

(Company No: 2366640)

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

-of -

PENNON GROUP PLC

At the General Meeting of the Company held at Peninsula House, Rydon Lane, Exeter EX2 7HR on Thursday 28 May 2020 the following Resolution was passed as an Ordinary Resolution as stated:-

Ordinary resolution

THAT:

- (a) the proposed disposal by the Company of the Viridor business (the **Disposal**) substantially on the terms and subject to the conditions of the share purchase agreement dated 18 March 2020 between the Company and Planets UK Bidco Limited (the **Sale Agreement**), as described in the circular to the Company's Shareholders dated 7 May 2020 (the **Circular**) and all other agreements and ancillary documents contemplated by the Sale Agreement, be and are approved, with any changes as are permitted in accordance with resolution (b) below; and
- (b) the directors of the Company (the **Directors**) (or any duly authorised committee of the Directors) be and are authorised:
 - (i) to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as the Directors (or any duly authorised committee of the Directors) consider necessary, expedient or desirable in connection with, and to implement, the Disposal; and
 - (ii) to agree such modifications, variations, revisions, waivers, extensions, additions or amendments (not being modifications, variations, revisions, waivers, extensions, additions or amendments of a material nature) as the Directors (or any duly authorised committee of the Directors) may in their absolute discretion deem necessary, expedient or desirable in connection with the Disposal.



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K Senior
Deputy Company Secretary
Pennon Group plc