

THE COMPANIES ACT 2006
RESOLUTIONS OF RENEWI PLC
(COMPANY NO. SC077438)

At the General Meeting of Renewi plc (the **Company**) duly convened and held on 26 March 2025 at 12:15 p.m. at the offices of Ashurst LLP at London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW, the following special resolution was passed:

SPECIAL RESOLUTION

THAT for the purpose of giving effect to the scheme of arrangement dated 28 February 2025 proposed to be made between the Company and the Scheme Shareholders (as defined in the said scheme of arrangement) under Part 26 of the Companies Act 2006 (the "**Companies Act**"), a print of which has been produced to this meeting and, for the purposes of identification, signed by the chair of the meeting, in its original form or subject to such modification, addition or condition approved or imposed by the Court and as may be agreed between the Company and Earth Bidco B.V. ("**BidCo**") (the "**Scheme**");

- (a) the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary, desirable or appropriate for carrying the Scheme into full effect; and
- (b) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new article 153:

"153. Scheme of Arrangement

- 153.1 In this Article 153, references to the "Scheme" are to the scheme of arrangement under Part 26 of the 2006 Act between the Company and the Scheme Shareholders (as defined in the Scheme) dated 28 February 2025, (with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and BidCo) and (save as defined in this Article 153) expressions defined in the Scheme shall have the same meanings in this Article 153.
- 153.2 Notwithstanding any other provision of these Articles, if the Company issues or transfers out of treasury any shares (other than to BidCo, any member of the BidCo Group or BidCo's nominee(s)) after the adoption of this Article 153 and prior to the Scheme Record Time, such shares shall be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or any subsequent holder or holders of such shares shall be bound by the Scheme accordingly.
- 153.3 Notwithstanding any other provision of these Articles, the Company is prohibited from issuing shares between the Scheme Record Time and the Effective Date.
- 153.4 Notwithstanding any other provision of these Articles and subject to the Scheme becoming Effective, if any shares are issued or transferred out of treasury to any person (other than to BidCo or its nominee(s)) (a "**New Member**") at or after the Scheme Record Time, such shares (the "**Disposal Shares**") shall be immediately transferred by the New Member to BidCo (or to such person as BidCo may otherwise direct) (the "**Purchaser**") who shall be obliged to acquire all of the Disposal Shares in consideration of and conditional upon the payment by or on behalf of BidCo to the New Member of an amount in cash for each Disposal Share equal to the consideration to which a New Member would have been entitled had such Disposal Share been a Scheme Share.
- 153.5 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the Effective Date, the value of the consideration for each Disposal Share under Article

153.4 may be adjusted by the Directors in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article 153 to such shares shall, following such adjustment, be construed accordingly.

- 153.6 To give effect to any transfer of Disposal Shares required by this Article 153, the Company may appoint any person as attorney or agent for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to transfer the Disposal Shares to the Purchaser and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney or agent be necessary or desirable to vest the Disposal Shares in the Purchaser or its nominee(s) and pending such vesting to exercise all such rights attaching to the Disposal Shares as BidCo may direct. If an attorney or agent is so appointed, the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Disposal Shares unless so agreed by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form or forms of transfer or other instrument(s) or instruction(s) of transfer (whether as a deed or otherwise) on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser and/or its nominee(s) and the Company may give a good receipt for the consideration for the Disposal Shares and may register the Purchaser and/or its nominee(s) as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Disposal Shares. The Purchaser shall settle or procure the settlement of the consideration due to the New Member pursuant to Article 153.4 above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder), or any alternative method communicated by the Purchaser to the New Member for the purchase price of such Disposal Shares within 14 days of the date on which the Disposal Shares are issued or transferred to the New Member.
- 153.7 Notwithstanding any other provision of these Articles, neither the Company nor the Directors shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to Purchaser and/or its nominee(s) pursuant to the Scheme.
- 153.8 If the Scheme shall not have become Effective by the Long-Stop Date of the Scheme, this Article 153 shall cease to be of any effect."



Name:

Title: Company Secretary of Renewi plc