

Company Number 2612195

THE COMPANIES ACT 1985 and 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

GREIF UK PLASTICS LTD¹

Company number 2612195

Adopted 29 September 2010

¹ Name changes by an ordinary resolution of the members dated 10 October 2024

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THE COMPANIES ACT 1985 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

adopted by Written/Special Resolution dated 29 September 2010

-of-

GREIF UK PLASTICS LTD² (the "**Company**")

1. TABLE A

1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended in relation to private companies limited by shares by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles (Table A) apply to the Company except in so far as they are excluded or varied by these articles.

1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.

2 SHARE CAPITAL

2.1 Subject to the provisions of the Act the Company may:

- (a) Issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder, on such terms and in such manner as the directors may at the time of issue determine,
- (b) purchase its own shares (including any redeemable shares).

2.2 Section 561 of the Companies Act 2006 (the "Act") shall not apply to the allotment of equity securities in the Company.

2.3 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *par passu* therewith.

3 ALLOTMENT OF SHARES

The Directors are unconditionally authorised for the purposes of section 551 of the Act to allot shares up to the amount of the share capital of the Company at the date of the Resolution adopting these Articles at any time or times before the day prior to the fifth

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anniversary of such Resolution In accordance with section 567 of the Act sections 561 and 562 inclusive will not apply to the Company.

4 TRANSFER TO CHARGEE OR MORTGAGEE

4.1 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof where such transfer is in favour of:

- (a) a chargee or mortgagee of such shares, or
- (b) any nominee of a chargee or mortgagee of such shares, or
- (c) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares, or
- (d) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares.

and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (a), (b), (c) or (d) above shall be conclusive evidence of that fact.

4.2 Regulations 24, 25, 26, and 28 of Table A shall not apply to the Company.

5 LIEN ON SHARES

5.1 Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank, institution or other person or subsidiary thereof.

5.2 Regulations 8, 9 10 and 11 of Table A shall not apply to the Company.

6 NUMBER OF DIRECTORS

Unless and until the Company in general meeting shall otherwise determine, the number of directors is not subject to any maximum and the minimum number is one.

7 PROCEEDINGS OF DIRECTORS

7.1 A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising from it If he does vote his vote will be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration Regulation 94 of Table A shall be modified accordingly.

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7.2 The quorum for the transaction of business of the directors shall be two unless there is a sole director, in which event, the sole director shall constitute a quorum. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum Regulation 89 of Table A shall be modified accordingly.

7.3 The Directors may meet together in person or by telephone or any other means of electronic communication for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit Meetings by telephone or any other means of electronic communication may take place if there is a sufficient number of Directors to form a quorum in accordance with Article 7 2 n common communication by telephone or any other means of electronic communication so that each such Director can speak to and be heard by each of such other Director(s) participating in the meeting A Director will be deemed to be present at a Directors' meeting by telephone or any other means of electronic communication if he is in direct common communication with each other Director taking part in the meeting All the provisions of these Articles relating to a meeting of the directors in person shall apply equally to a meeting of the directors by telephone or any other means of electronic communication.

8 PROCEEDINGS AT GENERAL MEETINGS

8.1 If and for so long as the Company has only one member, then the sole member or a proxy for that member (or if the sole member is a corporation, a duly authorised representative of that member) shall be a quorum Regulation 40 of Table A shall be modified accordingly.

8.2 If, at an adjourned meeting, a quorum is not present within half an hour from the time appointed for the adjourned meeting, then the meeting shall be dissolved Notice of an adjourned meeting shall be given to all the members of the Company Regulation 45 of Table A shall be modified accordingly.

8.3 A corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any general meeting of the Company or at any meeting of any class of members of the Company The person so duly authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as such corporation could exercise if it were an individual member.

9 SHARE CERTIFICATES

In the second sentence of Regulation 6 of Table A the words "shall be sealed with the seal and" shall be deleted. Each share certificate shall only be issued by authority of the directors, or of a committee of the directors authorised by the directors, and shall bear the signature of one director and the Company secretary or a second director.

10 COMPANY SEAL

10.1 The Company shall not be required to, but may, at the discretion of the directors, keep a common seal If such a seal is kept, it shall only be used by the authority of the

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directors, or of a committee of the directors authorised by the directors, and the directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and the secretary or a second director.

10.2 Regulation 101 of Table A shall not apply to the Company.

11 INDEMNITY

11.1 Subject to the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be Indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which Judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.

11.2 The Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs.

11.3 Regulation 118 of Table A shall not apply to the Company.

12 LIMITED LIABILITY

The liability of the members is limited.

13 REGISTERED OFFICE

The Company's registered office is to be situated in England and Wales