

Appendix 3d

THIS POWER OF ATTORNEY is made on the

2014

BY

THE COUNCIL OF THE CITY OF COVENTRY of Council House, Earl Street, Coventry CV1 5RR (**the "Appointor"**).

WE HEREBY IRREVOCABLY APPOINT WARWICKSHIRE COUNTY COUNCIL ("WCC") of [] to be our attorney ("**Attorney**") in respect of our 1 'C' Ordinary Share of £1.00 each in the capital of The Coventry and Solihull Waste Disposal Company Limited a company registered in England and Wales with number 02690488 ("**the Share**") to be sold by us to WCC pursuant to the sale and purchase agreement of even date between (1) the Appointor and (2) WCC ("**the Agreement**").

For so long as we remain the registered holder of any of the Shares, the Attorney shall:

- a) hold the Share and the dividends and other distributions of profits or surplus or other assets declared, after completion and all rights arising out of or in connection with it and any successors in title to the Appointor for and on behalf of the Attorney's own benefit as beneficial owner and proposed (but currently unregistered transferee); and
- b) deal with, transfer and dispose of the Share in accordance with the Agreement.

We appoint the Attorney as our lawful attorney for the purpose of receiving notices of and attending and voting in relation to the Share at all meetings of the members of the Company from the date hereof until all the Share has been transferred pursuant to the Agreement.

We hereby irrevocably and unconditionally authorise:

- i) The Coventry and Solihull Waste Disposal Company Limited to send any notices or other communications in respect of our holding of the Share to the Attorney; and
- ii) our Attorney to complete in such manner as it thinks fit and to return proxy forms, consents to short notice and any other document required to be signed by us in our capacity as registered holder of the Share, and
- iii) this power of attorney (which is given by way of security to secure the performance of obligations owed by us to WCC pursuant to the terms of the Agreement) shall be irrevocable, but shall expire on whichever is the earlier of [date] and the date on which the attorney is entered in the register of members of the Company as holder of the Share

The Attorney may delegate one or more of the powers conferred on the Attorney by this Power of Attorney to an officer or officers appointed for that purpose by the board of directors of the Attorney, by resolution or otherwise.

WE HEREBY UNDERTAKE to ratify whatever our Attorney may lawfully do or purport to do or cause to be done in our name or on our behalf by virtue of this Power of Attorney.

This Power of Attorney (and any dispute, claim or matter of whatever nature arising out of or in any way relating to this Power of Attorney or its formation) shall be governed by and construed in accordance with the laws of England and Wales.

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We and the Attorney irrevocably submit to the exclusive jurisdiction of the courts of England and Wales over any claim, dispute or matter arising under or in connection with this Power of Attorney.

The Common Seal of **THE COUNCIL OF THE CITY OF COVENTRY** was hereunto affixed in the presence of:-

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Authorised Signatory