

Company number 07699273

PRIVATE COMPANY LIMITED BY SHARES

VWP WASTE PROCESSING LIMITED

CIRCULATION DATE: 8<sup>th</sup> February 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors (**Directors**) of the Company propose that the resolutions below be passed as a special resolutions (**Resolution**):

### SPECIAL RESOLUTIONS

#### 1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the CA 2006, the Directors be unconditionally authorised to allot 10,000 Preference shares of £1 each in the capital of the Company having the rights and subject to the restrictions set out in the articles of association adopted pursuant to resolution 3. Unless renewed, varied or revoked by the Company, this authority shall expire on 31<sup>st</sup> January 2025 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot preference shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of preference shares already made or offered or agreed to be made pursuant to such authorities.

#### 2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1. be limited to the allotment of preference securities up to an aggregate nominal amount of £10,000; and
- 2.2. expire on 31<sup>st</sup> January 2025 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require preference securities to be allotted after such expiry and the Directors may allot preference securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

#### 3. NEW ARTICLES OF ASSOCIATION

THAT the draft articles of association produced to the meeting and, for the purposes of identification, attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

FRIDAY



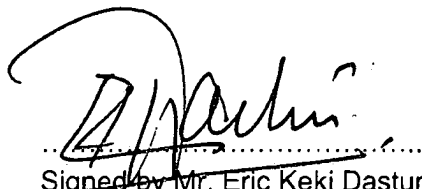
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COMPANIES HOUSE



Signed by Mr. Eric Keki Dastur

on behalf of VWP WASTE PROCESSING LIMITED

Date 8 February 2024.

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to the Company's registered office address.

By Post: returning the signed copy by post to the Company's registered office address.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.