

Company Number 09113299

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN CLASS CONSENT

of

THE HOLDERS OF B ORDINARY SHARES

IN THE CAPITAL OF PROJECT IRES TOPCO LIMITED (the “Company”)

In accordance with section 630 of the Companies Act 2006 we, being the holders of not less than three-quarters in nominal value of the issued B ordinary shares of £1.00 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolutions set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the B ordinary shares of £1.00 each as a class of shares that will or may be effected thereby.

Signed by Alan Ryder
(print name of signatory)
for and on behalf of **RSK Environment Limited**

DocuSigned by:
Alan Ryder
Signature.....5580C082F7924B8.....

Date: 9 November 2023

Company No. 09113299

PROJECT IRES TOPCO LIMITED

(the "Company")

Written resolutions of the Company pursuant to

s.281 and Part 13 Ch 2 Companies Act 2006

Date of circulation: 9 November 2023

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolutions, which are proposed as special resolutions (the "**Resolutions**"). The undersigned, being all the holders of the issued shares of the Company who, at the date set out above, would be entitled to vote on the Resolutions, hereby agree pursuant to s.288 of the Companies Act 2006 to the passing of the following Resolutions by way of written resolution:

SPECIAL RESOLUTIONS

Resolutions

- 1 THAT, conditional on the passing of Resolution 7 below, each issued A ordinary share of £1.00 each in the capital of the Company be and are hereby re-designated as 1 ordinary share of £1.00 each having the rights and being subject to the restrictions set out in the articles of association of the Company be adopted pursuant to Resolution 7, below ("**New Articles**").
- 2 THAT, conditional on the passing of Resolution 7 below, each issued A1 ordinary share of £1.00 each in the capital of the Company be and are hereby re-designated as 1 ordinary share of £1.00 each having the rights and being subject to the restrictions set out in the New Articles.
- 3 THAT, conditional on the passing of Resolution 7 below, each issued B ordinary share of £1.00 each in the capital of the Company be and are hereby re-designated as 1 ordinary share of £1.00 each having the rights and being subject to the restrictions set out in the New Articles.
- 4 THAT, conditional on the passing of Resolution 7 below, each issued C ordinary share of £1.00 each in the capital of the Company be and are hereby re-designated as 1 ordinary share of £1.00 each having the rights and being subject to the restrictions set out in the New Articles.
- 5 THAT, conditional on the passing of Resolution 7 below, each issued D ordinary share of £1.00 each in the capital of the Company be and are hereby re-designated as 1 ordinary share of £1.00 each having the rights and being subject to the restrictions set out in the New Articles.
- 6 THAT, conditional on the passing of Resolution 7 below, each issued Management C ordinary share of £1.00 each in the capital of the Company be and are hereby re-designated as 1 ordinary share of £1.00 each having the rights and being subject to the restrictions set out in the New Articles.
- 7 THAT, with immediate effect, the draft articles of association attached to these resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

IT IS RESOLVED that these written resolutions be annexed or attached to the minute book of general meetings of the Company.

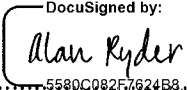
Agreement to Resolutions

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

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

Sole Member

 Alan Ryder
Signed by
(print name of signatory)
for and on behalf of **RSK Environment Limited**

Signature..........5580C082F7624B8.....

NOTES

Procedures for signifying agreement

1. If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above.

Period for agreeing to written resolution

2. Unless, by the end of the period of 28 days from the date of this resolution sufficient agreement has been received for the written resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.

Other

3. 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.