

PRIVATE COMPANY LIMITED BY SHARES
MEMBERS' WRITTEN RESOLUTION
of

BERRY GLOBAL INTERNATIONAL HOLDINGS LIMITED
(Company number 11832875)
(the "Company")

Date: 30 September 2019 (the "Circulation Date")

RESOLUTION

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") the Directors of the Company propose that the following resolution be passed as a special resolution of the Company (the "**Resolution**"):

SPECIAL RESOLUTION

THAT the Company be authorised, pursuant to section 641(1)(a) of the Act, to conduct a reduction of capital supported by a solvency statement (within the meaning of sections 642 and 643 of the Act) in order to reduce the amount standing to the credit of the share premium account of the Company by an amount equal to £2,501,752,844.37, such that following the completion of the capital reduction the amount standing to the credit of the share premium account of the Company will be approximately nil and that: (i) the amount so reduced be credited to the distributable reserves of the Company; and (ii) the directors be and are hereby authorised generally to do all acts and things which they may consider appropriate to implement the foregoing.

The undersigned, a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.



Signed by: Jason Greene, EVP and General Counsel

(Print name of signatory)

for and on behalf of:

BERRY UK HOLDINGS LIMITED

Date: 30 September 2019

Signature: 

Notes

- 1 If you agree with the Resolution, please signify your agreement by signing and dating this document and returning it to the Company by hand or by post at the registered office address of the Company, marked for the attention of the Company Secretary.
- 2 Once you have indicated your agreement to the Resolution you may not revoke your agreement.
- 3 If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4 If by 18:00 on the date that is 28 days after the circulation date, insufficient agreement has been received for the Resolution to pass, they will lapse.
- 5 In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.