

No.: 675273

55

THE COMPANIES ACTS 1948 to 1976

A COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

ALLIANCE SMURFIT CASES (TAMWORTH) LIMITED

(passed 29th July 1977)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 29th July 1977, the following Resolutions were duly passed as Special Resolutions:-

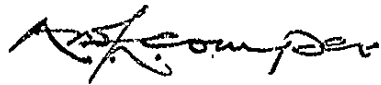
SPECIAL RESOLUTIONS

1. That the objects of the Company be altered by deleting the whole of Clause 3 of its Memorandum of Association and by substituting in lieu thereof Clause 3 as set out in the print annexed hereto and for the purposes of identification initialled by the Chairman of this Meeting.
2. That upon Resolution numbered 3 hereon being passed as a Special Resolution of the Company, the Company be thereupon converted into a private company.
3. That the document in the form of the print now produced to the Meeting and, for the purposes of



AR 26/9/77

identification, initialled by the Chairman of the Meeting, be hereby adopted as the New Articles of Association of the Company to the exclusion of the existing Articles of Association of the Company.



A.W.H. Cowper
(DIRECTOR -
Chairman of the Meeting)

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

Filed with the Registrar
of Companies pursuant to the
provisions of section 9(5) of
the European Communities Act, 1972

Robert I. Buch

Director / Secretary

Memorandum
(as amended by Special Resolution
passed on 29th July 1977)

AND

NEW

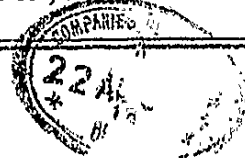
Articles of Association
(adopted by Special Resolution
passed on 29th July 1977)

OF

ALLIANCE SMURFIT CASES (TAMWORTH) LIMITED

(Incorporated 17th November 1960)

LOVELL, WHITE & KING,
1, SERJEANTS' INN,
LONDON, E.C.4.





CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY THAT

ALLIANCE BOX COMPANY (MIDLANDS) LIMITED

is this day incorporated under the Companies Act, 1918
and that the Company is LIMITED.

GIVEN under my hand at London this Seventeenth
day of November One thousand nine hundred and sixty.

W.B. LANGFORD
Registrar of Companies.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 675273

I HEREBY CERTIFY THAT

ALLIANCE BOX COMPANY (MIDLANDS) LIMITED

having by Special Resolution and with the approval of
the Secretary of State changed its name, is now
incorporated under the name of

ALLIANCE SMURFIT CASES (TAMWORTH) LIMITED

GIVEN under my hand at Cardiff the 5th August,
1976.

D.A. PENDLEBURY
Assistant Registrar
of Companies.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ALLIANCE BOX COMPANY (MIDLANDS) LIMITED
(Passed 19th July 1976)

At an Extraordinary General Meeting of the above named Company, duly convened and held at Orford Lane, Warrington, Cheshire, on 19th July 1976 the following Resolution was passed as a Special Resolutions:-

RESOLUTION

"That the name of the Company be changed to
ALLIANCE SMURFIT CASES (TAMWORTH) LIMITED"

A.W.H. Cowper
Chairman



THE COMPANIES ACTS 1948 to 1976

A COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

ALLIANCE SMURFIT CASES (TAMWORTH) LIMITED

(passed 29th July 1977)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 29th July 1977, the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the objects of the Company be altered by deleting the whole of Clause 3 of its Memorandum of Association and by substituting in lieu thereof Clause 3 as set out in the print annexed hereto and for the purposes of identification initialled by the Chairman of this Meeting.
2. That upon Resolution numbered 3 hereon being passed as a Special Resolution of the Company, the Company be thereupon converted into a private company.
3. That the document in the form of the print now produced to the Meeting and, for the purposes of



identification, initialled by the Chairman of the Meeting, be hereby adopted as the New Articles of Association of the Company to the exclusion of the existing Articles of Association of the Company.

A.W.H. Cowper
(DIRECTOR -
Chairman of the Meeting)

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ALLIANCE SMURFIT CASES (TAMWORTH) LIMITED

1. The name of the Company is "ALLIANCE BOX COMPANY (MIDLANDS) LIMITED".*

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(a) To carry on in all or any of their branches all or any of the trades or businesses of manufacturers of cases, boxes, containers, divisions and fitments, packages, trunks, cartons, envelopes or other receptacles, by means of corrugated and solid fibreboard, millboard, strawboard, pulpboard, leatherboard and other board, pressed cane, paper, papier mache, wood, tin, aluminium, and other metals, paper, leather, celluloid, plastics, canvas and other materials and substances or any combination thereof, manufacturers, producers, and dealers of and in and agents for corrugated and solid fibreboard, millboard, strawboard, pulpboard, leatherboard, and other board, pressed cane, paper, papier mache, celluloid, plastics, canvas and other materials and substances used for or in connection with the foregoing trades or businesses or any of them, paper coaters, stainers, printers, embossers, burnishers and finishers, manufacturing and wholesale stationers, bookbinders, manufacturers of showcards, toys metal clamps, binding materials and articles of a like or analogous nature and fancy articles of every description, engineers,

*Note: The name of the Company was changed from Alliance Box Company (Midlands) Limited on 5th August 1976 pursuant to a Special Resolution dated 19th July 1976.

joiners, cabinet-makers, timber merchants, leather dressers, tanners, tinsmiths, painters, enamellers, manufacturers and producers of all machinery, plant, tools, equipment and materials used for any of the above-mentioned purposes and to buy, sell, export, import, let on hire or otherwise deal in all or any of the above-mentioned articles, things, materials and substances.

(b) To buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds which are capable of being used for the purposes of the above mentioned businesses or any of them or likely to be used by the customers of any such businesses.

(c) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them, or calculated, directly or indirectly, to further or facilitate the objects of the Company, or to enhance the value of or render more profitable any of the Company's property.

(d) To adopt such means of making known the businesses or any of them or the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication in books and periodicals, and by granting prizes, rewards and donations, and to carry on and conduct prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the above businesses or any of them may be promoted or developed, or whereby the Company's products may be more extensively advertised and made known.

(e) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.

(f) To enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise, of any country, and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

(g) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

(h) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration, and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(i) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(j) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person, firm or company.

(k) To lend and advance money or give credit to any persons, firms or companies and in particular customers of and others having dealings with the Company on such terms as may seem expedient and to give guarantees or become or give security for any debts, obligations or liabilities of any persons, firms or companies and in particular to give (with or without consideration) security for any debts, obligations or liabilities of any company which is for the time being the holding company of the Company and of any subsidiary of such holding company.

(l) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation schemes or funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

(m) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(n) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments or securities and in such manner as may from time to time be determined.

(o) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as may seem expedient.

(p) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as may seem expedient and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(q) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of or the payment of the

dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(r) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets or liabilities of or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(s) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of any property suitable for the purpose of the Company.

(t) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as may be deemed fit.

(u) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid with or without winding-up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(v) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or under-writing shares, debentures or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's powers.

(w) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(x) To do all or any of the above things in any parts of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(y) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the Members is limited.

5. The share capital of the Company is £250,000 divided into 250,000 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
Irving Buck, 41 North John St., Liverpool. (Chartered Accountant)	One
Brereton Robert Fairclough, The Cliff, Acton Bridge, Northwich, Cheshire. (Boxmaker)	One
Fred Grensinger, "Lane Ends", 90 Cherry Lane, Lymm, (Boxmaker)	One
Edward John Maginn, Fairhaven, Dane Bank Rd., Lymm. (Boxmaker)	One
Alan Norman Holbrook, Brackendene, Hill Cliffe Road, Walton, Nr. Warrington, (Chartered Secretary)	One
Christopher John Bower Hatton, 21 Bold Street, Warrington (Solicitor)	One
James Stringer, 21 Bold Street, Warrington, (Solicitor's Managing Clerk)	One

DATED this 8th day of November, 1960

WITNESS to the above Signatures:-

A.M. BAKER,
88 Fairfield Road,
Widnes,
(Assistant Secretary)

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

Articles of Association

CONTAINED TO
PRIVATE.

OF

ALLIANCE SMURFIT CASES (TAMWORTH) LIMITED*

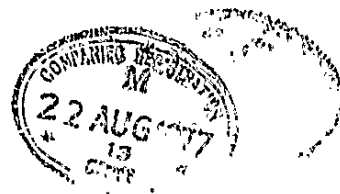
PRIVATE COMPANY

1. The Company is a Private Company to which the Regulations in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948, as amended by the Companies Act 1967 and the Companies Act 1976 (which Table, as amended, is hereinafter referred to as "Table A") shall apply, save in so far as they are excluded or modified hereby. Regulations 3, 22, 24, 53, 62, 69, 75, 77, 87 to 97 inclusive, 107, 126, 130 and 136 in Part I and Regulations 1, 4 and 5 in Part II of Table A shall not apply to the Company, but the remaining Regulations in Part I and Part II of Table A, subject to the modifications hereinafter expressed, and the Articles hereinafter contained shall constitute the Regulations of the Company.

SHARES

2. The capital of the Company at the date of the adoption of these Articles is £250,000 divided into 250,000 Ordinary Shares of £1 each.

*Note: The Company was incorporated as "Alliance Box Company (Midlands) Limited" and subsequently changed its name to "Alliance Smurfit Cases (Tamworth) Limited" on 5th August 1976.



3. The shares in the original capital of the Company shall be at the disposal of the Directors, and they may allot, grant options over or otherwise dispose of the same to such persons (including any Directors), at such times and generally on such terms and conditions as they think proper, subject always to Regulation 2 in Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

4. The following proviso shall be added at the end of Regulation 4 in Part I of Table A, namely: "Provided that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present in person or by proxy shall be a quorum".

5. Subject to the provisions of Section 58 of the Act, any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed on such terms and in such manner as the Company by Special Resolution may prescribe.

TRANSFER OF SHARES

6. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Provided that in the case of a partly paid share the instrument of transfer must also be signed by or on behalf of the transferee.

GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving of information to Members in regard to their right to appoint proxies and Notices of, and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being.

8. In Regulation 52 in Part I of Table A the prefix "re-" shall be inserted before the word "appointment".

9. No business shall be transacted at any General Meeting unless a quorum is present. Two persons, being Members or proxies for Members, shall be a quorum for all purposes.

10. A poll may be demanded by any Member, present in person or by proxy and Regulation 58 in Part I of Table A shall be modified accordingly.

11. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the Company in relation to the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or handed to the Chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall not be treated as valid.

12. A resolution in writing signed by all the Members for the time being entitled to vote (or being corporations by their duly authorised representatives) shall be as effective for the purposes of these Articles as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members (or authorised representatives as aforesaid) but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution.

VOTES OF MEMBERS

13. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a Member, shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 in nominal

amount of shares or stock in the capital of the Company of which he is the holder.

DIRECTORS

14. The number of the Directors shall, unless and until otherwise determined by the Company by Ordinary Resolution, be not less than two or more than seven. The first Directors of the Company shall be appointed by the subscribers of the Memorandum of Association in writing either with or without a meeting. Pending such appointment the Subscribers of the Memorandum of Association shall be deemed to be Directors.

15. Any Director who serves on any committee or who devotes special attention to the business of the Company 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, percentage of profits or otherwise as the Directors may determine.

16. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, or any separate meeting of the holders of any class of shares in the Company.

POWERS AND DUTIES OF DIRECTORS

17. The proviso in Regulation 79 in Part I of Table A shall be deleted.

18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted, and he may be counted in estimating a quorum when any such contract or arrangement is under consideration and Regulation 84 in Part I of Table A shall be modified accordingly.

19. A Director present at any meeting of the Directors or committee of the Directors shall not be required to sign his name in a book to be kept for that purpose and Regulation 86 in Part I of Table A shall be modified accordingly.

20. The Directors may establish and maintain or procure the establishment and maintenance of any non-

contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and hold or have at any time held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director who holds or has held any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated:
- (1) If (not being a Managing Director or Executive Director holding office as such for a fixed term) by notice in writing to the Company he resign the office of Director.
 - (2) If he be absent from meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors pass a resolution that he has by reason of such absence vacated office.

- (3) If he become bankrupt or make any arrangement or composition with his creditors generally.
- (4) If he cease to be a Director by virtue of, or be prohibited from being a Director by an order made under, any of the provisions of the Companies Acts 1948 to 1976 or under the provisions of the Insolvency Act 1976.
- (5) If he become incapable by reason of mental disorder of discharging his duties as a Director.

APPOINTMENT AND REMOVAL OF DIRECTORS

22. A Member or Members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at General Meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

ALTERNATE DIRECTORS

23. A Director may by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by resolution of the Directors or by a majority of the Directors for the time being. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a resolution in writing of the Directors. Every such

alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate appointed by him and (subject to such approval as aforesaid) appoint another person in his place. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.

PROCEEDINGS OF DIRECTORS

24. The following words shall be added at the end of Regulation 98 in Part I of Table A, namely "A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director whom he represents and in addition to his own vote".

25. The following words shall be added at the end of Regulation 99 in Part I of Table A, namely: "For the purposes of this Regulation an alternate Director shall be counted in a quorum but so that not less than two individuals shall constitute a quorum".

26. The following words shall be added at the end of Regulation 106 in Part I of Table A, namely: "and may consist of several documents in the like form, each signed by one or more Directors".

MANAGING AND EXECUTIVE DIRECTORS

27. The Directors may from time to time appoint any one or more of their body to the office of Managing Director or Executive Director for such period and on such terms as they think fit. A Director so appointed shall subject to the terms of any contract between him and the Company be subject to the same provisions as to resignation and removal as other Directors of the Company and if he shall vacate the office of Director he shall ipso facto and immediately cease to be a Managing Director or Executive Director.

28. In Regulations 108 and 109 in Part I of Table A the words "or Executive Director" shall be inserted immediately after the words "Managing Director".

ACCOUNTS

29. The Directors shall from time to time, in accordance with Regulation 126 of Table A and Sections 16 to 22 inclusive of the Companies Act 1967 cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to therein.

AUDIT

30. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 inclusive of the Companies Act 1976.

NOTICES

31. In Regulation 131 in Part I of Table A the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be deleted therefrom.

INDEMNITY

32. Subject to the Act every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

No. 675273

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

Memorandum

(as amended by Special Resolution
passed on 29th July 1977)

AND

NEW

Articles of Association

(adopted by Special Resolution
passed on 29th July 1977)

OF

ALLIANCE SMURFIT CASES
(TAMWORTH) LIMITED

(Incorporated 17th November 1960)

LOVELL, WHITE & KING,
1, SERJEANTS' INN,
LONDON, E.C.4.