

THE COVENTRY AND SOLIHULL WASTE DISPOSAL COMPANY LIMITED

COMPANY NUMBER: 02690488

PRE-EMPTION WAIVER

We, the undersigned being all the members of The Coventry and Solihull Waste Disposal Company Limited registered in England and Wales with number 02690488 ("**the Company**") hereby irrevocably waive any rights of pre-emption in respect of the transfer of shares of the Company as set out in the table below, granted to each of us whether by the Articles of Association of the Company or otherwise and irrevocably consent to the sale and transfer of the relevant shares referred to below.

Transferor	Transferee	Number of 'C' Ordinary Shares of £1 each
The Council of the City of Coventry	Warwickshire County Council	1

(1)
The Council of the City of Coventry Date:.....2014

(2)
Solihull Metropolitan District Council Date:.....2014