

DS Smith Haddock Limited  
Company Number 08158972

(the "Company")

**SOLE MEMBER'S WRITTEN RESOLUTION**

WEDNESDAY



LD1 \*L8J5IH41\* #77  
27/11/2019  
COMPANIES HOUSE

27/11/19 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**");

**SPECIAL RESOLUTION**

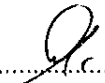
THAT the share capital of the Company be reduced by GBP 25,997,000 by:

- cancelling and extinguishing 5,000,000 ordinary shares of GBP 1 each; and
- cancelling the share premium account of the Company.

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

**BY ORDER OF THE BOARD**

  
.....  
Director

## AGREEMENT

I THE UNDERSIGNED, being the sole member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution.



Name:

duly authorised signatory

for and on behalf of

**DS Smith Holdings Limited**

Dated ..... 27/11/19 .....

## NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.