

Company Number 00649213

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RECORD OF THE DECISION OF THE SOLE MEMBER OF

PACTIV (CAERPHILLY) LIMITED

(THE "COMPANY")

PROVIDED PURSUANT TO SECTION 382B(1) OF THE COMPANIES ACT 1985

(decision taken on *14 September* 2007)

We, the undersigned, being the sole member of the Company entitled to attend and vote at any general meeting of the Company, agree that the following resolutions be passed as written resolutions of the Company, having effect as special resolutions and an ordinary resolution:

FIRST SPECIAL RESOLUTION

THAT the articles of association of the Company be and are hereby amended by inserting the following article to be numbered Article 23

The directors may (provided they comply with Regulation 103 of Table A as incorporated into these articles of association) at their absolute discretion declare an interim dividend in specie and direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees Regulation 105 of Table A of the Act (as incorporated into these articles of association) shall be modified accordingly

SECOND SPECIAL RESOLUTION

THAT the authorised share capital of the Company be increased from £35,350 to £35,500 by the creation of an additional 150 ordinary shares of £1 00 each ranking par passu in all respects with the issued 35,350 ordinary shares of £1 00 each in the capital of the Company

ORDINARY RESOLUTION

THAT for the purposes of section 80 of the Companies Act 1985, the directors of the Company are generally and unconditionally authorised for a period expiring five years from the date of this

MONDAY



decision to exercise the Company's powers to allot up to 150 ordinary shares of £1 00 each in the capital of the Company

Signed

On behalf of J & W Baldwin (Holdings) Limited

Date

14 September 2007

WE HEREBY CERTIFY THAT THIS IS
A TRUE COPY OF THE ORIGINAL

Lovells by Simon Fisher
LOVELLS
ATLANTIC HOUSE
HOLBORN VIADUCT
LONDON EC1A 2FG

(Simon Fisher)
Company Secretary Manager

20 SEP 2007