

No. 2255239

SCA PENSION TRUSTEES LIMITED

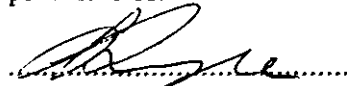
Pursuant to Section 381A of the Companies Act 1985 we, the undersigned, being all the members of the company who at the date of this resolution are entitled to attend and vote at a general meeting of the company hereby resolve:

That the Articles of Association of the Company be amended by inserting the following words in Article 12 immediately after "In the case of an equality of votes":


"(but not where only two Directors are present)."

Dated this 19 day of April 2001.

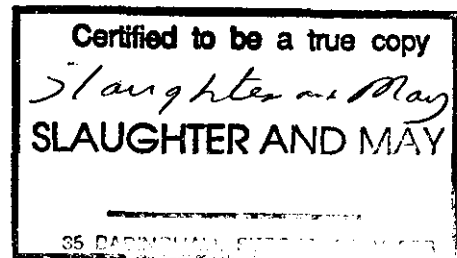
The Common Seal of
MALYONS NOMINEES LIMITED
was hereunto affixed in the
presence of:


.....
Authorised Sealing Officer /
COMPANY SECRETARY

The Common Seal of
COUTTS CORPORATE TRUSTEE
NOMINEES LIMITED was hereunto
affixed in the presence of:


.....
Authorised Sealing Officer /
COMPANY SECRETARY

PFJB/TDP



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

SCA PENSION TRUSTEES LIMITED

(Registered in England No. 2255239)

Slaughter and May,
35 Basinghall Street,
London, EC2V 5DB

(PFJB/TDP)

PN981130131

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

M E M O R A N D U M O F A S S O C I A T I O N

O F

S C A P E N S I O N T R U S T E E S L I M I T E D *

- ** 1. The name of the Company is "SCA PENSION TRUSTEES LIMITED".*
- ** 2. The registered office of the Company will be situate in England.
- ** 3. The objects for which the Company is established are:-
- (1) To act as trustee (alone or jointly) of any trust, as attorney, agent, nominee, executor or administrator of or for any person or persons, company, corporation, government, state or authority, sovereign, supreme, municipal, local or otherwise.
 - (2) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets 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.
 - (3) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or

* The name of the Company was changed from Proudsign Limited to Reed Manufacturing Group Pension Trustees Limited on 21st July, 1988 pursuant to a special resolution passed 28th June, 1988 and further changed to SCA Pension Trustees Limited on 10th March, 1992 pursuant to a special resolution passed 25th February, 1992.

** As amended by special resolution passed 23rd June, 1988.

establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (4) To purchase or otherwise acquire for any estate or interest any property (including land) or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (5) 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 the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (6) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (7) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (8) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (9) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (10) 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 stocks, shares or securities of any other company, whether fully or partly paid up.

- (11) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (12) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (13) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company and/or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trust which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase share of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (14) 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 or otherwise, and either alone or in conjunction with others.
- (15) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

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 anywise 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.

** As amended by special resolution passed 23rd June, 1988.

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
SAMUEL GEORGE ALAN LLOYD 50 Lincolns Inn Fields London WC2A 3PF	<u>ONE</u>
DANIEL JOHN DWYER 50 Lincolns Inn Fields London WC2A 3PF	<u>ONE</u>
Total shares taken	<u>TWO</u>

DATED the 1st day of March 1988
WITNESS to the above Signatures

KAREN MARY STORER
 50 Lincolns Inn Fields
 London
 WC2A 3PF

The Companies Act, 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION¹
OF
SCA PENSION TRUSTEES LIMITED²

PRELIMINARY

1. (A) The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended by S.I. 1985/1052) (hereinafter referred to as "Table A") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and clause 1 of Table A shall apply to the construction of these Articles.
- (B) In the construction of these Articles:-
- (i) "the Act" means the Companies Act 1985 or any modification or re-enactment thereof for the time being in force.
 - (ii) "Active Member" means a member in pensionable service in relation to the Scheme; "pensionable service" has the meaning given to that expression in Section 70(2) of the Pension Schemes Act 1993.³
 - (iii) "Holding Company" has the meaning given to that expression in Section 736 of the Companies Act 1985.
 - (iv) "the Scheme" means the SCA UK Pension Plan (formerly called the Reed Manufacturing Group Pension Scheme) established by a deed dated 28th June, 1988.⁴

¹ These Articles of Association were adopted by Special Resolution passed 4th December, 1991.

² The name of the Company was changed from Proudsgin Limited to Reed Manufacturing Group Pension Trustees Limited on 21st July, 1988 pursuant to a special resolution passed 28th June, 1988 and further changed to SCA Pension Trustees Limited on 10th March, 1992 pursuant to a special resolution passed 25th February, 1992.

³ Article 1(B)(ii) was altered by special resolution passed 24th February, 1997.

⁴ Article 1(B)(iv) was altered by special resolution passed 24th February, 1997.

- (v) "Subsidiary Company" has the meaning given to that expression in Section 736 of the Companies Act 1985.

CAPITAL

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

ALLOTMENT OF SHARES

3. The Directors shall not exercise any power of the Company to allot shares or to convert any security into shares in the Company unless they are authorised to do so in accordance with Section 80 of the Act by the Company in general meeting. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to the Company.

TRANSFER OF SHARES

4. Unless and until the Company in general meeting otherwise decides the number of holders of Ordinary Shares in the Company shall at no time be more than three. Every holder of a share or shares shall execute a nominee agreement (in the form set out in Appendix A to these Articles of Association) in favour of the persons from time to time comprising the A Directors of the Company. With the exception of the transfer of the two shares held by Mr. F.J. Shekleton and Mr. G.J. Ranger respectively at the date of adoption of these Articles as the Articles of Association of the Company to Coutts Corporate Trustee Nominees Ltd and Malyons Nominees Limited respectively, a transfer of shares shall only be registered if the transfer is made pursuant to a direction given in accordance with these Articles.
5. (i) Clauses 5, 24 and 25 of Table A shall not apply to the Company.
- (ii) Except as otherwise provided by law or by the Articles, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

PROCEEDINGS AT GENERAL MEETINGS

6. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 46 of Table A shall be modified accordingly.

DIRECTORS

7. (i) Directors who are not Elected Directors shall be known as A Directors. Elected Directors shall be known as B Directors. An Elected Director is a person appointed pursuant to Article 7(v).

- (ii) A least four of the Directors shall be persons who are A Directors. This requirement shall not be applicable in respect of Special Business (as defined in Article 13 below) for which there shall be at least three A Directors.
 - (iii) There shall from time to time be no more than:-
 - (a) three B Directors; and
 - (b) two continuing or reinstated A Directors under Article 8(ii)(b).
 - (iv) No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 years or any other age.
 - (v) Subject to Article 7(iii)(a), the Directors may appoint a person who is willing to act to be a B Director either to fill a vacancy or as an additional Director, provided that:-
 - (a) the person has been notified to the Directors by SCA Holding Limited (registered in England No. 382678)⁵ as a person who the Directors may appoint as a B Director; and
 - (b) that the appointment is in accordance with these Articles.
 - (vi) Subject to Article 8(ii) the term of office of a B Director shall be 3 years from the date of appointment (or re-appointment, if later) or such other term as the Directors may from time to time agree either in a particular case or in general.
 - (vii) The A Directors may appoint a person who is willing to act to be an A Director either to fill a vacancy or as an additional Director, provided that the appointment is in accordance with these Articles.
8. (i) In order to qualify for office as a Director a person must satisfy the following two requirements:-
- (a) he must be a full-time current Director or employee of SCA Holding Limited (registered in England No. 382678) or any of its Subsidiary Companies or its Holding Company, or any of the Holding Company's Subsidiary Companies;⁶ and

⁵ Article 7(v)(a) was altered by written resolution pursuant to Section 381A of the Companies Act 1985 dated 13th February, 2001.

⁶ Article 8(i)(a) was altered by written resolution pursuant to Section 381A of the Companies Act 1985 dated 13th February, 2001.

- (b) he must be an Active Member of the Scheme.⁷
- (ii) Without limiting Clause 81(a), (b), (c) and (d) of Table A and, in respect of B Directors only, clause 81(e) of Table A, a person shall vacate his office as Director if:-
- (a) he ceases to be an Active Member (subject, in the case of an A Director, to **Article 8(ii)(b)**); or
- (b) he ceases to be a full-time current Director or employee of SCA Holding Limited (registered in England No. 382678),⁸ any of its Subsidiary Companies, its Holding Company, or any of the Holding Company's Subsidiary Companies with the exception that an A Director will be able to remain as an A Director provided that:-
- (1) the A Directors (excluding the individual in question) unanimously vote that he continues to be a Director or, in the circumstances where he has ceased to be a Director, that he be reinstated as a Director provided that such reinstatement takes place within three months of the date that he ceased to be a Director (but he may subsequently be removed by a majority vote of A Directors); and
- (2) he remains a member (which for these purposes shall include being a deferred pensioner or a pensioner) of the Scheme⁹; or
- (c) he is a B Director and his term of office pursuant to **Article 7(vi)** expires.
- 8A. (i) In addition to the requirements for qualification for office as a Director set out in **Article 8(i)**, no person may be appointed as a director if he is disqualified from being a trustee of any trust scheme under or pursuant to Section 29 of the Pensions Act 1995.
- (ii) In addition to the circumstances when a person vacates his office as Director set out in **Article 8(ii)** and in Clause 81 of Table A (so far as applicable), a person shall vacate his office as Director immediately

⁷ Article 8(i)(b) was altered by written resolution pursuant to Section 381A of the Companies Act 1985 dated 9th April, 1998.

⁸ Article 8(ii)(b) was altered by written resolution pursuant to Section 381A of the Companies Act 1985 dated 13th February, 2001.

⁹ Article 8(ii)(b)(2) was altered by written resolution pursuant to Section 381A of the Companies Act 1985 dated 9th April, 1998.

before he is disqualified from being a trustee of any trust scheme under or pursuant to Section 29 of the Pensions Act 1995.¹⁰

- 8B. (i) In this **Article 8B** the “Statutory Appointment Procedure” means the procedure for the nomination and selection of directors under Section 18 of the Pensions Act 1995.
- (ii) If at any time the Statutory Appointment Procedure applies to the Company then and for so long as the Statutory Appointment Procedure applies
- (a) the maximum number of B Directors set out in **Article 7(iii)(a)** shall be varied so as to be reduced (if necessary to zero) by the number of Directors appointed from time to time under the Statutory Appointment Procedure,
- (b) where requisite in order to ensure that the number of B Directors holding office does not exceed the maximum number set out in **Article 7(iii)(a)** as varied by **Article 8B(ii)(a)**, one or more B Directors shall vacate office immediately before the appointment of any person as a Director under the Statutory Appointment Procedure,
- (c) the B Directors who are to cease to hold office shall be agreed between the B Directors or, failing prompt agreement, determined by lot.
- (iii) For the purposes of **Article 13**, any Director appointed under the Statutory Appointment Procedure shall be deemed to be a B Director.
- (iv) The provisions of this **Article 8B** shall override anything to the contrary in the remaining provisions of these Articles.¹¹
9. As at the date of adoption of these Articles Sir Jonathan Benn, Mr. G.J. Ranger, Mr. F.J. Shekleton and Mr. E.C. Smith are A Directors and Sir Jonathan Benn and Mr. F.J. Shekleton are deemed to be reinstated or continuing Directors pursuant to **Article 8(ii)(b)**.
10. Clauses 65-69 (both numbers inclusive) and clauses 73-80 (both numbers inclusive) of Table A and the proviso to clause 93 of Table A shall not apply to the Company. Clause 81(e) of Table A shall not apply to A Directors.

¹⁰ Article 8A was inserted by special resolution passed 24th February, 1997.

¹¹ Article 8B was inserted by special resolution passed 24th February, 1997.

POWERS DUTIES AND QUORUM OF DIRECTORS

11. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and the Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Clauses 85, 86, 91 and 94 of Table A shall not apply to the Company.
12. Such A Director as the Board of Directors may from time to time nominate shall also if and so long as he is willing so to act be the Chairman of the Company and shall preside at any meeting of the Directors at which he is present and if during such time as he is willing so to act he is not present at any such meeting within 15 minutes of the time appointed for the holding thereof or if he is for any reason not permitted to vote in respect of any matter the A Directors present at the meeting shall appoint one of their number or himself to be Chairman of the Meeting during his absence therefrom in the former case and for such time as he is not permitted to vote in the latter case. In the case of an equality of votes (but not where only two Directors are present) the Chairman of the meeting shall have a second or casting vote.¹²
13. (i) Subject to Article 13(vi), business to be brought before a meeting of the Board of Directors shall be either Ordinary Business or Special Business. Any proposals in respect of the appointment or removal (or continuance or reinstatement in office (or subsequent removal) pursuant to Article 8(ii)(b)) of any A Director or the giving of any directions to the shareholders pursuant to the nominee agreement referred to in Article 4 as to the exercise of their shareholder rights or the transfer of their share or shares or the appointment of a Chairman pursuant to Article 12 shall be Special Business. All other business shall be Ordinary Business.
- (ii) Ordinary Business shall be decided by a majority of the votes of the Directors present and voting. Subject to Article 8(ii)(b), Special Business shall be decided by a majority of the votes of the A Directors present and voting. In any case where there is an equality of votes (but not where only two Directors are present) the Chairman as appointed under Article 12 shall have a second or casting vote.¹³

¹² Article 12 was altered by written resolution pursuant to Section 381A of the Companies Act 1985 dated 19th April, 2001.

¹³ Article 13(ii) was altered by written resolution pursuant to Section 381A of the Companies Act 1985 dated 9th April, 1998.

- (iii) The quorum necessary for the transaction of Ordinary Business shall be at least 2 A Directors and at least 2 B Directors with the following exceptions:-
 - (a) where there are no B Directors the quorum shall be at least 2 A Directors;
 - (b) where there is only one B Director the quorum shall be that director and at least 2 A Directors;
 - (c) where only one B Director attends a meeting of the Directors or no B Directors attend such a meeting then the quorum shall in the former case be that Director and at least 2 A Directors and in the latter case at least 2 A Directors provided that in either case all of the B Directors were given at least 7 days written notice of the meeting.
- (iv) The quorum necessary for the transaction of Special Business shall be at least 3 A Directors.
- (v) Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- (vi) If there is at any time less than three A Directors the following provisions shall apply:-
 - (a) if there are only two A Directors they may appoint (the expression "appoint" shall throughout this Article 13(vi) be taken to include the continuance or reinstatement of a Director on the basis referred to in Article 8(ii)(b)) by unanimous vote one A Director;
 - (b) if there is only one A Director who is willing to act he and a former A Director may appoint by unanimous vote one A Director and the provisions of Article 13(vi)(a) shall apply thereafter;
 - (c) if there are no A Directors who are willing to act, two former A Directors may appoint by unanimous vote two A Directors and the provisions of Article 13(vi)(a) shall apply thereafter;
 - (d) if there is one A Director who is willing to act but no former A Director who is willing to act that A Director may appoint one A Director and the provisions of Article 13(vi)(a) shall apply thereafter;

- (e) if there are no A Directors who are willing to act and only one former A Director who is willing to act that former A Director may appoint two A Directors and the provisions of Article 13(vi)(a) shall apply thereafter;
- (f) if there are no A Directors who are willing to act and no former A Directors who are willing to act the personal representatives of two former A Directors may appoint by unanimous vote two A Directors and the provisions of Article 13(vi)(a) shall apply thereafter;
- (g) if there are no A Directors or former A Directors who are willing to act and no personal representatives of two former A Directors who are willing to act the President of the Law Society of England and Wales for the time being, or a person nominated by him, shall select two A Directors and the provisions of Article 13(vi)(a) shall apply thereafter. Costs in respect of this exercise shall be borne by the Company;
- (h) if in applying the provisions of this Article 13(vi) there are more than the required number of former A Directors or personal representatives of former A Directors preference shall be given to the person(s) (or personal representatives of the person(s) where (f) is applicable) who ceased to be A Directors last;
- (i) if in applying the provision of this Article 13(vi) two or more Directors ceased to be Directors on the same date the person(s) with the longest period of continuous service as a Director of the Company shall have preference and in circumstances where persons have the same length of continuous service the person(s) to have preference shall be determined by lot;
- (j) if in applying the provisions of this Article 13(vi) a person is not willing to act pursuant to this Article 13(vi) the opportunity to act will be given to the person next in order of preference. A person will be deemed to be not willing to act if:-
 - (i) the secretary is unable to contact him within two months of the date the number of A Directors falls below three; or
 - (ii) he can be contacted but he does not state whether or not he will act within one month of a written request by the secretary for him to do so;
- (k) paragraphs (a) to (f) of this Article 13(vi) all require a unanimous vote in respect of the appointment of A Directors. In the event of the relevant parties being unable to reach agreement as to the appointment of an A Director they shall each select their

preferred candidate and the President of the Law Society of England and Wales for the time being, or a person nominated by him, shall select an A Director from the preferred candidates. Costs in respect of this exercise shall be borne by the directors or former directors or personal representatives in dispute and shall be reimbursed to them by the Company.

- (vi) Clauses 88, 89 and 90 of Table A shall not apply to the Company.
14. (A) The expression "Secretary" means any person appointed by the Directors to perform any of the duties of the Secretary.
- (B) The Secretary shall be appointed by the Directors on such terms as they think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

INDEMNITY

15. Subject to the provisions of the Act every Director, non-voting Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 118 of Table A shall be extended accordingly.

APPENDIX A

NOMINEE AGREEMENT

We, [name and address of nominee]

DECLARE that we hold the one ordinary share in SCA Pension Trustees Limited (the "Company") which is registered in our name and all rights attaching to that shareholding and all dividends and other distributions and money and assets from time to time received or arising in respect of it (the "nominee shareholding") as nominee for the persons from time to time comprising the A Directors, as defined in Article 7 of the Company's Articles of Association (the "Owners") of the Company and undertake to transfer the nominee shareholding to such other person or persons as the Owners may nominate and otherwise to deal with it or to act in relation to it as the Owners may from time to time direct. A direction from the Owners shall take the form of a copy of a resolution of the A Directors of the Company certified by the Company Secretary of the Company (i) as being a true copy and (ii) as having been passed in accordance with the Articles of Association from time to time of the Company.

DATED

19 .

[Execution clause]

PN010650086