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**12 March 2008**

**RECOMMENDED ACQUISITION  
of  
BIFFA PLC  
by  
WASTEACQUISITIONCO LIMITED**

**RESULTS OF COURT MEETING AND EXTRAORDINARY GENERAL MEETING**

On 8 February 2008, Biffa Plc ("**Biffa**") and WasteAcquisitionco Limited ("**Bidco**") announced that they had reached agreement on the terms of a recommended acquisition, to be effected by means of a scheme of arrangement under section 425 of the Companies Act (the "**Scheme**"), of the entire issued and to be issued share capital of Biffa by Bidco. A circular containing, amongst other things, notices of the Court Meeting and the Extraordinary General Meeting, details of the Scheme and setting out the terms of the Acquisition (the "**Scheme Document**") was posted to Biffa Shareholders on 18 February 2008.

Biffa announces that the Court Meeting to consider, and if thought fit, approve the Scheme was held at 11.00 a.m. today at Chartered Accountants' Hall, One Moorgate Place, London EC2R 6EA and, thereafter, the Extraordinary General Meeting to consider, and if thought fit, pass the special resolution relating to the Acquisition was held at the same location.

At the Court Meeting, a majority in number, representing not less than 75 per cent. in value, of the holders of Public Scheme Shares present and voting (either in person or by proxy) voted in favour of the resolution to approve the Scheme. Accordingly this resolution, which was decided on a poll, was passed.

At the Extraordinary General Meeting, the special resolution put to Biffa Shareholders to approve certain matters necessary to implement the Acquisition was decided on a poll and passed by the requisite majority.

Subject to the sanction of the Scheme, and confirmation of the Capital Reduction, by the Court and the satisfaction, or where relevant, waiver of the remaining Conditions, the Scheme is expected to become effective on 7 April 2008.

Terms defined in the Scheme Document shall have the same meaning in this announcement.

Copies of the resolutions passed at the Court Meeting and the Extraordinary General Meeting have been submitted to the UK Listing Authority and will be available for inspection at the UK Listing Authority's Document Viewing Facility situated at the Financial Services Authority, 25 The North Colonnade, Canary Wharf, London E14 5HS.

The Scheme Document will remain available on Biffa's website ([www.biffa.co.uk](http://www.biffa.co.uk)) until the Effective Date.

## TIMETABLE TO COMPLETION

The expected timetable of principal events for the implementation of the Scheme remains as previously announced and is as follows\*:

Scheme Court Hearing	2 April 2008
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Biffa Shares	3 April 2008
Scheme Record Time	6.00 p.m. on 3 April 2008
Reduction Court Hearing	4 April 2008
Effective Date	7 April 2008
Cancellation of listing of Biffa Shares	8.00 a.m. on 8 April 2008
Date for despatch of cheques, issue of Loan Notes and settlement through CREST	Within 14 days of the Effective Date

\*These times and dates are indicative only and will depend on, amongst other things, the date upon which the Conditions are satisfied or, where relevant, waived, on the date on which the Court sanctions the Scheme and confirms the Capital Reduction as well as the date on which the Court Orders are delivered to the Registrar and the Reduction Court Order registered by the Registrar. All references to time are to London time.

## NUMBER OF SHAREHOLDERS VOTING AND VOTES CAST AT COURT MEETING

*Resolution to approve the Scheme.*

Number of shareholders voting		Number of shares voting		Percentage of shares eligible to vote	
For (% of votes cast)	Against (% of votes cast)	For (% of votes cast)	Against (% of votes cast)	For	Against
10,939	1,582	88,753,431	1,312,376	29.0%	0.43%
87.37%	12.63%	98.54%	1.46%		

## NUMBER OF VOTES CAST AT EXTRAORDINARY GENERAL MEETING

*Special resolution to: (i) authorise the Directors to take all such action necessary to implement the Scheme; (ii) reduce the share capital of the Company; (iii) increase the share capital by the creation of new ordinary shares; (iv) authorise the Directors to allot new ordinary shares; and (v) amend the articles of association of the Company.*

Votes For* (% of votes cast)	Votes Against (% of votes cast)	Votes Withheld** (% of issued share capital)
95,762,589	1,296,803	628,137
98.66%	1.34%	0.18%

Notes:

\* includes discretionary votes

\*\* a vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'for' or 'against' a resolution

The number of Biffa Shares in issue at 6.00 p.m. on Monday 10 March 2008 (the Voting Record Time) was 349,871,336.

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This announcement is not intended to and does not constitute, or form any part of, an offer to sell or an invitation to subscribe for or purchase any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. The Acquisition is being made solely through the Scheme Document, which contains the full terms and conditions of the Acquisition. Any response in relation to the Acquisition should be made only on the basis of the information contained in the Scheme Document.

**Overseas persons**

The release, publication or distribution of this announcement in or into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe, any applicable restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. This announcement has been prepared for the purpose of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

The Loan Notes that may be issued pursuant to the Acquisition have not been and will not be registered under the US Securities Act or under the relevant securities laws of any state or territory or other jurisdiction of the United States. Accordingly, Loan Notes may not be offered or sold in the United States, except in a transaction not subject to, or in reliance on an exemption from, the registration requirements of the US Securities Act and such state securities laws.

Any Loan Notes which may be issued pursuant to the Acquisition have not been and will not be registered under the relevant securities laws of Japan and any relevant clearances and registrations have not been, and will not be, obtained from the securities commission of any province of Canada. No prospectus in relation to the Loan Notes has been, or will be, lodged with, or registered with, the Australian Securities and Investments Commission, the Japanese Ministry of Finance or the New Zealand Companies Office. Accordingly, unless otherwise determined by Bidco and permitted by applicable law and regulation, the Loan Notes may not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly in or into Australia, Canada, Japan or New Zealand or any other jurisdiction where to do so would violate the laws of that jurisdiction or would require registration thereof in such jurisdiction.

Shareholders in the United States should note that the Scheme relates to the shares of a UK company and will be governed by English law. Neither the proxy solicitation nor the tender offer rules under the US Securities Exchange Act of 1934, as amended, will apply to the Scheme. Moreover, the Scheme will be subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules. Financial information included in this announcement and the Scheme documentation has been or will have been prepared in accordance with accounting standards applicable in the UK that may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. If Bidco exercises its right to implement the acquisition of the Biffa Shares by way of the Offer, the Offer, if made into the United States, will be made in compliance with applicable US tender offer and securities laws and regulations.

If the Acquisition is carried out by way of the Offer and unless otherwise determined by Bidco or required by the City Code, and permitted by applicable law and regulation, the Offer will not be made, directly or indirectly, in or into or from, or by use of the mail, or by any means or instrumentality (including, without limitation, telex, facsimile transmission, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or by any facilities of a national securities exchange of, the United States, Australia, Canada, Japan or New Zealand or any other jurisdiction where extension or acceptance of the Acquisition would violate the law of, or regulation applicable to, that jurisdiction (a "Restricted Jurisdiction") and the Offer cannot be accepted by any such use, means or instrumentality or otherwise from or within a Restricted Jurisdiction. Accordingly, copies of this announcement are not being, and must not be, mailed or otherwise forwarded, distributed or sent in or into or from any such jurisdiction where to do so would constitute a breach of the securities laws in that jurisdiction. Persons receiving this announcement (including, without limitation, custodians, nominees and trustees) should observe these restrictions and should not send or distribute this announcement in, into or from any such jurisdictions.

No listing authority or equivalent has reviewed, approved or disapproved of this announcement or any of the proposals described herein.

### **Dealing disclosure requirements**

Under the provisions of Rule 8.3 of the City Code, if any person is, or becomes, "interested" (directly or indirectly) in one per cent. or more of any class of "relevant securities" of Biffa, all "dealings" in any "relevant securities" of Biffa (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 pm (London time) on the Business Day following the date of the relevant transaction. This requirement will continue until the Effective Date or when the "offer period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of Biffa, they will be deemed to be a single person for the purpose of Rule 8.3 of the City Code.

Under the provisions of Rule 8.1 of the City Code, all "dealings" in "relevant securities" of Biffa by Bidco or by Biffa or by any of their respective "associates" for their own account during an "offer period", must be privately and publicly disclosed by no later than 12 noon (London time) on the Business Day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of "relevant securities". In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the City Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8 of the City Code, you should contact an independent financial adviser authorised under the Financial Services and Markets Act 2000 or consult the Panel's website or contact the Panel on telephone number +44 (0) 20 7638 0129.