

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SMURFIT KAPPA CORRUGATED LIMITED

(Company Number: 3051244)

CIRCULATION DATE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company, having considered the Solvency Statement made by the sole director of the Company on 13th December 2011, propose that the following resolutions be passed as Special Resolutions

SPECIAL RESOLUTIONS

- 1 THAT the issued share capital of the Company be reduced by cancelling and extinguishing 8,519,000 of the issued Ordinary Shares of £1 each in the capital of the Company
- 2 THAT the Company be authorised to return to its shareholder £8,519,000 being the reserve arising upon the reduction of capital effected by Resolution 1 above

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution

The undersigned, being the sole person entitled to vote on the Special Resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolutions:

N. Pritchard

.....13/12/11.....
Date

Signed by Pat McNeill
on behalf of Smurfit Kappa
UK Limited



NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company Secretary.
- 2 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, within two weeks of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.