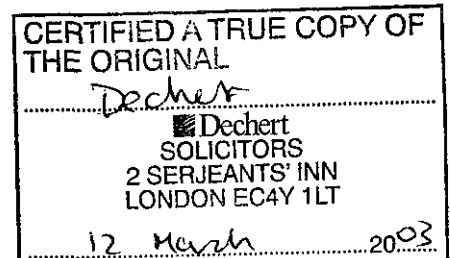


Company Number: 2398420

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
SPECIALITY PACKAGING (UK) PLC
(the "Company")**



Passed 24 February 2003

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 resolution set out below, HEREBY UNANIMOUSLY AGREE that the following resolution be passed as an ordinary resolution of the Company:-

ORDINARY RESOLUTION

1. That the participation by the Company in the Proposed Arrangements (as defined in the minutes of a meeting of the board of directors of the company, dated 24 February 2003) contemplated by and as set out in the Transaction Documents (as defined in the minutes of a meeting of the board of directors of the company, dated 24 February 2003) are hereby approved and ratified. The Members are unanimously of the opinion that the Company's participation in the Proposed Arrangements is in the best interests of the Company, within the powers of the Company, within the authority of the Directors and is incidental to the attainment of the Company's objects.



John Davidson

JOHN DAVIDSON as attorney for
CARNAUDMETALBOX PLC

John Davidson

JOHN DAVIDSON as attorney for
CARNAUDMETALBOX GROUP UK LIMITED