

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RIGID PLASTIC CONTAINERS FINANCE LIMITED
(a company registered in England and Wales no. 07339352)
("the Company")

WRITTEN RESOLUTION OF THE MEMBERS

Circulation Date: **May 27, 2022**

Date Passed: **May 27, 2022**

WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that the following resolution be passed as special resolutions as set out below ("Resolutions").

SPECIAL RESOLUTIONS


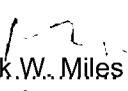
THAT the Company be authorised, pursuant to section 641(1)(a) of the Act, to conduct a reduction of capital supported by a solvency statement (within the meaning of sections 642 and 643 of the Act) in order to:


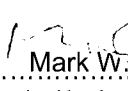

- a. reduce the issued share capital of the Company from EUR €112.93 and USD \$100 to EUR €12.93 and USD \$0.00 by cancelling and extinguishing 100 (EUR) redeemable preference shares of EUR €1.00 each and 100 (USD) redeemable preference shares of USD \$1.00 each in the Company, each of which is fully paid up, and the amount by which the share capital is so reduced be repaid to RPC Group Limited as the sole holder of the redeemable preference shares, to be satisfied by way of assignment from the Company to RPC Group Limited of two receivables in the amounts of EUR €88,655,800.54 and EUR €14,256,716.94 respectively; and
- b. cancel the amount standing to the credit of the share premium account of the Company in full, such that following the completion of the capital reduction the amount standing to the credit of the share premium account of the Company will be approximately nil and that amount so cancelled be credited (as far as possible) to the retained earnings reserve of the Company.

AGREEMENT TO WRITTEN RESOLUTIONS

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

The undersigned being the persons entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions.

 
Jason K. Greene Mark W. Miles
For and on behalf of
RPC Packaging Holdings Limited

  
Jason K. Greene Mark W. Miles Thomas E. Salmon
For and on behalf of
RPC Group Limited

NOTES

If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office for the attention of Jennie Davis, by email (in PDF format) to: jennie.davis@shma.co.uk or by returning a signed copy via an electronic signing platform such as DocuSign. If you do not agree to the Resolutions you need not do anything. You will not be deemed to agree if you fail to respond. Once you have indicated your agreement to the Resolutions you may not revoke your agreement. Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed it will lapse.