THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF W SMITH PACKAGING (MIDLANDS) LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at 22 Tuder Sweet Landon 5044 of 50 on 27 December 1995 at 1000 (a.m)./p.m. the following resolution was duly passed as a Special Resolution:

Special Resolution

THAT there be and are hereby approved for the purpose of Section 320 Companies Act 1985 and any other purpose the terms of an agreement ("the Agreement") initialled by the Chairman of the Meeting for the purpose of identification, for the purchase by W Smith (Packaging) Limited of the Business and Assets (as defined in the Agreement) of the Company and such purchase itself.

M J Canty Director

