

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* HACKREMCO (NO.824) LIMITED

* insert full
name of Company

I, HACKWOOD SECRETARIES LIMITED
of Barrington House
59-67 Gresham Street
London EC2V 7JA

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~person engaged in the formation of the company~~
[person named as ~~director~~ or secretary of the company in the statement delivered to the registrar under
section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above
company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at Barrington House
59-67 Gresham Street
London EC2V 7JA

Declarant to sign below

the 2nd day of April
One thousand nine hundred and ninety-three
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

[Signature]
For and on behalf of
Hackwood Secretaries
Limited

Presentor's name address and
reference (if any): (RJA)

HACKWOOD SECRETARIES LIMITED
BARRINGTON HOUSE
59-67 GRESHAM STREET
LONDON EC2V 7JA
071-606 7080

For official Use

New Companies Section

Post room



**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

☐ CNFor official use ☐

HACKREMCO (NO.824) LIMITED

Registered office of the company on
incorporation.☐ RO

c/o Hackwood Secretaries Limited

Barrington House, 59-67 Gresham Street

Post town London

County/Region

Postcode EC2V 7JA

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.☒ X

Name LINKLATERS & PAINES

☐ RA

Barrington House

59-67 Gresham Street

Post town London

County/Region

Postcode EC2V 7JA

Number of continuation sheets attached ☐To whom should Companies House
direct any enquiries about the
information shown in this form?

RJA

HACKWOOD SECRETARIES LIMITED

BARRINGTON HOUSE

59-67 GRESHAM STREET

LONDON EC2V 7JA

071-6067000

Postcode

Telephone

Extension

Company Secretary (See notes 1 - 5)Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS**

HACKWOOD SECRETARIES LIMITED

AD

Barrington House

59-67 Gresham Street

Post town London

County/Region

Postcode EC2V 7JA

Country

I consent to act as secretary of the company named on page 1

Signed For and on behalf of

Date 26 MAR 1993

Hackwood Secretaries Limited

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details****Consent signature****CD**

HACKWOOD DIRECTORS LIMITED

AD

Barrington House

59-67 Gresham Street

Post town London

County/Region

Postcode EC2V 7JA

Country

DONationality **NA****OG****OD**

None other than in dormant companies being companies

within the meaning of Sec.250(3) of the Companies Act 1985

I consent to act as director of the company named on page 1

Signed For and on behalf of

Date 26 MAR 1993

Hackwood Directors Limited

Directors (continued)

(See notes 1 - 5)

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	
AD	
Post town	
Courty/Region	
Postcode	Country
DD	Nationality NA
OC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

Delete if the form
is signed by the
subscribers.

Linklaters & Paine
LINKLATERS & PAINES
BARRINGTON HOUSE
59-67 GRESHAM ST.
LONDON EC2V 7JA
071-606 7080

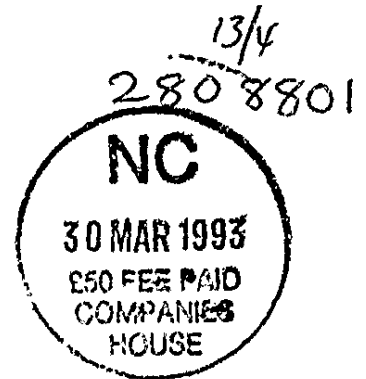
Signature of agent on behalf of all subscribers Date **26 MAR 1993**

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

M. A. S. I. G.
INC 81329 A441
THE COMPANIES ACT 1985



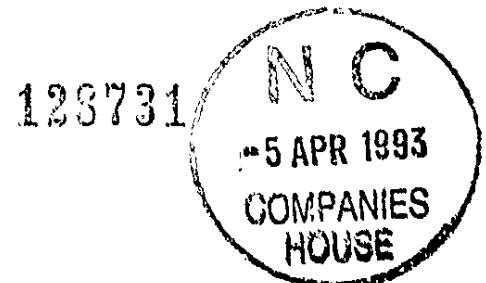
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HACKREMCO (NO.824) LIMITED

- 1 The Company's name is "HACKREMCO (NO.824) LIMITED".
- 2 The Company's registered office is to be situate in England and Wales.
- 3 The Company's objects are:-
 - 3.1 To carry on all or any of the businesses of manufacturers, importers, exporters, wholesalers, retailers, buyers, sellers, distributors and shippers of, and dealers in any products, goods, wares, merchandise and produce of any kind, general merchants and traders, cash, discount, mail order and credit traders, manufacturers' agents and representatives, insurance consultants and brokers, estate agents, mortgage brokers, financial agents, consultants, managers and administrators, hire purchase and general financiers; to participate in, undertake, perform and carry on all types of commercial, industrial, trading and financial operations and enterprises and all kinds of agency business; to carry on all or



any of the businesses of marketing, business and management consultants, advertising agents, printers and publishers; railway, shipping and forwarding agents, storekeepers, warehousemen, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor or other vehicles, craft, plant, machinery, tools and equipment of all kinds.

3.2 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.

3.3 To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.

3.4 To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.

3.5 To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.

3.6 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

3.7 To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.

3.8 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

3.9 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

3.10 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 all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

3.11 To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

3.12 To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the

uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

3.13 To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

3.14 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 shares or other securities, whether fully or partly paid up.

3.15 To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.

3.16 To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

3.17 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or

any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

3.18 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

3.19 (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability

incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or "pension fund" and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.

3.20 To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised, and consent required, by law.

3.21 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, subsidiary companies or otherwise, and either alone or in conjunction with others.

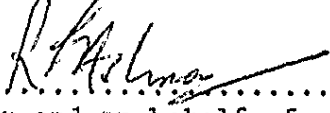
3.22 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

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 any way 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 £100 divided into 100 shares of £1 each.

We, the Subscriber to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the Share shown opposite our name.

NAME AND ADDRESS OF SUBSCRIBER	Number of Shares taken
Hackwood Secretaries Limited Barrington House, 59-67 Gresham Street, London EC2V 7JA.  For and on behalf of Hackwood Secretaries Limited	One
Total Shares taken:	One

DATED ~~26 March 1993~~ ^{EP} 1 April 1993

WITNESS to the above Signature:-


Barrington House,
59-67 Gresham Street,
London EC2V 7JA.

Secretary

THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

ARTICLES OF ASSOCIATION

OF

HACKREMCO (NO.824) LIMITED

PRELIMINARY

1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

2 The share capital of the Company at the date of incorporation is £100 divided into 100 Ordinary Shares of £1 each.

3 (A) Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

(B) (i) Pursuant to and in accordance with Section 80 of the Companies Act 1985 the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of incorporation of the Company all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £100;

(ii) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period;

(iii) words and expressions defined in or for the purposes of the said Section 80 shall bear the same meanings in this Article.

PROCEEDINGS AT GENERAL MEETINGS

4 In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as extended) shall apply mutatis mutandis to resolutions in writing of any class of members of the Company.

5 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the

G17RJA 744

meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

6 The Directors shall not be less than one in number. Regulation 64 shall be modified accordingly.

ALTERNATE DIRECTORS

7 (A) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director, his voting rights shall be cumulative but he shall not be counted more than once for the purposes of the quorum. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director, nor shall he be deemed to be a Director for the purposes of these Articles, nor shall he be deemed to be the agent of his appointor. Regulations 66 and 69 shall not apply.

(B) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent

G17RJA 744

mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

DELEGATION OF DIRECTORS' POWERS

8 In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to committees consisting of one or more Directors and (if thought fit) one or more other named persons or persons to be co-opted as hereinafter provided. Insofar as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee but so that (a) the number of members who are not Directors shall be less than one-half of the total number of members of the committee and (b) no resolution of the committee shall be effective unless passed by a majority including at least one member of the committee who is a Director. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

9 The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 and the second and third sentences of Regulation 79 shall not apply, and other references in the said Table A to retirement by rotation shall be disregarded.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

10 The office of a Director shall be vacated in any of the events specified in regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

REMUNERATION OF DIRECTORS

11 Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

12 On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

INDEMNITY

13 (A) Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or

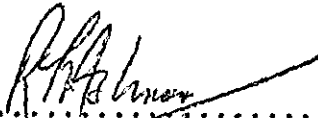
exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

(B) Without prejudice to the provisions of Regulation 87 or paragraph (A) of this Article, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of any Relevant Company (as defined in paragraph (C) of this Article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme.

(C) For the purpose of paragraph (B) of this Article, "Relevant Company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body.

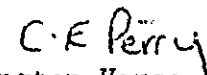
NAME AND ADDRESS OF SUBSCRIBER

Hackwood Secretaries Limited
Barrington House,
59-67 Gresham Street,
London EC2V 7JA.


.....
For and on behalf of
Hackwood Secretaries Limited

DATED ~~26 March~~^{CEP} 1 April 1993

WITNESS to the above Signature:-


Barrington House,
59-67 Gresham Street,
London EC2V 7JA.

Secretary

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2808801

I hereby certify that

HACKREMCO (NO.824) LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 13 APRIL 1993

an authorised officer

050793
C.G.E

FE: PAID
£50 NC
COMPANIES HOUSE

SPECIAL RESOLUTION

THAT the name of the Company be changed to "SIDLAW FLEXIBLE PACKAGING LIMITED".

For and on behalf of
Hackwood Secretaries Limited

COMPANIES
JUL 5 1903
I.L.C.
HOUSE

3 -

88064037
of 42000

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2808801

The Registrar of Companies for England and Wales hereby certifies that

HACKREMCO (NO.824) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

SIDLAW FLEXIBLE PACKAGING LIMITED

Given at Companies House, London, the 5th July 1993

A handwritten signature in black ink, appearing to read 'C Carr'.

MR. C. CARR

For The Registrar Of Companies



C O M P A N I E S H O U S E

**Notice of accounting reference date**
(to be delivered within 9 months of
incorporation)**224**Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

2808801

Name of company

* SIDLAW FLEXIBLE PACKAGING LIMITED

* insert full name
of companygives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 0 0 9

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

FOR AND ON BEHALF OF
HACKWOOD SECRETARIES LIMITED

Designation† Secretary

Date 5 JUL 1986

Presentor's name address
telephone number and reference (if any):
(BEL)HACKWOOD SECRETARIES LIMITED
BARRINGTON HOUSE
59-67 GRESHAM STREET
LONDON EC2V 7JA
071-606 7000For official use
D.E.B.

Post room.



COMPANIES FORM No. 123

**Notice of Increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []

2808801

Name of company

* SIDLAW FLEXIBLE PACKAGING LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26 AUGUST 1993 the nominal capital of the company has been
increased by £ 15,718,011 beyond the registered capital of £ 100.

5 the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.5

The conditions (eg. voting rights, dividend rights, winding-up rights etc) subject to which the new
shares have been or are to be issued are as follow:

Pari passu the existing shares of £1 each.

Please tick here if
continued overleaf

☐

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

[Signature]

Designation†

Secretary

Date

6 9 93

Presenter's name address and
reference (if any):

LINKLATERS & PAINES (WDMB)
BARRINGTON HOUSE
59-67 GRESHAM STREET
LONDON
EC2V 7JA

For official Use
General Section

Post room



No. 2808801

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

SIDIAW FLEXIBLE PACKAGING LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 26 August 1993 at Nethergate Centre, Dundee DD1 4BR the following Resolution was duly passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

THAT:-

1.1 the authorised share capital of the Company is hereby increased from £100 to £15,719,011 by the creation of a further 15,718,011 Ordinary Shares of £1 each;

1.2 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of 5 years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £15,719,010;



1.3 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and

1.4 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this Resolution.

L. B. S. ...

Chairman

THIS COPY RESOLUTION AMENDS THE COPY RESOLUTION PREVIOUSLY SUBMITTED
(STAMPED 9 SEPTEMBER 1993).

No. 2808801

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

SIDLAW FLEXIBLE PACKAGING LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 26 August 1993 at Nethergate Centre, Dundee DD1 4BR the following Resolution was duly passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

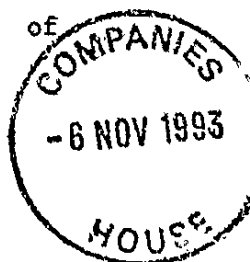
THAT:-

1.1 the authorised share capital of the Company is hereby increased from £100 to £15,719,011 by the creation of a further 15,718,911 Ordinary Shares of £1 each;

1.2 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of 5 years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £15,719,010;

G17ART2993

- 1 -



1.3 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and

1.4 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this Resolution.

L. N. B. ...

Chairman

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

THIS FORM 123 AMENDS THE FORM 123 PREVIOUSLY SUBMITTED
(STAMPED 9 SEPTEMBER 1993)

To the Registrar of Companies

For official use

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

--	--	--	--

2808801

Name of company

* SIDLAW FLEXIBLE PACKAGING LIMITED

* insert full name
of companygives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26 AUGUST 1993 the nominal capital of the company has beenincreased by £ 15,718,911 beyond the registered capital of £ 100.§ the copy must be
printed or in some
other form approved
by the registrar

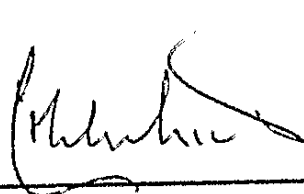
A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

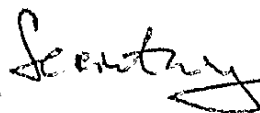
Pari passu the existing shares of £1 each.

Please tick here if
continued overleaf☐† insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



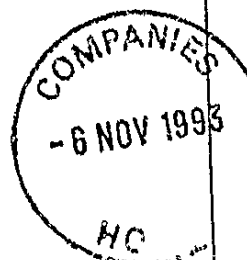
Designation: §



Date 1st November 1993

Presentor's name address and
reference (if any):LINKLATERS & PAINES (WDMB)
BARRINGTON HOUSE
59-67 GRESHAM STREET
LONDON
EC2V 7JAFor official Use
General Section

Post room



FILE COPY



CERTIFICATE OF REGISTRATION

OF ORDER OF COURT

ON CANCELLATION OF SHARE PREMIUM ACCOUNT

Company No. 2808801

Whereas SIDLAW FLEXIBLE PACKAGING LIMITED

having by Special Resolution cancelled its share premium account as confirmed by an Order of the High Court of Justice, Chancery Division

dated the 15th September 1993

Now therefore I hereby certify that the said Order was registered pursuant to section 138 of the Companies Act 1985 on the 16th September 1993

Given at Companies House, Cardiff, the 30th September 1993

A handwritten signature in black ink, appearing to read 'M. B. May'.

M. B. MAY (MRS.)

For The Registrar Of Companies



C O M P A N I E S H O U S E

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

MR JUSTICE CHADWICK

Wednesday the 15th day of September 1993



IN THE MATTER

of

SIDLAW FLEXIBLE PACKAGING LIMITED

- and -

IN THE MATTER

of

THE COMPANIES ACT 1985

UPON THE PETITION of Sidlaw Flexible Packaging Limited (hereinafter called the "Company") whose registered office is situate at Plumtree Court, London EC4A 4HT

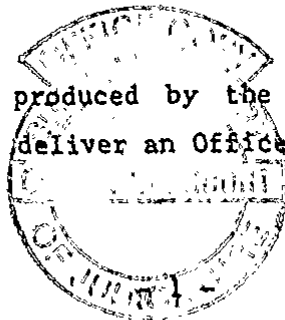
UPON HEARING Counsel for the Company

UPON READING the documents recorded on the Court file as having been read

THE COURT CONFIRMS the cancellation of the amount of £25,000,000 standing to the credit of the Share Premium Account of the Company resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the Company held on 19 August 1993

AND IT IS ORDERED

- (1) that this Order be produced by the Company to the Registrar of Companies and that it deliver an Office Copy hereof to him



G17ART 3081



- (2) that notice of the registration by the Registrar of Companies of this Order be published by the Company once in "The Times" newspaper within 21 days after such registration

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

MR JUSTICE CHADWICK

15th September 1993

Re: SIDLAW FLEXIBLE PACKAGING LIMITED

- and -

RE: THE COMPANIES ACT 1985

ORDER

LINKLATERS & PAINES (MAS/TDAP)

Barrington House
59-67 Gresham Street
London EC2V 7JA

Tel 071 606 7080

No. 2808801

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF
SIDLAW FLEXIBLE PACKAGING LIMITED

Date of the Resolution : 19 August 1993

The following Resolution which would otherwise have been required to be passed as a Special Resolution, was agreed to as a written resolution of the Company in accordance with Section 318A of the Companies Act 1985 (as amended) and became effective in accordance with Section 318A of that Act on 19 August 1993 :-

"That the Share Premium Account of the Company be cancelled"

COLIN NICHOL

.....

Secretary

No: 2808801

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

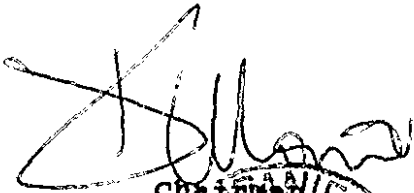
ELECTIVE RESOLUTIONS

of

SIDLAW FLEXIBLE PACKAGING LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 17th December 1993 at Nethergate Centre, Dundee, the following Resolutions were duly passed as elective resolutions in accordance with Section 379A of the Companies Act 1985 (as amended):-

1. THAT in accordance with Sections 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings for the year 1994 and subsequent years.
2. THAT in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial year ending 30th September 1994 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting.
3. THAT in accordance with Sections 379A and 386 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial year ending 30th September 1994 and subsequent financial years to dispense with the obligation under Section 384 of the Act to appoint auditors annually.


CHARTERED
COMPANIES
PR7
24 DEC 1993
HOUSE

WRITTEN RESOLUTION OF THE SOLE MEMBER OF
SIDLAW FLEXIBLE PACKAGING LIMITED

We, the undersigned, being the sole member of the above-named Company hereby resolve, in accordance with Regulation 53 of Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 which regulation is incorporated in the Articles of Association of the Company as follows:-

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and are hereby altered by:-

- 1 renumbering Articles 12 and 13 as Articles 13 and 15 respectively;
- 2 inserting a new Article 12:

"12 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum. Regulation 89 shall be altered accordingly.";

- 3 inserting a new Article 14:

"14 All or any of the Directors may participate in a meeting of the Board of Directors, or any committee of the Directors, by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear each other. A person so participating and who would be entitled to attend a meeting of the Board, or any committee of the Directors, and to vote and count in the quorum thereof



shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those so participating is assembled or, if there is no such group, where the person or persons participating in the meeting and carrying the largest number of voting rights exercisable at that meeting is or are present, or if no such person is, or persons are, present, where the Chairman of the meeting is present and the word "meeting" shall be construed accordingly.";

- 4 inserting a new Article 16 under the new heading "OVERRIDING PROVISIONS":

"16 Whenever Sidlaw Group plc (hereinafter called "the Parent Company"), or any subsidiary undertaking of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

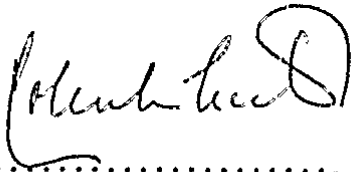
(a) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

(b) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

(c) any or all powers of the Directors shall be restricted in such respects and to such extent as the

Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors."



.....

For and on behalf of
Sidlaw Group plc

..17th December 1993..

Date