

Company No. 382678

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

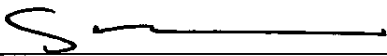
SCA HOLDING LIMITED

(the "Company")

SCA UK Holdings Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at the general meeting of the Company, RESOLVES, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following as written resolutions:

SPECIAL RESOLUTIONS

1. THAT the Company's memorandum of association be altered by the deletion of clause 3 and its replacement with the wording set out in Annex 1 as a new clause 3.
2. THAT the Company's articles of association be replaced by those set out at Annex 2.

Signed 

Dated 16.3.09.

by
for and on behalf of SCA UK HOLDINGS LIMITED

WEDNESDAY



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18/03/2009

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COMPANIES HOUSE

Notes:

1. The circulation date of these resolutions is 16, March 2009. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to an officer of the Company by hand or by sending a copy of the signed resolutions in hard copy form by post to a director or by email to melanie.eyles@sca.com. An eligible member can also signify his or its agreement to the resolutions by sending an email from his or its email address held by the company for such purposes to Melanie Eyles at melanie.eyles@sca.com identifying the resolutions and indicating his agreement to such resolutions.
3. These resolutions must be passed within a period of 28 days beginning with the circulation date of these resolutions (s.297 CA 2006). If the resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.

Annex 1

3. The objects for which the Company is established are -
- (A) To carry on in all or any of their various branches and departments all or any of the following businesses, namely the manufacture and processing of paper and board and of other like materials, the manufacture and processing of pulp and other fibrous materials of all kinds (whether artificial or natural) useful in the manufacture of paper and board, fabrics or like materials, the manufacture and processing of plastic materials and products, the manufacture and processing of every kind of material or product which may be derived or converted from any material or product produced or which may be of use in any of the foregoing manufactures, the cultivation, extraction, production, manufacture or processing of any plant, tree, mineral, substance, material or product which may be of use in or enter into any of the foregoing manufactures, the manufacture and processing of any material or product of which any of the foregoing products or materials forms part and manufacture, import and export of, dealing in machinery, plant and equipment of all descriptions and component parts thereof, forgings, castings, tools, implements, apparatus and all other articles and things.
 - (B) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by a body corporate constituted or carrying on business in any part of the world or by any government, sovereign ruler, commissioners, public body or authority and to hold the same as investments, and to sell, exchange, carry and dispose of the same.
 - (C) To carry on business as importers, exporters, manufacturers and merchants of, dealers in, brokers of and agents for all or any of the materials or products manufactured, processed or dealt in in any of the businesses aforesaid or required or used for the purposes of all or any of such businesses including plant, machinery and tools of all kinds, to buy and sell any of the foregoing materials or products and to carry on the business of general merchants and dealers in all kinds of goods, produce and materials.
 - (D) To purchase or otherwise acquire estates, lands, forests, timber licences or interests in the same in any part of the world, to acquire the whole or any part of the shares or capital of any other company owning such estates, lands or forests and to carry on and develop the same and to carry on the businesses of logging, lumbering and sawmilling.
 - (E) To carry on the business of carriers by air, sea, road, railway, canal or otherwise and to own transport facilities of every kind.
 - (F) To carry on business as a holding company and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities of any kind issued by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business.

- (G) To co-ordinate the administration, policies, management, research, trading and any and all other activities of and to act as financial advisers and consultants to any company as aforesaid or group of such companies now or hereafter formed or incorporated or acquired and to perform any services or undertake any duties to or on behalf of and in any other manner assist any such company or group as aforesaid and either without remuneration or on such terms as to remuneration as may be agreed.
- (H) To carry on any business by means, or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any such business, or for financing any such subsidiary company.
- (I) To carry on either in connection with any of the businesses aforesaid or independently thereof any trade or business which may seem to be capable of being conveniently carried on in connection therewith or calculated to enhance the value of or render more profitable any part of the Company's undertaking or property, or to further the objects of the Company.
- (J) To act as managing agents for and as management and technical consultants to any such business as aforesaid and to execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds and to contribute or render technical assistance to or assist in the carrying out or establishment, maintenance, improvement, management, working, control or superintendence of any such business as aforesaid.
- (K) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (L) To acquire, construct, carry out, maintain and use railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments and irrigations, reclamations, improvements, sewage, drainage, sanitary, water, gas, electric light, telephonic and electrical power works, warehouses and all other works which may be conducive to the interests of the Company.
- (M) To carry on business as concessionaires and to undertake, carry on and execute all kinds of financial, commercial, trading, trust, exploitation, agency and other operations, and to advance or provide money with or without security to concessionaires, inventors, patentees and others for the purpose of improving and developing or assisting to improve and develop any concessions, lands or rights or of experimenting in regard to or testing or developing any invention, design or process, industrial or otherwise.
- (N) To purchase, acquire, rent, build, construct or equip works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company. To purchase, take on lease, exchange, hire and otherwise acquire any real or personal property and any right or privilege over or in respect of it.

- (O) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, knowhow, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (P) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (Q) To receive money on deposit, and lend and make advances with or without security, and upon such terms as may be thought proper.
 - (i) Either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee or otherwise provide security by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations on the payment of any monies and/or discharge of any liabilities (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discounts and any costs or, expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any Company which is for the time being the Company's holding company as defined by section 736 of the Companies Act 1985 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm or company whatsoever. A guarantee shall also include any obligation (whatever called) to pay, purchase, provide funds (whether by advance of money, the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company, firm or person.
 - (ii) To give, whether directly or indirectly, any kind of financial assistance for the purpose of acquiring shares in the Company or any of its subsidiaries whether before or at the same time as the acquisition takes place or after the acquisition for the purpose of reducing or discharging any liability incurred pursuant to such acquisition.

- (R) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (S) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (T) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (U) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of the Company or not, and to give all kinds of indemnities.
- (V) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (W) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (X) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (Y) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees (including Directors holding a salaried employment or office in the Company or any subsidiary company), and to lend money to the Company's employees (other than Directors) to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (Z) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (AA) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

Annex 2
New Articles of Association

THE COMPANIES ACTS 1929 TO 2006

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SCA HOLDING LIMITED

(As altered by a Special Resolution passed on 16 March 2009)

1. The Company's name is " SCA HOLDING LIMITED*".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are -
 - (A) To carry on in all or any of their various branches and departments all or any of the following businesses, namely the manufacture and processing of paper and board and of other like materials, the manufacture and processing of pulp and other fibrous materials of all kinds (whether artificial or natural) useful in the manufacture of paper and board, fabrics or like materials, the manufacture and processing of plastic materials and products, the manufacture and processing of every kind of material or product which may be derived or converted from any material or product produced or which may be of use in any of the foregoing manufactures, the cultivation, extraction,

* On 11th May, 1964, the name was changed from "HOLOPLAST LIMITED" to "DECORPLAST (HOLDINGS) LIMITED".

On 11th August, 1969, the name was changed to "REED PAPER GROUP LIMITED".

Name changed to "REED PAPER & BOARD (U.K.) LIMITED" by Companies Registration Office Certificate dated 25 July 1988.

Name changed to "SCA AYLESFORD LIMITED" by Companies Registration Office Certificate dated 1 February 1991.

Name changed to "SCA HOLDING LIMITED" by Companies Registration Office Certificate dated 4 February 1992.

production, manufacture or processing of any plant, tree, mineral, substance, material or product which may be of use in or enter into any of the foregoing manufactures, the manufacture and processing of any material or product of which any of the foregoing products or materials forms part and manufacture, import and export of, dealing in machinery, plant and equipment of all descriptions and component parts thereof, forgings, castings, tools, implements, apparatus and all other articles and things.

- (B) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by a body corporate constituted or carrying on business in any part of the world or by any government, sovereign ruler, commissioners, public body or authority and to hold the same as investments, and to sell, exchange, carry and dispose of the same.
- (C) To carry on business as importers, exporters, manufacturers and merchants of, dealers in, brokers of and agents for all or any of the materials or products manufactured, processed or dealt in in any of the businesses aforesaid or required or used for the purposes of all or any of such businesses including plant, machinery and tools of all kinds, to buy and sell any of the foregoing materials or products and to carry on the business of general merchants and dealers in all kinds of goods, produce and materials.
- (D) To purchase or otherwise acquire estates, lands, forests, timber licences or interests in the same in any part of the world, to acquire the whole or any part of the shares or capital of any other company owning such estates, lands or forests and to carry on and develop the same and to carry on the businesses of logging, lumbering and sawmilling.
- (E) To carry on the business of carriers by air, sea, road, railway, canal or otherwise and to own transport facilities of every kind.
- (F) To carry on business as a holding company and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities of any kind issued by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business.
- (G) To co-ordinate the administration, policies, management, research, trading and any and all other activities of and to act as financial advisers and consultants to any company as aforesaid or group of such companies now or hereafter formed or incorporated or acquired and to perform any services or undertake any duties to or on behalf of and in any other manner assist any such company or group as aforesaid and either without remuneration or on such terms as to remuneration as may be agreed.
- (H) To carry on any business by means, or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any such business, or for financing any such subsidiary company.

- (I) To carry on either in connection with any of the businesses aforesaid or independently thereof any trade or business which may seem to be capable of being conveniently carried on in connection therewith or calculated to enhance the value of or render more profitable any part of the Company's undertaking or property, or to further the objects of the Company.
- (J) To act as managing agents for and as management and technical consultants to any such business as aforesaid and to execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds and to contribute or render technical assistance to or assist in the carrying out or establishment, maintenance, improvement, management, working, control or superintendence of any such business as aforesaid.
- (K) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (L) To acquire, construct, carry out, maintain and use railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments and irrigations, reclamations, improvements, sewage, drainage, sanitary, water, gas, electric light, telephonic and electrical power works, warehouses and all other works which may be conducive to the interests of the Company.
- (M) To carry on business as concessionaires and to undertake, carry on and execute all kinds of financial, commercial, trading, trust, exploitation, agency and other operations, and to advance or provide money with or without security to concessionaires, inventors, patentees and others for the purpose of improving and developing or assisting to improve and develop any concessions, lands or rights or of experimenting in regard to or testing or developing any invention, design or process, industrial or otherwise.
- (N) To purchase, acquire, rent, build, construct or equip works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company. To purchase, take on lease, exchange, hire and otherwise acquire any real or personal property and any right or privilege over or in respect of it.
- (O) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, knowhow, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

- (P) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (Q) To receive money on deposit, and lend and make advances with or without security, and upon such terms as may be thought proper.
 - (i) Either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee or otherwise provide security by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations on the payment of any monies and/or discharge of any liabilities (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discounts and any costs or, expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any Company which is for the time being the Company's holding company as defined by section 736 of the Companies Act 1985 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm or company whatsoever. A guarantee shall also include any obligation (whatever called) to pay, purchase, provide funds (whether by advance of money, the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company, firm or person.
 - (ii) To give, whether directly or indirectly, any kind of financial assistance for the purpose of acquiring shares in the Company or any of its subsidiaries whether before or at the same time as the acquisition takes place or after the acquisition for the purpose of reducing or discharging any liability incurred pursuant to such acquisition.
- (R) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (S) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company

carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (T) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (U) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of the Company or not, and to give all kinds of indemnities.
- (V) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (W) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (X) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (Y) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees (including Directors holding a salaried employment or office in the Company or any subsidiary company), and to lend money to the Company's employees (other than Directors) to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (Z) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (AA) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly

provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.
5. The share capital of the Company is £50,210,000 divided into 50,210,000 shares of £1.00 each.

Any of the said shares for the time being unissued and any new shares from time to time to be created may from time to time be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, return of capital, voting, or otherwise, as are expressed to be attached to the same by the Articles of Association registered herewith, or as the Company may from time to time by Special Resolution determine, but so that the special rights attached to any shares conferring preferred or other special rights shall not be modified or abrogated except with such sanction as is provided by the Articles of Association of the Company for the time being.

Company No. 382678

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Description of Subscribers	Number of shares taken by each subscriber
GUY PHILIP HARBEN Colbury House Colmore Southampton Director of Public Companies	One Share
CLEMENT IGNATIUS CASEY 29, Westbourne Terrace London, W.2 Wing Commander, R.A.F.	One Share
Total Shares taken	Two

DATED the 3rd day of September, 1943.

Witness to the above signatures:-

G. B. SANKEY
32, St. James's Place
London S.W.1,

Solicitor.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
SCA HOLDING LIMITED*

1.

- (A) In these articles "Table A" means Table A in the Schedule to the Companies (Table A to F) Regulations 1985 including any statutory modification or re-enactment thereof for the time being in force.
- (B) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 2, 3, 25, 41, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, 80, 81, 94, 95, 96, 97, 98, 110 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the articles of association of the Company.

INTERPRETATION

2. Regulation 1 of Table A shall be modified by the deletion of the definitions of "the Act". References to "the Act" in regulations in Table A that apply to the Company shall be replaced with references to the "Companies Acts" (as defined below). Regulation 1 of Table A shall also be modified by the addition of the following definitions:

"**2006 Act**" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"**Act**" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

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On 11th August, 1969, the name was changed to "REED PAPER GROUP LIMITED".

Name changed to "REED PAPER & BOARD (U.K.) LIMITED" by Companies Registration Office Certificate dated 25 July 1988.

Name changed to "SCA AYLESFORD LIMITED" by Companies Registration Office Certificate dated 1 February 1991.

"articles" means the articles of association of the Company;

"Auditors" means the auditors of the Company for the time being;

"Board" means the board of directors of the Company for the time being, and references to "meetings of the directors" shall be construed accordingly;

"Companies Acts" means the Act and the 2006 Act;

"Confidential Information" means all information:

- (a) which is confidential and which is used or otherwise relates to the business, customers, suppliers, financial, technical or other affairs of any member of the Group; or
- (b) which has been supplied to any member of the Group in confidence; or
- (c) in relation to which any member of the Group is bound by an obligation of confidence to a third party;

"Group" means the Company, its subsidiary undertakings and the parent undertakings, any subsidiary undertakings of the parent and any New Holding Company for the time being, and **"member of the Group"** and **"Group Company"** shall be construed accordingly;

"in writing" means in hard copy or, to the extent permitted by the Companies Acts, in any other form, including electronic form;

"Member" means a holder of shares of £1.00 each in the capital of the Company, carrying the rights set out in these articles;

"New Holding Company" means a holding company of the Company in which the share capital structure of the Company is replicated in all material respects;

"seal" means the common seal of the Company;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

and by the deletion of the final sentence and the addition of the following sentences:

"(A) Unless the context otherwise requires:

- (i) words and expressions to which a particular meaning is given by the Companies Acts (as in force at the relevant date), shall have the same meaning in the articles; and

Name changed to "SCA HOLDING LIMITED" by Companies Registration Office Certificate dated 4 February 1992.

- (ii) words and expressions to which a particular meaning is given by both the Act and the 2006 Act (as in force at the relevant date), shall have the meaning given by the 2006 Act,

except where the word or expression is otherwise defined in the articles.

- (B) References to any statutory provision or statute include all modifications thereto and all re-enactments thereof (with or without modification) and all subordinate legislation made thereunder in each case for the time being in force.
- (C) A Member is "present" at a meeting if the Member (being an individual) attends in person or if the Member (being a corporation) attends by its duly authorised representative, who attends in person, or if the Member attends by his or its duly appointed proxy, who attends in person."

PRIVATE COMPANY

- 3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES

- 4. The share capital of the Company is £50,210,000 divided into 50,210,000 shares of £1.00 each.
- 5.
 - (A) The directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities or other shares of the Company to such persons, at such times and generally on such terms and conditions and carrying such rights or being subject to such restrictions as the directors may determine. The authority hereby conferred shall, subject to section 80(7) of the Act and section 551(7) of the 2006 Act, be for a period expiring five years after the date of adoption of these articles unless renewed, varied or revoked by the Company in general meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date of adoption of these articles, or where the authority is renewed at the date of renewal.
 - (B) The directors shall be entitled under the authority conferred by sub-paragraph (A) of this article or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 6. The pre-emption provisions of section 89(1) of the Act and section 561 of the 2006 Act and the provisions of sub-sections (1) to (6) inclusive of section 90 of the Act and sub-

sections (1) to (6) inclusive of section 562 of the 2006 Act shall not apply to any allotment of the Company's equity securities.

7. Subject to the provisions of the Companies Acts, any shares in the capital of the Company may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

TRANSFER OF SHARES

8. If the directors refuse to register a transfer of shares in the Company they shall, as soon as reasonably practicable, and in any event within two months after the date on which the transfer is lodged with it, give the transferee notice of refusal to register the transfer together with its reasons for the refusal.

NOTICES

9. Every notice calling a general meeting shall comply with the provisions of Section 372(3) of the Companies Acts, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a general meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

PROCEEDINGS AT GENERAL MEETINGS

10. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
11. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed accordingly.
12. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be modified accordingly.
13. Subject to any rights or restrictions attached to any shares, on a show of hands every Member who is present in person or by a duly authorised representative, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote for every share of which he is the holder.
14. Any Corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class or Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

VOTES OF MEMBERS

15. Evidence of the fact that a proxy is duly appointed may be accepted by the directors less than 48 hours before the time appointed for the meeting but this power shall not prevent the directors from requiring that 48 hours notice be given in any given case; and Regulation 61 of Table A shall be construed accordingly.
16. Regulation 63 shall be amended by the substitution of the words "form of appointment" for the words "instrument" and the words "the form of" for the word "such" on the seventh line.
17. To the extent permitted by the 2006 Act, a Member may cast votes in advance by correspondence to the Company (in electronic form or by depositing at the office or such other place as is specified for that purpose in the notice convening the meeting).

DIRECTORS

18. A director need not hold any shares of the Company to qualify him as a director but he shall be entitled to receive notice of and attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company and Regulation 38 of Table A shall be modified accordingly.
19. If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a board meeting of the directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director.
20. The directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to section 80 of the Act and section 551 of the 2006 Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or any third party.
21. The office of director shall be vacated if the director:
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes disqualified from being a director by reason of any order made under the Company Directors Disqualification Act 1986 or otherwise so prohibited or disqualified under any statutory provision for the time being in force; or
 - (c) in the opinion of all his co-directors becomes incapable by reason of mental disorder of discharging his duties as director; or

- (d) subject as hereinafter provided resigns his office by notice in writing to the Company.
22. The Company may by ordinary resolution of which special notice has been given in accordance with the Companies Acts remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
23. Without prejudice to the powers of the directors under Regulation 79 of Table A the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
24. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any director from office or appoint any person to be a director. Such removal or appointment shall take effect forthwith upon delivery of the memorandum to the registered office of the Company or on such later date (if any) as may be specified therein.
25. (A) Any director may by notice in writing appoint (1) any other director, or (2) any other person who is approved by the board of directors as hereinafter provided to be his alternate (any such notice may be left at or sent by post or by electronic means to the office or such other address as may be given to him by the Company for that purpose); and every such alternate shall (subject to his giving to the Company an address, which shall include a fax number or an email address specified for the purpose, within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the directors and, in the absence from the board of the director appointing him, to attend and vote at meetings of the directors, and to exercise all the powers, rights, duties and authorities of the director appointing him. Provided always that no such appointment of a person other than a director shall be operative unless and until the approval of the directors by a majority consisting of not less than two-thirds of all the directors shall have been given and entered in the directors' minute book. A director may at any time revoke the appointment of an alternate appointed by him, and, subject to such approval as aforesaid, appoint another person in his place, and if a director shall die or cease to hold the office of director the appointment of his alternate shall thereupon cease and determine. A director acting as alternate shall have an additional vote at meetings of directors for each director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present. However, if the alternate director is a natural

person then that person must have attained the age of 16 years before his appointment as an alternate director of the Company becomes effective.

- (B) Every person acting as an alternate director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the director appointing him. The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the director appointing him.
26. The directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the directors may decide such appointment being (subject to these articles) for such fixed term or without limitation as to period and on such terms as they think fit and a director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of director from any cause *ipso facto* and immediately cease to hold such executive office.
27. A director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a director of the Company and article 21(d) hereof shall be interpreted accordingly.
28. The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these articles expressed to be vested in the directors generally, and Regulation 89 of Table A shall be modified accordingly. At all times the Company shall have at least one director who is a natural person. A natural person shall have attained the age of 16 years before his appointment as a director of the Company becomes effective.
- (A) The contemporaneous linking together by telephone or other means of a number of the directors not less than the quorum wherever in the world they are, shall be deemed to constitute a meeting of the directors so long as the following conditions are met:
- (i) All the directors for the time being entitled to receive notice of any meeting of the directors (including any alternate for any director) shall be entitled to notice of any meeting by telephone or other means of communication and to be linked by telephone or other means for the purpose of such meeting. Notice of such meeting may be given by telephone;

- (ii) Each of the directors taking part must be able to hear each of the other directors taking part subject as hereinafter mentioned throughout the meeting;
- (iii) At the commencement of the meeting each director must acknowledge his presence to all the other directors taking part;
- (iv) Unless he has previously obtained the consent of the Chairman of the Meeting, a director may not leave the meeting by disconnecting his telephone or other means of communication and shall be conclusively presumed to have been present and have formed part of the quorum throughout the meeting. The meeting shall be deemed to have been validly conducted notwithstanding that a director's telephone or other means of communication is accidentally disconnected during the meeting, and the proceedings thereof shall be deemed to be as valid as if the telephone or other means of communication had not been disconnected;
- (v) A minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by a director who was party to the proceedings.

DIRECTORS INTERESTS

29. A director shall be authorised for the purposes of section 175 of the 2006 Act to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also:
- (a) holds office as a director of any Group Company;
 - (b) holds any other office, employment or engagement with any other Group Company;
 - (c) participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other Group Company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme); or
 - (d) is interested directly or indirectly in any shares or debentures (or any rights to acquire shares or debentures in the Company or in any other Group Company).
30. A director for the time being appointed to the Board or any committee of the Board pursuant to these articles shall be authorised for the purposes of sections 174(2) and 175 of the 2006 Act to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also:
- (a) holds office as a director of a shareholder of the Company or of a portfolio company of such shareholder;

- (b) holds any other office, employment or engagement with a shareholder of the Company or a portfolio company of such shareholder; or
 - (c) is interested directly or indirectly, including for the avoidance of doubt, by virtue of any co-investment scheme in any shares or debentures (or any right to acquire shares or debentures) in a shareholder or a portfolio company of such shareholder.
- 31. A director for the time being appointed to the Board pursuant to these articles shall be authorised for the purposes of sections 173(2) and 175 of the 2006 Act to act or continue to act as a director of the Company notwithstanding his role as a representative of the shareholders (or any one of them) for the purposes of monitoring and evaluating their investment in the Company or any Group Company. Without limitation, such director shall be authorised for the purposes of sections 173(2) and 175 of the 2006 Act to:
 - (a) attend and vote at meetings of the directors (or any committee thereof) at which any relevant matter will or may be discussed and receive board papers relating thereto; and
 - (b) receive Confidential Information and other documents and information relating to the Company and/or the Group Company and use and apply such information in performing his duties as a director or officer of, or consultant to or employee of a shareholder and disclose that information to the shareholder.
- 32. For the avoidance of doubt, except as otherwise expressly permitted by these articles, or in the proper performance of his duties to the Company under the 2006 Act, article 31 does not authorise the relevant director to disclose Confidential Information.
- 33. The Board may authorise any matter proposed to it which would, if not so authorised, involve a breach of duty by director under section 175 of the 2006 Act.
- 34. Any authorisation under article 33 will be effective only if:
 - (a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other director interested in the matter under consideration; and
 - (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- 35. The Board may give any authorisation under article 33 above upon such terms as it thinks fit. The Board may vary or terminate any such authorisation at any time.
- 36. For the avoidance of any doubt and without prejudice to the remainder of these articles or the Companies Acts, the Company may authorise (specifically or generally) any matter proposed to it which would, if not so authorised, involve a breach of duty by a director under section 175 of the 2006 Act. Such authorisation shall be effected:

- (a) with the consent in writing of the holders of more than 50 per cent. of the ordinary shares for the time being in issue; or
- (b) by an ordinary resolution,

and shall constitute "authorisation by the Members" for the purposes of these articles of association.

37. For the purposes of these articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties and interests includes both direct and indirect interests.

38. A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. In particular, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 (inclusive) of the 2006 Act if he:

- (a) fails to disclose any such information to the Board or to any director or other officer or employee of, or consultant to, the Company; or
- (b) does not use or apply any such information in performing his duties as director of the Company.

39. However, to the extent that his relationship with that other person gives rise to a conflict of interest or a potential conflict of interest, this article 39 applies only if the existence of that relationship has been authorised pursuant to articles 29 or 30 or authorised by the Board pursuant to article 33 or authorised by the Members, and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the 2006 Act if, at his discretion or at the request or direction of the Board or any committee of the Board he:

- (a) absents himself from a meeting of directors (or a committee thereof) at which any matter relating to the conflict of interest or potential conflict of interest will or may be discussed or from the discussion of any such matter at a meeting of directors or otherwise; or
- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or potential conflict of interest sent or supplied by or on behalf of the Company or for such documents and information to be received and read by a professional adviser on his behalf,

for so long as he reasonably believes such conflict of interest (or potential conflict of interest) subsists.

40. The provisions of articles 29, 30, 33 and 38 are without prejudice to any equitable principle or rule of law which may excuse the director from:

- (a) disclosing information, in circumstances where disclosure would otherwise be required under these articles, or
- (b) attending meetings or discussions or receiving documents and information as referred to in article 31, in circumstances where such attendance or receipt would otherwise be required under these articles.

THE SEAL

41. The directors or a committee of directors authorised by the directors may by telephone or telex communication or by facsimile reproduction authorise the secretary or any director to use the seal and the transmission of such authority shall constitute a determination in such case that the secretary or the named director alone may sign any instrument to which the seal is to be affixed pursuant to that authority, and Regulation 101 of Table A shall be modified accordingly.

RESERVES

42. The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

CAPITALISATION OF PROFITS

43. The directors may with the authority of an ordinary resolution:
- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve), or any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;
 - (b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount of the ordinary share capital (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other; provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may,

for the purposes of this article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;

- (c) resolve that any shares allotted under this article to any Member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;
- (d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the directors think fit for the case of shares or debentures becoming distributable under this article in fractions;
- (e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of the profits or sum so resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on shares held by them respectively any agreement made under such authority being thereupon effective and binding on all such Members; and
- (f) generally do all acts and things required to give effect to such resolution as aforesaid.

NOTICES AND COMMUNICATIONS

- 44. Save where these articles expressly require otherwise, any notice, document or information to be sent or supplied by the Company may be sent or supplied in accordance with the 2006 Act (whether authorised or required to be sent or supplied by the Acts or otherwise) in hard copy form or in electronic form.
- 45. A notice, document or information sent or supplied by electronic means to an address specified for the purpose by the Member is deemed to have been given to or received by the intended recipient 2 hours after it was sent, and in proving service it is sufficient to prove that the communication was properly addressed and sent.

PROVISION FOR EMPLOYEES

- 46. The Company shall exercise the powers conferred upon it by section 719 of the Act and section 247 of the 2006 Act only with the prior sanction of a special resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of a special resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of section 125 of the Act and section 334 and Part 17 Chapter 9 of the 2006 Act.

INDEMNITIES

47. Every director, Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 1157 of the 2006 Act in which relief is granted to him by the court.