

SCA UK
PENSION PLAN

SCA Pension Trustees Ltd SCA Packaging House, 543 New Hythe Lane, Larkfield, Aylesford, Kent ME20 7PE Tel 01622 883000 Fax 01622 883097

No 2255239

SCA PENSION TRUSTEES LIMITED

WRITTEN RESOLUTION

RECITALS

- (1) Only 2 shares in the capital of the Company have been issued 1 ordinary share was transferred to Coutts Corporate Trustee Nominees Limited and 1 ordinary share was transferred to Malyons Nominees Limited
- (2) Each of Coutts Corporate Trustee Nominees Limited and Malyons Nominees Limited executed a Nominee Agreement on 4 December 1991 declaring that it held its 1 ordinary share in the capital of the Company as nominee for the persons from time to time comprising A Directors (as defined in Article 7 of the Company's Articles of Association) of the Company
- (3) Malyons Nominees Limited was dissolved by Notice in the London Gazette dated 5 September 2000 under Section 652A(5) of the Companies Act 1985
- (4) The current A Directors of the Company are the persons whose names are given at the foot of this written resolution

RESOLUTION

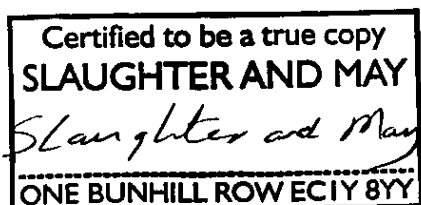
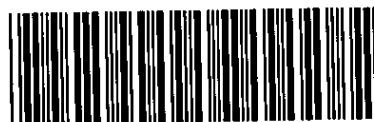
Pursuant to Section 381A of the Companies Act 1985, Regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 (as amended by S I 1995/1052) and all other powers enabling us to do so, we, the undersigned, being, in the case of Coutts Corporate Trustee Nominees Limited, the holder of 1 of the issued shares in the Company and, in the case of the current A Directors, the beneficial owners of both of the issued shares in the capital of the Company hereby resolve

- 1 That the Articles of Association of the Company be amended by inserting the following words in Article 7(ii)(a) immediately after "three B Directors"

"(including any continuing or reinstated B Directors under **Article 8(ii)(b)**)"

- 2 That the Articles of Association of the Company be amended by deleting **Article 8(ii)** and substituting

"(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 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), any of its Subsidiary Companies, its Holding Company, or any of the Holding Company's Subsidiary Companies with the exception that
 - (1) an A Director will be able to remain as an A Director provided that -
 - (aa) 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
 - (bb) he remains a member (which for these purposes shall include being a deferred pensioner or a pensioner) of the Scheme, and
 - (2) a B Director will be able to remain as a B Director provided that -
 - (aa) the 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 four months of the date that he ceased to be a Director (but he may subsequently be removed by a majority vote of Directors), and
 - (bb) he remains a member (which for these purposes shall include being a deferred pensioner or a pensioner) of the Scheme, or
- (c) he is a B Director and his term of office pursuant to Article 7(vi) expires (subject to Article 8(ii)(b)) "

Dated this 4TH day of JUNE 2007

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

The Common Seal of
COUTTS CORPORATE TRUSTEE Nominees limited
was hereunto affixed in the presence of

Authorised Sealing Officer

E. Newson

[Signature] } AUTHORIZED
SIGNATORIES

195556

Signed by the current A Directors of the Company (being the beneficial owners of the 1 share held by Malyons Nominees Limited as nominee and of the 1 share held by Coutts Corporate Trustee Nominees Limited as nominee)

[Signature]

Frank J Shekleton

[Signature]

Anthony J Atherton

[Signature]

Richard R Barker

[Signature]

David Turrell

PFJB/TDP