

**Company No: 3945335**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**MWH DEVELOPMENTS LIMITED**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution.

**SPECIAL RESOLUTION**

THAT, the articles of association of the Company be and they are hereby amended by the addition of the following new Article 13:-

"13 The holders of the majority in nominal value of the shares in the capital of the Company may appoint any new Director or remove any existing Director forthwith by notice in writing to the Company";

and the existing Articles numbered 13 to 17 be renumbered as Articles 14 to 18 accordingly.

Dated: 23<sup>rd</sup> June 2009

**AGREEMENT**

We, the undersigned, being the sole person entitled to vote on the above resolution, irrevocably agree to such resolution:

**Name of Shareholder**

**Signature**

**Date of Signature**

Mersey Waste Holdings  
Limited



23<sup>rd</sup> June 2009

