

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

FULL CIRCLE POWER LIMITED

Company number NI614251

(the Company)

22 September 2016 (the Circulation Date)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (the **Resolutions**).

SPECIAL RESOLUTIONS:

1. **THAT** a new Article 9.5 be inserted into the Articles of Association of the Company after the current Article 9.4

"9.5 The Company's first and paramount lien on every share and the extension of that lien to all dividends payable thereon shall not apply where any such shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security."

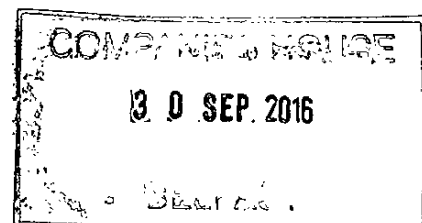
2. **THAT** a new Article 23.2 be inserted into the Articles of Association of the Company after Article 23.1:

"23.2 Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;
- (ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (ii) no Secured Institution or its nominee; and

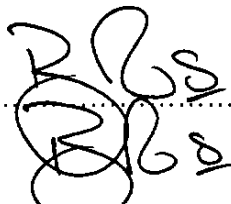


- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee, shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

AGREEMENT

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

The undersigned, the members entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

 for and on behalf of Coleraine
Skip Hire & Recycling Limited
Date 26 September 2016 for and on behalf of River
Ridge Recycling (Portadown) Ltd

NOTES

1. If you agree with the Resolutions, 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 Directors of the Company at 56 Craigmores Road, Garvagh, BT51 5HF
 - **Post:** returning the signed copy by post to the Directors of the Company at 56 Craigmores Road, Garvagh, BT51 5HF
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. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.