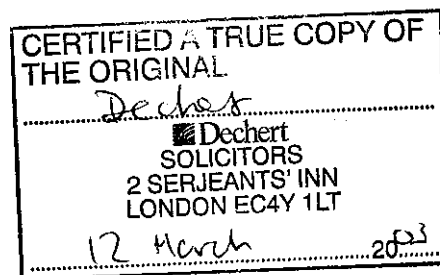


Company Number: 2398420

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

SPECIAL RESOLUTIONS

1. That the articles of association of the Company be altered by the insertion of the following new regulation 12a:

"12a

Notwithstanding article 12 and any other provisions of the articles of association, the directors shall promptly upon receipt of a duly stamped and executed stock transfer form together with the relevant share certificates, register any transfer of shares in the Company which is:

- (A) to any bank or institution to whom those shares have been charged by way of security, or to any nominee of such bank or institution; or



(B) made by any bank or institution to whom those shares have been charged by way of security, or made by an nominee of such bank or institution.”

2. That clause 4(d) of the memorandum of association of the Company be entirely deleted and the following clause 4(d) be inserted in its place:

“4(d)

To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the company or by both such methods, the performance of the obligations and the payment of capital or principal (together with any premium) of and dividends or interest on any debenture stock, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company’s holding or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.”

John Davidson

JOHN DAVIDSON as attorney for
CARNAUDMETALBOX PLC

John Davidson

JOHN DAVIDSON as attorney for
CARNAUDMETALBOX GROUP UK LIMITED