Name: NICHOLAS MADDOCK
.....

Date: 17 January 2022

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document as indicated and returning to the Company in hard copy or in electronic form.
2. If you do not agree to all of the resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolutions to pass then they will lapse.
4. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.