

Company number: SC182926

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

WRITTEN SPECIAL RESOLUTION OF THE MEMBER OF

VIRIDOR ENVIROSCOT LIMITED

(the “Company”)

Circulation Date: 27-Jan-2022

We, being the sole eligible member of the Company entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the “Act”), to pass the following resolutions (the “Resolutions”) which has been proposed by the directors of the Company as an ordinary resolution and special resolutions:

ORDINARY RESOLUTION

1. **THAT** the proposed distribution of the Company which is to be effected by the in specie distribution of (i) an intercompany receivable for £21,198,369.00 owing from Viridor Waste Management Limited (i) an intercompany receivable for £1,991,000.00 owing from Viridor Electrical Recycling Limited; and (iii) an corporation tax relief receivable for £978,000.00 owing from Viridor Limited, be approved for all purposes.

SPECIAL RESOLUTION

2. **THAT**, for the purpose of creating distributable reserves: (i) the entire balance standing to the credit of the Company’s capital redemption reserve account be cancelled; (ii) the entire balance standing to the credit of the Company’s share premium account be cancelled; and (iii) the existing issued share capital of the Company be reduced from:
 - 2.1 £9,000 (divided into 45,000 ‘A’ 20p shares of £0.20 each) to £1 (divided into 5 ‘A’ 20p shares of £0.20 each) by cancelling and extinguishing 44,995 issued fully paid up ‘A’ 20p share of £0.20 in the capital of the Company and reducing the number of issued fully paid up ‘A’ 20p shares from 45,000 to 5; and
 - 2.2 £6,000 (divided into 30,000 ‘B’ 20p shares of £0.20 each) to nil by cancelling and extinguishing 30,000 issued fully paid up ‘B’ 20p share of £0.20 in the capital of the Company and reducing the number of issued fully paid up ‘B’ 20p shares from 30,000 to nil,

3. **AND THAT** the aggregate amount by which the share capital of the Company is so reduced by virtue of this Resolution, being £149,999, be credited to a reserve of the Company.

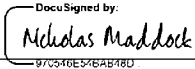
AGREEMENT

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

We, the undersigned, were at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution.

For and on behalf of)
VIRIDOR WASTE (HP) HOLDING LIMITED)

By: Nicholas Maddock)

Date:  27 January 2022)
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NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning to the Company in hard copy or in electronic form (addressed to the company secretary).
2. 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.
3. Your agreement to the Resolutions, once indicated, may not be revoked. If sufficient agreement has not been received within the period of 15 days from the date of the solvency statement accompanying Resolution 2, then the Resolutions will lapse.
4. 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.
5. A copy of the Resolutions has been sent to the auditors.