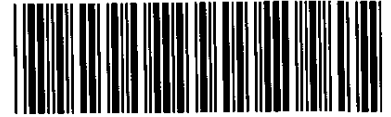


THURSDAY



LD1 *L820H13K* #315
04/04/2019
COMPANIES HOUSE

Filing Copy

HEALTHCARE WASTE LIMITED (the "Company")

COMPANY NUMBER: 03848298

MEMBERS' WRITTEN SPECIAL RESOLUTION

CIRCULATION DATE: 14 FEBRUARY 2019

The following resolution was passed as a special resolution on 14 February 2019 by way of a written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

"THAT, a solvency statement having been made by the sole director of the Company in the form produced at the meeting, the Company's issued share capital be reduced by the conversion of 100 ordinary shares of £1.00 each in the capital of the Company into 100 ordinary shares of £0.01 each, and 7,576 ordinary B shares of £0.01 each in the capital of the Company into 7,576 ordinary B shares of £0.0001 each, pursuant to section 641 of the Act."

Daniel V. Ginnetti, Director

14 FEB 2019

Date

Step 14.1(c)

HEALTHCARE WASTE LIMITED (the "Company")

COMPANY NUMBER: 03848298

MEMBERS' WRITTEN SPECIAL RESOLUTION

CIRCULATION DATE: 14 FEBRUARY 2019

In accordance with Sections 288 to 300 inclusive of the Companies Act 2006, we, being the sole member of the Company who at the date of this resolution represent not less than 75 per cent of the voting rights of those members who would be entitled to vote on this resolution on the circulation date hereof, agree that the following resolution shall have effect as if passed by the Company in general meeting as a special resolution and accordingly we resolve:

SPECIAL RESOLUTION

"THAT, a solvency statement having been made by the sole director of the Company in the form produced at the meeting, the Company's issued share capital be reduced by the conversion of 100 ordinary shares of £1.00 each in the capital of the Company into 100 ordinary shares of £0.01 each, and 7,576 ordinary B shares of £0.01 each in the capital of the Company into 7,576 ordinary B shares of £0.0001 each, pursuant to section 641 of the Act."



Daniel V. Ginnetti
For and on behalf of Stericycle International,
Ltd.

14 FEB 2019

Date