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 over 50% 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 have been proposed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

THAT, the sum £1,009,899 being part of the capital redemption reserve be and is hereby capitalised and appropriated as capital to the shareholders as appearing in the register of members as at the close of business on 16th July 2019; and

THAT, the directors be and are hereby authorised to apply the fully paid up bonus shares in the numbers and classes set out in the table below out of the Company’s capital redemption reserve:

<table>
<thead>
<tr>
<th>Name of shareholder</th>
<th>Class of share</th>
<th>Existing number shares of £1.00 each</th>
<th>Bonus shares of £1.00 to be allotted</th>
<th>New number shares of £1.00 each</th>
</tr>
</thead>
<tbody>
<tr>
<td>Council of the City of Coventry</td>
<td>A Ordinary</td>
<td>66</td>
<td>659,934</td>
<td>660,000</td>
</tr>
<tr>
<td>The Metropolitan Borough of Solihull</td>
<td>B Ordinary</td>
<td>33</td>
<td>329,967</td>
<td>330,000</td>
</tr>
<tr>
<td>Warwickshire County Council</td>
<td>C Ordinary</td>
<td>1</td>
<td>9,999</td>
<td>10,000</td>
</tr>
<tr>
<td>Leicestershire County Council</td>
<td>C Ordinary</td>
<td>1</td>
<td>9,999</td>
<td>10,000</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>101</td>
<td>1,009,899</td>
<td>1,010,000</td>
</tr>
</tbody>
</table>

(together the "Bonus Shares").
THAT, the directors be and are hereby authorised to allot and issue such new Bonus Shares, credited as fully paid to the shareholders at a rate of 9,999 Bonus Share for every 1 ordinary share currently held by each shareholder, such Bonus Share(s) being the same class as the existing shares held by such shareholder, and to increase the share capital of the Company from £101 to £1,010,000; and

THAT, the Directors be authorised to dis-apply the provisions of clause 11 of the shareholders agreement dated 15th March 1994 between each of the Company, Council of the City of Coventry, The Metropolitan Borough of Solihull Warwickshire County Council and Leicestershire County Council (as amended from time to time) in respect of the proposed allotment and the issue to each of Council of the City of Coventry, The Metropolitan Borough of Solihull and Warwickshire County Council and Leicestershire County Council who are listed as signatories to these resolutions.

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

Name: MONICA BARTLEY
Authorised Signatory
for and on behalf of Warwickshire County Council

Signed: ___________________________  Dated:
Name: ___________________________
Authorised Signatory
for and on behalf of Leicestershire County Council
THAT, the directors be and are hereby authorised to allot and issue such new Bonus Shares, credited as fully paid to the shareholders at a rate of 9.999 Bonus Share for every 1 ordinary share currently held by each shareholder, such Bonus Share(s) being the same class as the existing shares held by such shareholder, and to increase the share capital of the Company from £101 to £1,010,000; and

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

Dated: 6/8/97

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

Signed: ________________________
Name: ________________________
Authorised Signatory
for and on behalf of Warwickshire County Council

Signed: ________________________
Name: ________________________
Authorised Signatory
for and on behalf of Leicestershire County Council

Dated: ________________________
THAT, the directors be and are hereby authorised to allot and issue such new Bonus Shares, credited as fully paid to the shareholders at a rate of 9,999 Bonus Share for every 1 ordinary share currently held by each shareholder, such Bonus Share(s) being the same class as the existing shares held by such shareholder, and to increase the share capital of the Company from £101 to £1,010,000, and

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

Dated: ___________________________

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

Dated: 6 August 2019

Signed: ___________________________
Name: ___________________________
Authorised Signatory
for and on behalf of Warwickshire County Council

Dated: ___________________________

Signed: ___________________________
Name: ___________________________
Authorised Signatory
for and on behalf of Leicestershire County Council

Dated: ___________________________
THAT, the directors be and are hereby authorised to allot and issue such new Bonus Shares, credited as fully paid to the shareholders at a rate of 9,999 Bonus Share for every 1 ordinary share currently held by each shareholder, such Bonus Share(s) being the same class as the existing shares held by such shareholder, and to increase the share capital of the Company from £101 to £1,010,000; and

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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:__________________________
Name:____________________________
Authorised Signatory
for and on behalf of Warwickshire County Council

Signed:__________________________  Dated: 06/08/2019
Name:____________________________
Authorised Signatory
for and on behalf of Leicestershire 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.