

Company No. 10325758

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

FCC ENVIRONMENT DEVELOPMENTS LIMITED

(the "Company")

.....21 July.....2020

(the "Circulation Date")

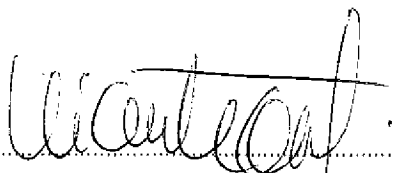
We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolution of the Company, having effect as a special resolution by way of written resolution, in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

I. SPECIAL RESOLUTION

THAT the Articles of Association attached to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

We further consent to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or proposed to be effected by the passing of the resolution set out above.

Please read the notes below before signifying your agreement.

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for and on behalf of
FCC Medio Ambiente Reino Unido, S.L.U.

Date:.....21-07-2020

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 by delivery to Ashurst LLP, London Fruit & Wool Exchange 1 Duval Square, London E1 6PW (for the attention of Roshni Mehra) acting on behalf of the Company. Please also attach a scanned copy of the signed document to an email and send it to alexander.robinson@ashurst.com and roshni.mehra@ashurst.com.

If you do not agree to the 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 resolution, you may not revoke your agreement.
3. Unless, by the date falling 27 days after the Circulation Date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
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.