

Company number: 03030759

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
COPPER CONSULTANCY LIMITED
(the Company)

Circulated Date: 04 August 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **CA 2006**), the directors of the Company propose that the following resolutions are passed as ordinary or special resolutions of the Company (as indicated) (the **Resolutions**):

SPECIAL RESOLUTION

- 1 THAT the articles of association of the Company be and are hereby amended by the deletion of all the objects of the Company set out in the memorandum of association of the Company which, by virtue of section 28 of the CA 2006, have been treated as provisions of the Company's articles of association with effect from 1 October 2009.
- 2 THAT the draft articles of association attached to these Resolutions (the **New Articles**) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

ORDINARY RESOLUTION

- 3 THAT the existing 1 ordinary B share of £1 each in the capital of the Company be and is hereby sub-divided and redesignated as 100 ordinary shares of £0.01 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles.
- 4 THAT each of the 6,501 issued ordinary A shares of £0.01 each and 4,589 issued ordinary D shares of £0.01 in the capital of the Company be and is hereby redesignated as an ordinary share of £0.01 in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles.
- 5 THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the *Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008*, the restriction on the authorised share capital of the Company set out in the memorandum of association of the Company, which by virtue of section 28 of the CA 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being all the eligible member (as defined in section 289 of the CA 2006) and entitled to vote on the Resolutions on the circulation date specified above, hereby irrevocably agree to the Resolutions.

The Resolutions set out herein shall be duly passed once the requisite percentage of eligible members has approved such Resolutions.

Ian Strudwick

SIGNED by,

for and on behalf of **RSK Environment Limited**, as attorney for **Claire Gordon**, under a power of attorney dated 04 August 2022

Date

Ian Strudwick

.....

04 August 2022

.....

Ian Strudwick

SIGNED by,

for and on behalf of **RSK Environment Limited**, as attorney for **Benjamin Heatley**, under a power of attorney dated 04 August 2022

Date

Ian Strudwick

.....

04 August 2022

.....

Ian Strudwick

SIGNED by,

for and on behalf of **RSK Environment Limited**, as attorney for **Martin McCrink**, under a power of attorney dated 04 August 2022

Date

Ian Strudwick

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04 August 2022

.....

SIGNED by **Benjamin Heatley**

Date

.....

.....

SIGNED by **Martin McCrink**

.....

The undersigned, being all the eligible member (as defined in section 289 of the CA 2006) and entitled to vote on the Resolutions on the circulation date specified above, hereby irrevocably agree to the Resolutions.

The Resolutions set out herein shall be duly passed once the requisite percentage of eligible members has approved such Resolutions.

SIGNED by,

for and on behalf of **RSK Environment Limited**, as attorney for **Claire Gordon**, under a power of attorney dated

Date

SIGNED by,

for and on behalf of **RSK Environment Limited**, as attorney for **Benjamin Heatley**, under a power of attorney dated

Date

SIGNED by,

for and on behalf of **RSK Environment Limited**, as attorney for **Martin McCrink**, under a power of attorney dated

Date

SIGNED by **Benjamin Heatley**

Date 04 August 2022

SIGNED by **Martin McCrink**

Signed by
Benjamin Heatley
04/08/2022

Signed by
Martin McCrink
04/08/2022

Date

04 August 2022
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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 where indicated above and returning it to the Company using one of the following methods:
 - (a) **By hand/post:** delivering the signed copy to the registered office of the Company, for the attention of Sally Evans.
 - (b) **Email:** attaching a scanned copy of the signed document to an email and sending it to SallyEvans@rsk.co.uk. Please enter "**Written resolution – Share Capital**" in the email subject box.
 - (c) **DocuSign or other similar electronic signature platform:** by following the instructions of such electronic signature platform, to the extent applicable.
2. If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members of the Company.
6. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.