

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

Written Resolutions of Severn Waste Services Limited

(Registered No. 3618688)

We, being all members 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 section 381A of the Companies Act 1985, AS FOLLOWS:

SPECIAL RESOLUTION

- (1) to amend article 6 of the Articles of Association of the Company such that it reads as follows:

'6. Subject to article 6A below, the directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully paid share or a share on which the Company has a lien.

6A. Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate by any official of such bank or institution that the relevant shares are so charged or mortgaged shall be conclusive evidence of such fact."

ORDINARY RESOLUTION

- (2) to increase the authorised share capital of the Company to £250,000.00 by the creation of 249,900 ordinary shares of £1 each.

Signature:



For and on behalf of: *URBASER S.A.*

Date: *16 December 1998*

Signature:



For and on behalf of: *FOCSA SERVICES (UK) LIMITED*

Date: *16 December 1998*

