

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**Ordinary and Special resolutions**  
**Of**  
**Biffa plc**  
**(the 'Company')**

At the Annual General Meeting of the Company duly convened and held at the offices of Linklaters LLP, 1 Silk Street, London EC2Y 8HQ on 10 July 2019 the following resolutions were duly passed:

**ORDINARY RESOLUTIONS**

*Resolutions passed by ordinary resolution*

**Resolution 13.**

That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company:

- (i) up to an aggregate nominal amount of £833,333;
- (ii) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £833,333 in connection with an offer by way of a rights issue,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the end of the next AGM or on 30 September 2020, whichever is the earlier, but, in any case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert any securities into shares to be granted after the authority given by this resolution has expired.

For the purposes of this Resolution, "**rights issue**" means an offer to:

- I. ordinary shareholders in proportion (as near as may be practicable) to their existing holdings; and
- II. people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practicable problems in, or under the laws of, any territory.



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## **SPECIAL RESOLUTIONS**

### **Disapplication of pre-emption rights**

#### **Resolution 14.**

That subject to the passing of Resolution 13 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash:

- (i) pursuant to the authority given by paragraph (i) of Resolution 13 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act in each case:

- (a) in connection with a pre-emptive offer; and

- (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £125,000; and

- (ii) pursuant to the authority given by paragraph (ii) of Resolution 13 above in connection with a pre-emptive rights issue,

as if Section 561(1) of the Act did not apply to any such allotment;

such authority to expire at the end of the next AGM of the Company or at the close of business on 30 September 2020, whichever is the earlier but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- I. "rights issue" has the same meaning as in Resolution 13 above;
- II. "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of Ordinary Shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- III. references to an allotment of equity securities shall include a sale of treasury shares; and
- IV. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights

#### **Resolution 15.**

That, subject to the passing of Resolution 13 above and in addition to any authority granted under Resolution 14 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 13 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561(1) of the Companies Act did not apply to any such allotment, such authority to be:

(i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £125,000, and

(ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of Directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company or on 30 September 2020, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired

#### **Resolution 16.**

*That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of that Act) of Ordinary Shares of 1 pence each in the capital of the Company provided that:*

- (i) the maximum number of shares which may be purchased is 25,000,000;
- (ii) the minimum price which may be paid for each share is the nominal value of such share;
- (iii) the maximum price which may be paid for a share is an amount equal to the higher of (a) 105 per cent of the average of the closing price of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation; and
- (iv) this authority shall expire at the conclusion of the next AGM of the Company held in 2020 or, if earlier, 30 September 2020 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

#### **Resolution 17.**

*That a general meeting other than an AGM may be called on not less than 14 clear days' notice.*

  
R Hambrook

**Company Secretary**