

**Company Number: 02398420**

**THE COMPANIES ACTS 1985 AND 1989**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTION IN WRITING**

**OF**

**CROWN SPECIALITY PACKAGING UK PLC**

**Passed April 6 ,2004**

Pursuant to regulation 53 of Table A (as prescribed by regulations made pursuant to the Companies Act 1985), we, the undersigned, being all the members, in respect of each class of shares, entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY UNANIMOUSLY AGREE that the following resolutions be passed as ordinary resolutions of the Company:-

**ORDINARY RESOLUTIONS IN WRITING**

1. **THAT** the authorised share capital of the Company be increased from £21,501,000 to £49,501,000 by the creation of an additional 28,000,000 Non Voting Ordinary Shares of £1 each ranking pari passu in all respects with the existing Non Voting Ordinary Shares in the Company.
2. **THAT** the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate amount of £28,000,000 for a period expiring (unless previously varied, renewed or revoked by the Company in general meeting) on 1<sup>st</sup> January 2005, but the Company may make an offer or agreement which would require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.

The written resolutions in paragraphs 1 and 2 take effect as ordinary resolutions.

John Davidson

For and on behalf of  
Crown Packaging UK PLC

John Davidson

For and on behalf of  
CarnaudMetalbox Group  
UK Limited