

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

**RESOLUTIONS of
RENEWI plc
(the 'Company')**

(Registered Number SC077438)

Passed on 15 July 2021

At the Annual General Meeting of the above company, duly convened and held at the Offices of Renewi plc, Dunedin House, Auckland Park, Mount Farm, Milton Keynes, Buckinghamshire MK1 1BU on Thursday, 15 July 2021, the following resolutions were passed by shareholders:

Ordinary Resolution

Resolution 13 –

THAT in accordance with section 366 of the Companies Act 2006 (the "Act"), the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective be and are hereby authorised:

(a) to make political donations to political parties, political organisations and/or independent election candidates, not exceeding £25,000 in total; and

(b) to incur political expenditure, not exceeding £25,000 in total, during the period beginning on the date of the passing of this resolution and ending on the earlier of 18 months from the date of this resolution and the conclusion of the next annual general meeting of the Company after the passing of this resolution. For the purpose of this resolution the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Act.

Ordinary Resolution

Resolution 14 –

THAT, Subject to and conditional upon the amendment of the Official List of the Financial Conduct Authority in respect of the New Ordinary Shares (as defined below) every 10 issued ordinary shares of £0.10 each in the capital of the Company be consolidated into one new ordinary share of £1.00 in the capital of the Company (the "New Ordinary Shares"), provided that no member shall be entitled to a fraction of a share and any fractions of New Ordinary Shares arising out of the consolidation pursuant to this resolution will be aggregated and the Directors of the Company be authorised to sell (or appoint any other person to sell), on behalf of the relevant members, the whole number of New Ordinary Shares so arising, and distribute the proceeds of sale (net of expenses) in due proportion (rounded down to the nearest penny) among those members who would otherwise have been entitled to such fractional entitlements, save that any net proceeds of sale not exceeding £5.00 for any member may be retained by the Company. For the purpose of implementing the provisions of this resolution, the Directors of the Company may nominate any person to execute transfers on behalf of any person entitled to any such fractions and may generally make all arrangements and do all acts and things which appear to the directors of the Company necessary or expedient for the settlement or disposal of such fractional entitlements.

Special Resolution

Resolution 19 –

THAT the draft Articles of Association produced to the meeting and for the purposes of identification signed by the Chair of the meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

A handwritten signature in black ink, appearing to read 'P. Griffin-Smith', with a stylized flourish at the end.

Philip Griffin-Smith, FCG
Company Secretary