Company Number: 2690488

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

THE COVENTRY AND SOLIHULL WASTE DISPOSAL COMPANY LIMITED

(the "Company")

We, being the shareholders, holding at least 75% of ordinary shares in the capital of the Company who, at the circulation date of these resolutions, would have been entitled to vote on the resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which has been proposed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT, the provisions of article 51.1.2 be dis-applied for the purpose of capitalising £1,009,899 (being part of the amount standing to the credit of the capital redemption reserve) and the application of the sums so capitalised into paying up 9,999 bonus shares on the basis of 9.999 new shares of £1 each for every existing share of £1 ("Bonus Issue") notwithstanding the fact that C ordinary shares would not, but for this resolution, be entitled to such issue.

2. THAT, the rights of pre-emption on allotments of shares contained in article 27 of the Company's articles of association be dis-applied for the purposes of the Bonus Issue.

Signed: [Signature]
Name: [Name]
Authorised Signatory
for and on behalf of The Council of the City of Coventry

Dated: 6/8/19

Signed: [Signature]
Name: [Name]
Authorised Signatory
for and on behalf of The Metropolitan Borough of Solihull

Dated:

Signed: [Signature]
Name: [Name]
Authorised Signatory
for and on behalf of Warwickshire County Council

Dated.
Company Number: 2690488

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Signed: ___________________________  Dated: ___________________________
Name: ___________________________
Authorised Signatory
for and on behalf of The Council of the City of Coventry

Signed: ___________________________  Dated: 6 August 2019
Name: ___________________________
Authorised Signatory
for and on behalf of The Metropolitan Borough of Solihull

Signed: ___________________________  Dated: ___________________________
Name: ___________________________
Authorised Signatory
for and on behalf of Warwickshire County Council
Company Number: 2690488

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PRIVATE COMPANY LIMITED BY SHARES

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of

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Signed: ___________________________  Dated:
Name:
Authorised Signatory
for and on behalf of The Council of the City of Coventry

Signed: ___________________________  Dated:
Name:
Authorised Signatory
for and on behalf of The Metropolitan Borough of Solihull

Signed: ___________________________  Dated: 6/8/19
Name:
Authorised Signatory
for and on behalf of Warwickshire County Council
Notes:

1. The circulation date of this resolution is 16th July 2019. This resolution has been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.

2. An eligible member can signify its agreement to the resolution by signing the resolution and by delivering a copy of the signed resolution to an officer of the Company by hand, post or electronic means.

3. This resolution must be passed within 28 days of the circulation date. If this resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.

4. If you are signing this document under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.