

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

NEW\*

ARTICLES OF ASSOCIATION

OF

SMURFIT CORRUGATED CASES (TAMWORTH) LIMITED

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PRIVATE COMPANY

1. The Company is a Private Company to which the Regulations contained in Table A (which Table, as amended, is hereinafter referred to as "Table A") in the First Schedule to the Companies Act, 1948 (which Act, as amended, is hereinafter called "the Act"), as amended by the Companies Act 1967, 1976 and 1981, 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 Table A shall not apply to the Company, but the remaining Regulations set out in Table A, subject to the modifications hereinafter expressed, and the Articles hereinafter contained, shall constitute the Regulations of the Company.

SHARES

2. The Share Capital of the Company is £250,000 divided into £250,000 Ordinary Shares of £1 each.

3. The shares in the capital of the Company shall (subject to the provisions of the Companies Act 1981) 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 Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

\* Adopted by a Special Resolution passed on 29th February 1984.



4. The following proviso shall be added at the end of Regulation 4 in 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 the 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 Auditors for the time being.

8. In Regulation 52 in 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 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. Subject to the provisions of the Companies Acts 1948 to 1981, a resolution in writing signed by all the Members for the time being entitled to vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been 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).

#### 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.

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 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 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 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 objects 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 his 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 1981 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 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

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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 Table A, namely: "A Director who is also an alternate Director shall be entitled to a separate vote on behalf of each 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 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 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 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 in 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, Sections 14 and 23A of the Companies Act 1967, Sections 13 to 18 inclusive of the Companies Act 1976 and Sections 7 and 12 of the Companies Act 1981.

#### NOTICES

31. In Regulation 131 in 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.