



## **RENEWI plc** (formerly Shanks Group plc)

**Dear Shareholder**

9 June 2017

### **NOTICE OF ANNUAL GENERAL MEETING – 13 JULY 2017**

I am pleased to invite you to the first Renewi plc Annual General Meeting, following the successful completion of our merger with Van Gansewinkel Groep BV and our change of company name from Shanks Group plc on 28 February 2017.

Renewi plc combines two great recycling businesses to create a leader in the waste-to-product industry. We are now a bigger organisation with many more opportunities for all stakeholders. The integration of the Van Gansewinkel and Shanks businesses is well underway and we are looking forward to a new and exciting future as Renewi plc.

We will be holding the AGM at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA on Thursday, 13 July 2017 at 11.00am. Full details of the meeting and the resolutions that will be put to shareholders are set out in this Notice of Annual General Meeting.

If you plan to attend the AGM, please bring your Attendance Card with you to the meeting, as this will help speed up the registration process. If you cannot attend, but would like to vote on the resolutions to be proposed at the AGM, we encourage you to do so by completing the proxy form and returning it to our Registrar by post at the address stated on the form. In order for your proxy form to be considered, the Registrar must receive it no later than 11.00am on Tuesday, 11 July 2017. Alternatively, you may vote or appoint a proxy electronically at the Registrar's website, [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy), provided that they receive your voting or proxy instructions by 11.00am on Tuesday, 11 July 2017. Shareholders holding shares in CREST may appoint a proxy through the CREST system in accordance with the instructions set out under point 5 on page 7 of this circular.

This year has seen some changes to the Board, with the appointment in January of Allard Castelein as a Non-Executive Director, who will be standing for election at the AGM. We will also be saying farewell to Eric van Amerongen and Stephen Riley, both of whom have served as Non-Executive Directors for 10 years and will be retiring from the Board at the conclusion of the AGM. I would like to take this opportunity to thank both Eric and Stephen for their exemplary commitment and contribution to the Company. I hope you will join me in wishing them both the best in their future endeavours.

The Company will also be seeking approval of the Directors' Remuneration Policy, it being three years since the policy was last approved. Though broadly in line with the 2014 policy there are some changes which, following consultation with our largest shareholders and institutional bodies, are summarised on page 5.

Finally, the Board will be seeking approval to adopt new Articles of Association of the Company to implement a small number of administrative amendments to the Company's current Articles of Association as explained on page 6.

The Board considers all the resolutions to be proposed at the AGM are in the best interest of the Company and its shareholders as a whole and recommends you give them your support by voting in favour of the resolutions as the Directors intend to do themselves in respect of their own holdings.

Yours faithfully

**Colin Matthews CBE**  
Chairman

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised pursuant to the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Renewi plc, please ensure that this document is passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the 'AGM') of Renewi plc (the 'Company') will be held at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA on Thursday, 13 July 2017 at 11.00am to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 14 will be proposed as ordinary resolutions and resolutions 15 to 18 will be proposed as special resolutions. Voting on each resolution will be by way of a poll.

## REPORTS AND ACCOUNTS

**Resolution 1** – To receive and adopt the Reports of the Directors and the financial statements for the year ended 31 March 2017 together with the Auditors' Report.

## DIRECTORS' REMUNERATION

**Resolution 2** – To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Directors' Remuneration for the year ended 31 March 2017 on pages 86 to 87 and 94 to 101 of the Annual Report and Accounts 2017 respectively.

**Resolution 3** – To approve the Directors' Remuneration Policy on pages 88 to 93 of the Annual Report and Accounts 2017.

## DIVIDEND

**Resolution 4** – To declare a final dividend of 2.1 pence per ordinary share for the year ended 31 March 2017.

## ELECTION AND RE-ELECTION OF DIRECTORS

**Resolution 5** – To elect Mr Allard Castelein as a Director of the Company.

**Resolution 6** – To re-elect Mr Colin Matthews as a Director of the Company.

**Resolution 7** – To re-elect Mr Jacques Petry as a Director of the Company.

**Resolution 8** – To re-elect Ms Marina Wyatt as a Director of the Company.

**Resolution 9** – To re-elect Mr Peter Dilnot as a Director of the Company.

**Resolution 10** – To re-elect Mr Toby Woolrych as a Director of the Company.

## AUDITORS' RE-APPOINTMENT

**Resolution 11** – To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid.

**Resolution 12** – To authorise the Audit Committee to determine the remuneration of the Company's auditors.

## POLITICAL DONATIONS

**Resolution 13** – THAT in accordance with section 366 of the Companies Act 2006 (the 'Act'), the Company and its subsidiaries be and are hereby authorised:

(a) to make political donations to political parties, political organisations and/or independent election candidates, not exceeding £25,000 in total; and

(b) to incur political expenditure, not exceeding £25,000 in total,

during the period beginning on the date of the passing of this resolution and ending on the earlier of 18 months from the date of this resolution

or the conclusion of the Company's AGM to be held in 2018.

For the purpose of this resolution the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Act.

## DIRECTORS' AUTHORITY TO ALLOT SHARES

**Resolution 14** – THAT:

(a) the Board of Directors of the Company (the 'Board') be and is hereby generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £26,660,861, provided that this authority shall expire on the earlier of 30 September 2018 or at the conclusion of the next AGM of the Company after the passing of this resolution, save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and further

(b) the Board be and is hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders on the register of members on such record dates as the Board may determine where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates (subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or the requirements of any regulatory body or stock exchange in any territory or by virtue of shares being represented by depositary receipts or any other matter whatsoever), up to an aggregate nominal amount of £26,660,861, provided that this authority shall expire on the earlier of 30 September 2018 or at the conclusion of the next AGM of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## DISAPPLICATION OF PRE-EMPTION RIGHTS

**Resolution 15** – THAT, subject to the passing of Resolution 14 set out in the Notice of the AGM convened for 13 July 2017, the Board of Directors of the Company (the "Board") be and is hereby generally empowered, pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act"), to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred on the Board by such Resolution 14 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act), as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

(a) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authority granted under Resolution 14(b), by way of rights issue only) in favour of holders of ordinary shares (excluding any holder holding shares as treasury shares) on the register of members of the Company on a date fixed by the Board where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them on that date (and holders of any other class of equity securities) subject to such exclusions or other arrangements as the Board deem necessary or expedient:

(i) to deal with securities representing fractional entitlements;

(ii) to deal with treasury shares; and/or

(iii) to deal with legal, regulatory or practical problems arising under the laws or the requirements of any regulatory body or any stock exchange in any territory or any other matter whatsoever; and

(b) otherwise than pursuant to sub-paragraph (a) of this resolution, up to an aggregate nominal amount of £3,999,129 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 7 June 2017,

but so that this authority shall expire (unless previously renewed, varied or revoked by the Company at a general meeting) on the earlier of 30 September 2018 or at the conclusion of the next AGM of the Company after the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authority and the Board may allot equity securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

**Resolution 16** – THAT, subject to the passing of Resolution 14 set out in the Notice of the AGM convened for 13 July 2017, the Board of Directors of the Company (the "Board") be and is hereby generally empowered, pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") and in addition to any authority granted under Resolution 15 set out in the Notice of the AGM convened for 13 July 2017, to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred on the Board by such Resolution 14 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act), as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such authority be:

(a) limited to an aggregate nominal amount of £3,999,129 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 7 June 2017;

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the passing of this resolution,

but so that this authority shall expire (unless previously renewed, varied or revoked by the Company at a general meeting) on the earlier of 30 September 2018 or the conclusion of the Company's AGM to be held in 2018, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authority and the Board may allot

equity securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

## COMPANY'S AUTHORITY TO PURCHASE ITS OWN SHARES

**Resolution 17** – THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the Company on such terms as the directors of the Company may determine provided that:

(a) the maximum aggregate number of ordinary shares hereby authorised to be purchased shall be 79,982,584;

(b) the minimum price (exclusive of expenses) which may be paid for any ordinary share shall be £0.10, being the nominal value of each ordinary share;

(c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall be the higher of:

(i) an amount equal to 105% of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased; and

(ii) an amount equal to the higher of the price of the last independent trade of any ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and

(d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 30 September 2018 or the conclusion of the Company's AGM to be held in 2018, save that a contract of purchase may be made before such expiry which will or may be completed wholly or partially thereafter, and a purchase of ordinary shares may be made in pursuance of any such contract.

## ARTICLES OF ASSOCIATION

**Resolution 18** – THAT the draft Articles of Association produced to the meeting and for the purposes of identification signed by the Chairman be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company.

By order of the Board



**Philip Griffin-Smith, FCIS**  
Company Secretary

9 June 2017

Registered Office  
16 Charlotte Square  
Edinburgh EH2 4DF

Registered in Scotland No. SC077438

## BIOGRAPHIES OF DIRECTORS SEEKING ELECTION/RE-ELECTION

### COLIN MATTHEWS CBE, FEng, CHAIRMAN

**Appointed:** March 2016 and appointed as Chairman in April 2016. Chairman of the Nomination Committee and member of the Remuneration Committee.

Colin currently chairs Highways England Company Limited, formerly the Highways Agency. In his executive career he has been Chief Executive Officer of Heathrow Airport, Hays plc and Severn Trent plc. He has also been Managing Director of Transco and Engineering Director of British Airways. Earlier he worked in the motor industry in Japan and the UK, in strategy consulting and for General Electric in the UK, France and Canada. He has also served as a Non-Executive Director for Mondi plc and Severn Trent plc. Colin is a Fellow of the Royal Academy of Engineering and was awarded the CBE in 2014 for his services to aviation. Colin is a Non-Executive Director of Johnson Matthey Plc.

Colin is considered by the Board to be Independent.

### JACQUES PETRY, MBA, NON-EXECUTIVE DIRECTOR

**Appointed:** September 2010 and will be appointed as Senior Independent Director at the conclusion of the AGM, following Eric van Amerongen stepping down as a director. Member of the Audit, Remuneration and Nomination Committees.

Jacques is currently Chairman of energy provider Albioma, having held the position of both Chairman and CEO until June 2016. He was Chairman and Chief Executive of SITA and its parent company, Suez Environment. In 2005 he was appointed Chief Executive of Sodexo Continental Europe and South America. Since 2007 he has advised corporate and financial sponsors, specialising in Infrastructure and Environmental Services investments worldwide. He has extensive international non-executive and executive experience.

Jacques is considered by the Board to be Independent.

### ALLARD CASTELEIN, MD, NON-EXECUTIVE DIRECTOR

**Appointed:** January 2017 and will be appointed Chair of the Remuneration Committee at the conclusion of the AGM, following Eric van Amerongen stepping down as a director. Member of the Audit, Remuneration and Nomination Committees.

Allard currently holds the position of President and Chief Executive Officer of the Port of Rotterdam, having been appointed in 2014. He initially qualified as a medical doctor before pursuing a career in the Energy sector, holding a number of senior positions at Shell. Over more than 25 years he amassed extensive experience within the industry, culminating in becoming the Vice President Environment for Royal Dutch Shell in 2009. Allard also holds a number of Supervisory Board positions including those at Isala Klinieken, Rotterdam Partners, Sohar Industrial Port Company and the Ronald McDonald House Sophia Rotterdam. He is also a senior member of a number of Dutch trade organisations including Logistiek Nederland, Economische Programmaraad Zuidvleugel and the General Council of the Confederation of Netherlands Industry and Employers.

Allard is considered by the Board to be Independent.

### MARINA WYATT, MA, FCA, NON-EXECUTIVE DIRECTOR

**Appointed:** April 2013. Chair of the Audit Committee and member of the Remuneration and Nomination Committees.

Marina is a Fellow of the Institute of Chartered Accountants and is currently the Chief Financial Officer at UBM plc. Following nine years with Arthur Andersen in London and the US, she then joined Psion plc as its Group Controller and became Group Finance Director in 1996. In 2002 she was appointed Chief Financial Officer of Colt Telecom plc and joined TomTom as its Chief Financial Officer in September 2005, where she remained until taking up her current position at UBM plc in September 2015. Marina is a Member of the Supervisory Board at Lucas Bols N.V.

Marina is considered by the Board to be Independent.

### PETER DILNOT, B.Eng, CHIEF EXECUTIVE OFFICER

**Appointed:** February 2012.

Prior to joining Renewi, Peter was a senior executive at Danaher Corporation, a leading global industrial business listed on the NYSE. He held a number of progressive general management roles including President Danaher Middle East, Group President Emerging Markets, and President EMEA and Asia of its Gilbarco Veeder-Root subsidiary. Before Danaher, Peter spent seven years at the Boston Consulting Group (BCG) in London and Chicago, working with industrial and pharmaceutical clients and was a leader in BCG's global Sales & Marketing Practice. Peter's earlier career, after graduating from RMA Sandhurst, was spent as an officer in the British Armed Forces. He originally trained as an Army helicopter pilot and saw active service with both NATO and the UN.

### TOBY WOOLRYCH, MA, ACA, CHIEF FINANCIAL OFFICER

**Appointed:** August 2012.

Toby began his career at Arthur Andersen where he qualified as a chartered accountant before becoming Finance Director of Medicom International Ltd, a medical publishing company, in 1992. He joined Johnson Matthey plc as Corporate Development Manager in 1997, going on to become Divisional Finance Director and then Managing Director of one of Johnson Matthey's global speciality chemicals business units. From 2005 to 2008, he was the Chief Financial Officer and Chief Operating Officer at Acta SpA, a renewable energy company, before joining Consort Medical plc as Group Finance Director.

### ERIC VAN AMERONGEN AND STEPHEN RILEY

Eric and Stephen, who both served as Non-Executive Directors throughout the year, will be retiring from the Board at the conclusion of the AGM on 13 July 2017 and will therefore not be seeking re-election.

## EXPLANATORY NOTES ON THE RESOLUTIONS

### **Reports and Accounts (Resolution 1)**

Shareholders are being asked to receive and adopt the audited accounts of the Group for the year ended 31 March 2017 together with the associated Directors' and Auditors' Reports.

### **Directors' Remuneration (Resolutions 2 and 3)**

Resolution 2 seeks shareholder approval for the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration, which can be found on pages 86 to 101 of the Annual Report and Accounts 2017, excluding the Directors' Remuneration Policy on pages 88 to 93. This vote is advisory and the Directors' entitlement to receive remuneration for the period to 31 March 2017 is not conditional upon it.

Resolution 3 seeks the triennial approval of the Directors' Remuneration Policy which can be found on pages 88 to 93 of the Annual Report and Accounts 2017. The last Directors' Remuneration Policy was approved at the 2014 AGM. The new policy sets out the Company's reward philosophy and principles in relation to the remuneration of Executive and Non-Executive Directors and has been subject to shareholder consultation. If approved the new policy will continue in force until the AGM in 2020, save for shareholders' approval of any new Remuneration Policy before that date. The main changes from the 2014 Remuneration Policy are summarised below:

- ▶ shareholding guidelines for Executive Directors will be increased from 100% to 200% of salary. Executive Directors will be required to retain at least 50% of the net of tax shares which vest under the LTIP and DAB until the guideline is met;
- ▶ a two year post-vesting holding period will be introduced to LTIP awards granted to Executive Directors from the 2017 AGM onwards. This will replace the current phased approach whereby 50% of LTIP awards are released after three years from grant, 25% after four years and 25% after five years; and
- ▶ consistent with the Remuneration Committee's intention and practice under the LTIP, the policy has been clarified in respect of the payment of dividend equivalents on deferred share bonus plan awards, starting with the first such awards granted in 2015, to the extent that awards vest.

To aid the administration and clarity of its operation, a number of minor changes have also been made to the wording of the Remuneration Policy where appropriate.

The Company's auditors during the year, PricewaterhouseCoopers LLP, have audited those parts of the Directors' Remuneration Report that are required to be audited and their report may be found on pages 106 to 113 of the Annual Report and Accounts 2017.

### **Final Dividend (Resolution 4)**

Shareholders are being asked to approve a final dividend of 2.1 pence per ordinary share for the year ended 31 March 2017. If so approved, the final dividend will be paid on 28 July 2017 to all shareholders who are on the register of members on 30 June 2017.

### **Election and Re-election of Directors (Resolutions 5 to 10)**

Allard Castelein was appointed as a Non-Executive Director with effect from 3 January 2017. As this appointment was subsequent to the last AGM of the Company he will retire in accordance with the Company's Articles of Association and will offer himself for election. In accordance with best corporate governance practice, the full Board will also retire at the AGM and offer themselves for re-election, with the exception of Eric van Amerongen and Stephen Riley who will be stepping down as

Directors following the conclusion of the AGM after ten years of service each. Biographical details of each director standing for election and re-election are set out in the Annual Report and Accounts 2017 and on page 4 of this circular. Following performance evaluation, the Board recommends to shareholders the election and re-election of these directors, all of whom continue to demonstrate commitment to their respective roles and all of whose individual performance continues to be effective. The Board considers each of the Non-Executive Directors to be independent.

### **Re-appointment of Auditor and Auditors' Remuneration (Resolutions 11 and 12)**

The Company is required to appoint auditors at each general meeting at which accounts are presented to shareholders and PricewaterhouseCoopers LLP have indicated their willingness to continue in office. Accordingly, shareholders are being asked to re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company. Shareholders are also being asked to authorise the Audit Committee to determine the remuneration of the Company's auditors.

### **Political Donations (Resolution 13)**

In accordance with the Companies Act 2006 (the "Act"), a company may not make a political donation or incur political expenditure unless it has been authorised by ordinary resolution or the political donation does not exceed £5,000 when aggregated with all Group political donations in the past 12 months. Whilst it remains the Company's policy not to make political donations or to incur political expenditure, the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' are widely defined in the Act, and it is possible that the definitions may include activities that the Company might carry on in the ordinary course of its business, such as participation in functions attended by politicians or participation in review of Governmental policy or law reform. Therefore, in common with other companies, the Company is seeking shareholder approval, on a precautionary basis and to avoid unwitting contravention of the Act, to incur a level of expenditure to cover these activities. Any donations made, or expenditure incurred, under the authority will be disclosed in the Company's next Annual Report and Accounts.

### **Authority to Allot Shares (Resolution 14)**

The directors may not allot new shares in the Company unless authorised by shareholders in a general meeting. Paragraph (a) of Resolution 14 will authorise the directors to allot up to 266,608,615 ordinary shares having an aggregate nominal value equal to £26,660,861 representing approximately 33.33% of the Company's issued ordinary share capital as at 7 June 2017 (being the latest practicable date prior to the publication of this circular).

In line with guidance issued by the Investment Association, paragraph (b) of Resolution 14 will authorise the Directors to allot up to a further 266,608,615 ordinary shares in connection with a rights issue having an aggregate nominal value equal to £26,660,861 representing approximately 33.33% of the Company's issued ordinary share capital as at 7 June 2017 (being the latest practicable date prior to the publication of this circular).

The authorities sought under Resolution 14 will expire on the earlier of 30 September 2018 (being the latest date by which the Company must hold its AGM in 2018) or the conclusion of the AGM held in 2018. The directors do not have any plans at present to issue new shares other than in satisfaction of the exercise of options or awards granted under the Company's employee share schemes.

# NOTES ON THE NOTICE OF MEETING AND HOW TO VOTE

## Disapplication of Statutory Pre-Emption Rights (Special Resolutions 15 and 16)

If the Directors wish to allot new equity shares for cash, the Act states that the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. An offer of this type is called a 'pre-emptive offer' and a shareholder's entitlement to be offered the new shares is known as a 'pre-emption right'. For legal, regulatory and practical reasons, however, it might not be possible or desirable for new shares allotted by means of a rights issue or other pre-emptive offer to be offered to certain shareholders, particularly those resident overseas.

Furthermore, it might in some circumstances be in the Company's interests for the Directors to be able to allot some equity shares for cash without having to offer them first to existing shareholders. To enable this to be done, shareholders' statutory pre-emption rights must be disapplied. Accordingly Resolutions 15 and 16 will empower the Directors to allot a limited number of new equity securities without shareholders' statutory pre-emption rights applying to such allotment.

Paragraph (a) of Resolution 15 will confer authority on the Directors to make any arrangements that may be necessary to deal with any legal, regulatory or practical problems arising on a rights issue, an open offer or any other pre-emptive offer in favour of ordinary shareholders, for example, by excluding certain overseas shareholders from such issue or offer.

Paragraph (b) of Resolution 15 will disapply shareholders' statutory pre-emption rights by empowering the Directors to allot equity shares for cash on a non pre-emptive basis but only new shares having a maximum aggregate nominal value of £3,999,129, representing approximately 5% of the Company's issued ordinary share capital as at 7 June 2017 (being the latest practicable date prior to the publication of this circular). The authority under Resolution 15 would also cover the sale of treasury shares for cash.

Resolution 16, in line with institutional shareholder guidance, seeks the authority for the Board to disapply statutory pre-emption rights in respect of a further 5% of the Company's issued ordinary share capital as at 7 June 2017. This reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the 'Statement of Principles') by having two separate resolutions for the disapplication of pre-emption rights. This additional 5%, representing an aggregate nominal value of £3,999,129, is reserved for financing acquisitions or specified capital investments (within the meaning of the Statement of Principles from time to time) which are announced contemporaneously with the allotment, or which have taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authorities sought under Resolutions 15 and 16 will expire on the earlier of 30 September 2018 (being the latest date by which the Company must hold its AGM in 2018) or the conclusion of the AGM held in 2018.

## Purchase of Own Shares (Special Resolution 17)

The Act permits a company to purchase its own shares provided the purchase has been authorised by shareholders. Resolution 17, if passed, would give the Company the authority to purchase its own issued ordinary shares at a price not less than £0.10 per share and not more than the higher of: a) 5% above the average of the middle market quotations of the Company's ordinary shares as shown on the London Stock Exchange Daily Official List for the five dealing days before any purchase is made; or b) an amount equal to the higher of the price of the last independent trade of any ordinary shares and the highest current independent trade bid for an ordinary share on the trading venue where the purchase is carried out. The authority will enable the purchase of up to a maximum of approximately 10% of the Company's ordinary share capital in

issue on the date of the AGM, and will expire on the earlier of the conclusion of the next AGM or 30 September 2018. The Directors' present intentions are that, in certain circumstances, it may be advantageous for such purchases to be made if they believe they are generally in the best interests of shareholders and (except in the case of purchases intended to satisfy obligations under share schemes) the expected effect of any purchase would be to increase earnings per share of the remaining ordinary shares.

The Directors would only exercise this buy back authority after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels, the expected effect on the return on embedded value and the overall financial position of the Company. Purchases would be financed out of distributable profits and shares purchased would either be cancelled or held as treasury shares. As at 7 June 2017, the Company did not hold any treasury shares and there were no warrants over ordinary shares in the capital of the Company.

As at 7 June 2017 there were options and LTIP awards over 13,188,416 ordinary shares in the capital of the Company which represented approximately 1.6% of the Company's issued share capital at that date. This would increase to 1.8%, at the same date, if the authority to purchase the Company's ordinary shares were exercised in full.

## New Articles of Association (Special Resolution 18)

Resolution 18 proposes the adoption of new Articles of Association (the "New Articles"). The principal changes introduced in the New Articles are summarised below. Minor, technical and clarifying changes such as the change of the Company's name to Renewi plc have not been noted.

A copy of the New Articles and a copy of the Company's current Articles of Association (the "Current Articles"), marked to show all the changes proposed, are available for inspection as noted on page 8. The principal changes are as follows:

- ▶ Directors' fees – the Current Articles require that the total aggregate fees payable to all Directors (excluding any payments made under any other provision in the Current Articles, such as Executive Directors' salaries) shall not exceed £400,000 per annum. Under the New Articles the limit on the total of such fees payable to all Directors will be increased to £750,000 per annum. The limit on Directors' fees was last reviewed in 2005 and this amendment is intended to provide sufficient headroom for at least the next three years (in line with the proposed new Directors' Remuneration Policy).
- ▶ Retirement of directors – the Current Articles require that each Executive Director shall retire from office no later than the third AGM after the AGM at which he or she was last elected or re-elected and that each Non-Executive Director shall retire from office at each AGM. Under the New Articles, both Executive and Non-Executive Directors shall be required to retire from office at each AGM. This change is in line with the Company's current practice and the provisions of the UK Corporate Governance Code.
- ▶ Distributions – the New Articles include enabling wording to facilitate the use of additional distribution channels for the payment of dividends as and when they may be adopted by the market. These changes are in line with market practice and guidance issued by the Institute of Chartered Secretaries and Administrators in 2014.

## 1. Attending the AGM in person

If you wish to attend the AGM in person, you should arrive at the venue in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's Registrar, Computershare Investor Services plc (the 'Registrar'), prior to admittance.

## 2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying proxy form. If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the Chairman of the AGM) and give their instructions directly to them. Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, additional proxy forms may be obtained by contacting the Registrar's helpline on Tel: 0370 707 1290\* or members may photocopy their proxy form. A member may instruct their proxy to abstain from voting on any of the resolutions to be considered at the meeting by marking the 'Vote Withheld' option when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the relevant resolution. The appointment of a proxy will not prevent a member from attending the AGM and voting in person if he or she wishes. A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 9 below.

## 3. Appointment of a proxy online

As an alternative to appointing a proxy using the proxy form or CREST, members can appoint a proxy online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). In order to appoint a proxy using this website, members will need their Control Number, Shareholder Reference Number (SRN) and PIN. This information is printed on the proxy form. If for any reason a member does not have this information, they should contact the Registrar on Tel: 0370 707 1290\*. Members may appoint a proxy using the website no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting.

## 4. Appointment of a proxy using a proxy form

A proxy form for use in connection with the AGM is enclosed. To be valid, any proxy form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting. If you do not have a proxy form and believe that you should have one, or you require additional proxy forms, please contact the Registrar on Tel: 0370 707 1290\*.

## 5. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to

their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar (ID number 3RA50) no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

## 6. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

## 7. Corporate representatives

Any corporation that is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

## 8. Entitlement to attend and vote

To be entitled to attend and vote at the AGM (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.00pm on Tuesday, 11 July 2017 (or, if the AGM is adjourned, at 6.00pm on the day two days prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the AGM.

## 9. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the member by

whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

### 10. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which Annual Report and Accounts were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business that may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

### 11. Website giving information regarding the AGM

Information regarding the AGM, including information required by section 311A of the Act, and a copy of this Notice is available from [www.renewi.com/aggm2017](http://www.renewi.com/aggm2017).

### 12. Voting rights

As at 7 June 2017 (being the latest practicable date prior to the publication of this circular) the Company's issued share capital consisted of 799,825,845 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 7 June 2017 was 799,825,845 votes.

### 13. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the

AGM as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.

### 14. Further questions and communication

Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the AGM put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Members who have any queries about the AGM should contact the Company Secretarial Department by writing to The Company Secretary at Renewi plc, Dunedin House, Auckland Park, Mount Farm, Milton Keynes, Buckinghamshire MK1 1BU or by email to [Company.Secretary@Renewi.com](mailto:Company.Secretary@Renewi.com). Any other electronic address provided in this circular or in any related documents (including the accompanying proxy form) should only be used for the purposes expressly stated.

### 15. Documents available for inspection

Copies of the service contracts of the Company's Executive Directors, the letters of appointment of the Company's Non-Executive Directors and the proposed new Articles of Association, together with the Company's current Articles of Association marked to show all the changes proposed, will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the conclusion of the AGM. Copies of these documents will also be available for inspection at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the conclusion of the AGM. A copy of the Company's current Articles of Association marked to show all the changes proposed will also be available on the Company's website at [www.renewi.com/aggm2017](http://www.renewi.com/aggm2017).

\*Calls from the UK mainland will be charged at your service provider's national rate; different charges may apply to mobile telephones. Calls may be recorded and randomly monitored for security and training purposes.

## AGM VENUE – BROADWALK HOUSE, 5 APPOLD STREET, LONDON EC2A 2HA

### DIRECTIONS

#### Bus

The nearest bus stop is at the corner of Appold Street and Worship Street, serviced by bus routes #42 and #344.

#### London Underground and Train

The nearest underground station is Liverpool Street, serviced by the Central, Circle, Metropolitan and Hammersmith & City lines.

Liverpool Street Railway Station is serviced by Abellio Greater Anglia Trains and the Stansted Express.

From Liverpool Street Station, make your way on to Bishopsgate. Turn left and walk north up Bishopsgate for about 200 metres. Turn left on to Primrose Street and continue until you arrive at Appold Street. Broadwalk House is a six-storey terracotta coloured building on the corner of Primrose Street and Appold Street.

