DRAFT: 19-10-17

Company No: 03328718

HERON ENVIRONMENTAL LIMITED (THE "COMPANY")
WRITTEN RESOLUTIONS

Circulation Date: 4 December 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be unanimously passed as a special resolution (the "**Special Resolution**"):
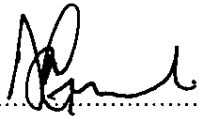
SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced by cancelling and extinguishing 99,999 of the issued Ordinary Shares of £1 each in the Company, each of which is fully paid up, and transferring the balance to the profit and loss account of the Company.

AGREEMENT

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

The undersigned, being the sole shareholder entitled to vote on the Special Resolution on 4 December 2017, hereby irrevocably agree to the Special Resolution:

....
Signed for and on behalf of
Veolia ES Cleanaway (UK) Limited

.... 4|12|17. ....
Date

NOTES

1.　If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by hand or by post to Elaine Aitken, Company Secretary, Heron Environmental Limited, 210 Pentonville Road, London N1 9JY.

You may not return the resolutions to the Company by any other method.

If you do not agree to the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2.　Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.

3.　Unless, by 31 December 2017, sufficient agreement has been received for the Special Resolution to pass, they will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.

4.　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 other authority when returning this document.