

THE COMPANIES ACT 2006  
PUBLIC COMPANY LIMITED BY SHARES

**RESOLUTIONS of  
RENEWI plc  
(the 'Company')**

**(Registered Number SC077438)**

**Passed on 14 July 2022**



At the Annual General Meeting of the above company, duly convened and held at the Offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW on Thursday, 14 July 2022, the following resolutions were passed by shareholders:

**Ordinary Resolution**

Resolution 13 –  
THAT:

- (a) the Board of Directors of the Company (the "Board") be and is hereby 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 capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £26,686,645, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, on 30 September 2023), save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares, or grant rights to subscribe for or to convert securities into shares, in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and further
- (b) the Board be and is hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £26,686,645 in connection with or pursuant to an offer by way of a rights issue in favour of ordinary shareholders on the register of members on such record dates as the Board may determine where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates (subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or by virtue of shares being represented by depositary receipts or any other matter whatsoever), provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, on 30 September 2023), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**Special Resolution**

Resolution 14 –  
THAT:

subject to the passing of Resolution 13 set out in the Notice of the Annual General Meeting convened for 14 July 2022, the Board of Directors of the Company (the "Board") be and is hereby generally empowered, pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act"), to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred on the Board by such Resolution 13 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act), as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (a) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authority granted under Resolution 13(b), by way of rights issue only) in favour of holders of ordinary shares (excluding any holder holding shares as treasury shares) on the register of members of the Company on a date fixed by the Board where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them on that date (and holders of any other class of equity securities

entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) subject to such exclusions or other arrangements as the Board deem necessary or expedient:

- (i) to deal with securities representing fractional entitlements;
  - (ii) to deal with treasury shares; and/or
  - (iii) to deal with legal, regulatory or practical problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory, or any other matter whatsoever; and
- (b) otherwise than pursuant to sub-paragraph (a) of this resolution, up to an aggregate nominal amount of £4,002,996, but so that this authority shall expire (unless previously renewed, varied or revoked by the Company at a general meeting) at the conclusion of the next annual general meeting of the Company after the passing of this resolution (or, if earlier, on 30 September 2023), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after the expiry of this authority and the Board may allot equity securities, or sell treasury shares, pursuant to such offer or agreement as if the authority conferred hereby had not expired.

#### **Special Resolution**

##### **Resolution 15 –**

THAT:

subject to the passing of Resolutions 13 and 14 set out in the Notice of the Annual General Meeting convened for 14 July 2022, and in addition to any power given by that Resolution 14, the Board of Directors of the Company (the “Board”) be and is hereby generally empowered, pursuant to sections 570(1) and 573 of the Companies Act 2006 (the “Act”), to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred on the Board by such Resolution 13 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act), as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such authority be:

- (a) limited to the allotment of equity securities for cash and the sale of treasury shares up to an aggregate nominal amount of £4,002,996; and
- (b) 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 determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the passing of this resolution, but so that this authority shall expire (unless previously renewed, varied or revoked by the Company at a general meeting) at the conclusion of the next annual general meeting of the Company after the passing of this resolution (or, if earlier, on 30 September 2023), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after the expiry of this authority and the Board may allot equity securities, or sell treasury shares, pursuant to such offer or agreement as if the authority conferred hereby had not expired.

#### **Special Resolution**

##### **Resolution 16 –**

THAT:

the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the “Act”) to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the Company on such terms as the Directors of the Company may determine provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased shall be 8,005,993;
- (b) the minimum price (exclusive of expenses) which may be paid for any ordinary share shall be £1.00, being the nominal value of each ordinary share;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall be the higher of:
  - (i) an amount equal to 105% of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased; and
  - (ii) an amount equal to the higher of the price of the last independent trade of any ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and

- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 30 September 2023 or the conclusion of the Company's AGM to be held in 2023, save that a contract of purchase may be made before such expiry which will or may be completed wholly or partially thereafter, and a purchase of ordinary shares may be made in pursuance of any such contract.

A handwritten signature in black ink, appearing to read 'P. Griffin-Smith', with a stylized flourish at the end.

Philip Griffin-Smith, FCG  
Company Secretary