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THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

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01/08/2008

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COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION
of
AMCOR FLEXIBLES WINTERBOURNE LIMITED

- 1* The Company's name is "Amcor Flexibles Winterbourne Limited"
- 2 The Company is to be a private company
- 3 The Company's registered office is to be situated in England and Wales.
- 4 The Company's objects are:

(a) to carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable;

(b) to co-ordinate the administration, policies, management, supervision, control, research, planning, trading and any and all other activities of and to act as financial advisers and consultants to any company or companies or group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and to perform

26 January 1990 name changed to DRG Flexible Packaging Limited. 4 January 1993 name changed to DRG Medical Packaging Limited. 1 September 1995 name change to Rexam Medical Packaging Limited. 4 November 2003 named changed to Amcor Flexibles Winterbourne Limited.

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;

- (c) to carry on generally, whether wholesale or retail, all or any of the businesses of stationers, printers, type-founders, lithographers, photographers and photographic art printers, engravers, die sinkers, envelope and paper bag manufacturers, ink, colour and varnish manufacturers, bookbinders, account book and stationery manufacturers, machine rulers, numerical printers, cardboard manufacturers, carton and box manufacturers, users of stamping and embossing processes, manufacturers of advertising and presentation novelties, fancy goods dealers, makers of shop fittings, manufacturers of all articles for packing or advertising goods, dealers in stamps, booksellers, publishers, newsagents, paper makers, waste paper dealers, advertising agents, agents for the registration of trademarks and designs, dealers in pictures, designs and copyrights, warehousemen and general merchants;
- (d) to buy sell, exchange, manufacture, let on hire, repair, alter, improve, manipulate, treat, and generally deal in all kinds of plant, machinery, apparatus, tools utensils, products, materials, substances, articles and things whatsoever, which shall be capable of being used for the purpose of any of the above businesses, or likely to be acquired by customers of any such business;
- (e) to carry on any trade or business (whether manufacturing or otherwise) which may seem to the Company capable or being conveniently carried on in connection with or by way of extension of any business of the Company or any of its objects, or which it may be advisable to undertake with a view to developing, rendering valuable, or turning to account, any property, real or personal, belonging, to the Company, or in which the Company may be interested;
- (f) to purchase, sell exchange, improve, mortgage, charge rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold or leasehold land, buildings or other property, chattels, and effects, and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings;
- (g) to apply for, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, trade-marks, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same, and to undertake research work and expend money in experimenting upon and testing and in improving or seeking to improve any products, processes, patents, inventions or rights which the Company or any other company in

which the Company is interested may acquired or propose to acquire;

- (h) to sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents, or stocks, shares, debenture, debenture stock or other obligations of any other company;
- (i) to acquire and undertake on any terms, and subject to any conditions, the whole or any part of the issued share capital, business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company;
- (j) to amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company;
- (k) to carry on any business or branch of a business which the Company is authorised to carry on by means, or through the agency of, any company which is a subsidiary of the Company and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business;
- (l) to promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable;
- (m) to give all descriptions of guarantees and indemnities;
- (n) to subscribe for, underwrite, purchase, or otherwise acquire and to hold, dispose of, and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits 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 provided that the Company shall in no circumstances be empowered to carry on business as to act as stock and share brokers of any kind;
- (o) to borrow and raise money in any manner and on any terms;
- (p) for any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking,

property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the capital, original or increased, of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money;

- (q) to make, draw, accept, endorse, discount, negotiate, execute, and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise;
- (r) to lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies;
- (s) to undertake and transact all kinds of trust and agency business;
- (t) to procure the Company to be registered or recognised in any foreign country or place;
- (u) to grant donations, pensions, gratuities, allowances, benefits or emoluments to any employees or ex-employees and to officers and ex-officers (including directors and ex-directors) of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs funds and trusts which may be considered to benefit any such persons or otherwise advance the interest of the Company or of any such other company as aforesaid or of its members and to make payments for or towards the insurance of any such persons as aforesaid and subscriptions or guarantees of money for charitable or benevolent objects of for any exhibition or for any public, general or useful object, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees, and to lend money to the Company's employees (including any director holding a salaried employment or office in the Company) to enable them to purchase shares of the Company or its holding company, and to formulate and carry into effect any scheme for sharing the profits of the Company or its holding company or any other subsidiary company of the holding company with its employees or any of them;
- (v) subject to and in accordance with a due compliance with the provisions of sections 155 to 158 (inclusive) of the Act (and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152 (1) (a) of the Act) for any such purchase as is specified in section 151 (1) and/or section 151 (2) of the Act;

- (w) to pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company;
- (x) to enter into any arrangements with any governments or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government authority, or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same;
- (y) to do anything by this memorandum of association authorised in any part of the world and 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 distribute among the members of the Company in specie any property of the Company;
- (bb) to do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (a) that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

5. The liability of the Members is limited.

*6. The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 each.

* By Special Resolution passed on 26 February 1990 the share capital of the Company was increased from £1,000 to £11,500,000 by the creation of 11,499,000 ordinary shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of Shares taken by each Subscriber
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1. Instant Companies Limited 2, Baches Street London N1 6UB	One
2. Swift Invorporations Limited 2, Baches Street London N1 6UB	One
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Total Shares taken	Two

Dated 1st day of August 1989

WITNESS to the above signatures:

Terry Jayne
2, Baches Street
London N1 6UB

Company No 2456291

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

AMCOR FLEXIBLES WINTERBOURNE LIMITED

(Adopted by Special Resolution
passed on *26th March* 1992)

PRELIMINARY

- 1 Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, shall apply to the Company. References herein to Table A are references to the said Table A. None of the regulations referred to in Section 31 (8) (b) of the Companies Consolidation (Consequential Provisions) Act 1985 shall apply to the Company.
- 2 These Articles and those regulations incorporated herein shall take effect subject to the requirements of the Companies Act 1985 ("the Act") and of every other Act for the time being in force affecting the Company (hereinafter referred to as "the Statutes")

SHARE CAPITAL

- 3 (A) Save as provided by contract or these Articles to the contrary and if and to the extent permitted by or pursuant to the Statutes (including, without limiting the foregoing, by any authority of the Company for the purposes of Section 80 of the Act), all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper.

- (B) The Directors are generally and unconditionally authorised (for the purposes of Section 80 of the Act) at any time or times during a period of five years from the date of the adoption of these Articles to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date
- (C) At the expiry of such period of five years, the authority contained in paragraph (B) shall expire but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authority and shall allow the Directors to allot shares and grant rights pursuant to any such offer or agreement as if such authority had not expired
- (D) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in Section 94 of the Act) is excluded

SHAREHOLDER'S RESOLUTIONS

- 4. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the members of the Company who would be entitled to vote upon it if it had been duly proposed at a general meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting of the Company (as the case may be) duly convened and held Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a Director thereof or by a duly appointed representative) Regulation 53 of Table A shall not apply

VOTE OF MEMBERS

- 5 (A) Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A Regulation 54 of Table A shall be deemed to be modified accordingly
- (B) In Regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted

DIRECTORS

- 6 (A) The holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the Ordinary Shares of the Company for the time being in issue and, in the case of a body corporate holding any such shares, the signature of any one of its Directors or its duly appointed representative shall suffice Any such appointment or removal shall take effect on and from the time at which it is lodged at the office
- (B) In addition to the circumstances set out in Regulation 81 of Table A, the office of a Director shall be vacated if he is removed from that office in accordance with this Article
- (C) The Directors shall have power at any time and from time to time to appoint any person who is willing to act to be a Director, either to fill a casual vacancy or as an addition to the existing Directors
- (D) The Directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply

ALTERNATE DIRECTORS

- 7 In addition to the persons mentioned in Regulation 65 of Table A, any Director may appoint a Director of any holding company of the Company or of any other subsidiary of any such holding company or any person approved by a majority of the other Directors to act as an alternate Director

Any such person appointed as an alternate Director shall vacate his office as an alternate Director:

- (i) if and when the Director by whom he has been appointed vacates office as a Director,
- (ii) if the Director by whom he has been appointed removes him by written notice to the Company; or
- (iii) in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such

Regulation 67 of Table A shall not apply

PROCEEDINGS OF DIRECTORS

- 8 A Director who is in any way directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or agreement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure, a Director may vote as a Director on any resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such resolution or matter is under consideration, and Regulations 94 to 96 of Table A shall not apply.
9. Regulation 93 of Table A (written resolutions of Directors) shall apply as if the word "signed" included "approved by letter, telex, facsimile transmission or cable"
- 10 Any Director or a member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone, radio or televisual communication whereby all the persons participating in the meeting hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.

NOTICES

- 11 Regulation 112 of Table A shall apply as if the last sentence thereof were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not apply therein
- 12 Proof that
- (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available), or
 - (b) a telex or facsimile transmission setting out the terms of the notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given when the envelope containing it was so posted or, in the case of telex or facsimile transmission, when so despatched. Regulation 115 of Table A shall not apply

Company Number
2456291

The Companies Act 1985

Company Limited by Shares

Resolution

of

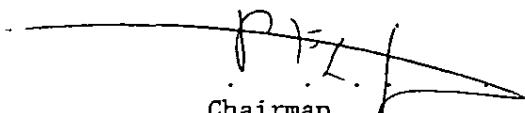
DRG FLEXIBLE PACKAGING LIMITED

(passed on 26th March, 1992)

At an extraordinary general meeting of the Company duly convened and held at 236 Grays Inn Road, London WC1 on 26th March, 1992 the following resolution was duly passed as a special resolution of the Company.

SPECIAL RESOLUTION

That the regulations set out in the printed document submitted to the meeting and for the purpose of identification initialled by the chairman be adopted as the articles of association of the Company in substitution for all existing articles of association of the Company


Chairman

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