

THE COMPANIES ACT 2006

WRITTEN SPECIAL RESOLUTIONS

of

ARBITEL RECYCLING LIMITED  
COMPANY NUMBER 06257153 (Company)

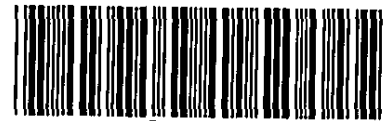
(Passed 27 July 2012)

Circulation Date:

27 July

2012

FRIDAY



QIQ \*Q1EZJK3U\* 10/08/2012 #66  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- (A) Resolutions 1 to 4 (inclusive) are passed as special resolutions of the Company  
(Resolutions)

SPECIAL RESOLUTIONS

*Creation of B Shares*

- 1 THAT the existing £100 share capital of the Company be increased from 100 Ordinary Shares of £1 each to £200 consisting of 100 Ordinary Shares of £1 each and 100 B Shares of £1 each in the share capital of the Company (**B Shares**)
- 2 THAT the B Shares shall rank pari passu in all respects with the existing Ordinary Shares of £1 each in the share capital of the Company save that
  - (a) the B Shares shall be entitled to receive a dividend as follows
    - (i) in any financial year, if sufficient profits are available for distribution by the Company (within the meaning of Part 23 Companies Act 2006 (**2006 Act**) (**Available Profits**) the B Dividend shall subject to the remaining provisions of this paragraph 2(a) become payable in respect of that financial year only and the Available Profits shall be used to pay the B Dividend,
    - (ii) the Company shall, without resolution of the board of directors of the Company (**Directors**) or the Company in general meeting pay all the

- holders of the B Shares a dividend of such sum as shall be agreed in writing by all of the holders of Ordinary Shares of the Company (**B Dividend**) divided per B Share to the person registered as its holder on the relevant date,
- (iii) with the intent that the B Dividend is non-cumulative, if there are insufficient Available Profits in any financial year to pay to the holders of the B Shares a B Dividend in the amount set out in paragraph 2(a)(ii) above, then the holders of the B Shares shall not be entitled to any further or subsequent dividend or distribution in respect of that financial year,
  - (vi) each B Dividend shall be distributed to the appropriate shareholders pro rata according to the number of shares held by them respectively and shall accrue daily (assuming a 365-day year) All dividends are expressed net and shall be paid in cash,
  - (v) the B Dividend shall be paid immediately following the end of the relevant financial year Such payment shall be made notwithstanding any provision of the Articles of Association of the Company and in particular notwithstanding that there has not been a recommendation of the directors or resolution of the Company in general meeting,
- (b) the B Shares shall not be entitled to receive any dividend other than the B Dividend and the Articles of Association of the Company shall be read and construed accordingly,
  - (c) the B Shares shall not entitle the holders thereof to receive notice of or attend and vote at any general meeting of the Company and the Articles of Association of the Company shall be read and construed accordingly,
  - (d) on a liquidation, winding up or dissolution the holders of the B Shares shall only be entitled to receive the amount credited as paid up on each share and the holders of the B Shares shall not be entitled to participate further in the assets or profits of the Company, and
  - (e) the B Shares may at any time be cancelled by the Company, for no consideration, by way of a reduction of capital

#### ***Authority to Allot***

- 3 THAT, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £200 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December

2012 This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act

***Disapplication of Pre-Emption Rights***

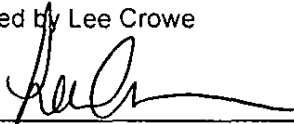
- 4 THAT, subject to the passing of resolution 4 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 4, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall
- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £200, and
  - (b) expire on 31 December 2012 (unless renewed, varied or revoked by the Company prior to or on that date)

**AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolution on the above date hereby irrevocably agrees to the Resolutions

Signed by Lee Crowe



---

Date

27 July

2012

**NOTES**

1 If you agree to 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

- o **By Hand** delivering the signed copy to the Company's registered office,
- o **By Post** returning the signed copy by post to the Company's registered office

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

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, by the end of the 28 days from the above circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this time

4 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.

5 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.