

EXHIBIT B

FORM OF CERTIFICATE OF TRANSFER

Citibank, N.A., London Branch
25 Canada Square, Canary Wharf
London E14 5LB United Kingdom
Fax: +44 207 500 5877
Attention: Citi Agency & Trust

Citibank, N.A., London Branch
25 Canada Square, Canary Wharf
London E14 5LB United Kingdom
Fax: +44 20 3060 4796
Attention: Citi Agency & Trust

CANPACK S.A.
ul. Jasnogórska 1
31-358 Kraków, Poland
Attention: Marius Croitoru, Chief Financial Officer
Fax: +48 12 377 7430

Re: [3.125% Senior Notes due 2025 of CANPACK S.A. and Eastern PA Land Investment Holding LLC]

[2.375% Senior Notes due 2027 of CANPACK S.A. and Eastern PA Land Investment Holding LLC]

Reference is hereby made to the Indenture, dated October 26, 2020 (the “**Indenture**”), among, *inter alios*, CANPACK S.A. (“**CANPACK S.A.**”), Eastern PA Land Investment Holding LLC (“**CANPACK U.S.**” and, together with CANPACK S.A., the “**Issuers**”), the Guarantors and Citibank, N.A., London Branch, as trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

_____, (the “**Transferor**”) owns and proposes to transfer the [Euro][Dollar] Note[s] or interest in such [Euro][Dollar] Note[s] specified in Annex A hereto, in the principal amount of [€][\$] _____ (the “**Transfer**”), to _____ (the “**Transferee**”), as further specified in Annex A hereto. In connection with the Transfer, the Transferor hereby certifies that:

1. Check if transfer is pursuant to Rule 144A: _____

The Transfer is being effected pursuant to and in accordance with Rule 144A under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), and, accordingly, the Transferor hereby further certifies that the beneficial interest or the Book-Entry Interest or Definitive Registered Note is being transferred to a Person that the Transferor reasonably believed and believes is purchasing the beneficial interest or the Book-Entry Interest or Definitive Registered Note for its own account, or for one or more accounts with respect to which such Person exercises sole investment discretion, and such Person and each such account is a “qualified institutional buyer” within the meaning of Rule 144A under the U.S. Securities Act in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act and such Transfer is in compliance with any applicable “blue sky” securities laws of any state of the United States. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred beneficial interest or the Book-Entry Interest or Definitive Registered Note will be subject to the restrictions on transfer enumerated in the Private Placement Legend printed on the relevant Rule 144A Global Note and/or the Definitive Registered Note and in the Indenture and the U.S. Securities Act.

2. Check if transfer is pursuant to Regulation S: _____

The Transfer is being effected pursuant to and in accordance with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and, accordingly, the Transferor hereby further certifies that: (i) the Transfer is not being made to a person in the United States and (x) at the time the buy order was originated, the Transferee was outside the United States or such Transferor and any Person acting on its behalf reasonably believed and believes that the Transferee was outside the United States or (y) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither such Transferor nor any Person acting on its behalf knows that the transaction was prearranged with a buyer in the United States; (ii) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or Rule 904(b) of Regulation S under the U.S. Securities Act; (iii) the transaction is not part of a plan or scheme to evade the registration requirements of the U.S. Securities Act and (iv) if the proposed transfer is being made prior to the expiration of the Distribution Compliance Period, (A) the transfer is not being made to a U.S. Person or for the account or benefit of a U.S. Person (other than an Initial Purchaser) and (B) the interest transferred will be held immediately thereafter through Euroclear or Clearstream. Upon consummation of the proposed transfer in accordance with the terms of the Indenture, the transferred Book-Entry Interest or Definitive Registered Note will be subject to the restrictions on transfer enumerated in the private placement legend and in the Indenture and the U.S. Securities Act.

3. Check if Transferee will take delivery of a Book-Entry Interest in a Global Note or a Definitive Registered Note pursuant to any provision of the U.S. Securities Act other than Rule 144A or Regulation S: _____

The Transfer is being effected in compliance with the transfer restrictions applicable to Book-Entry Interests in Global Notes and Definitive Registered Notes and pursuant to and in accordance with the U.S. Securities Act and any applicable blue sky securities laws of any state of the United States.

This certificate and the statements contained herein are made for the benefit the Trustee, the Issuers and any Guarantor.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____

ACCEPTED:

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____

ANNEX A TO CERTIFICATE OF TRANSFER

1. The Transferor owns and proposes to transfer the following:

[CHECK ONE]

- (a) _____ a Book-Entry Interest held through DTC/Euroclear/Clearstream Account No. _____, in the:
- (i) _____ Rule 144A Global Note (ISIN _____ or CUSIP _____),
- (ii) _____ Regulation S Global Note (ISIN _____ or CUSIP _____),
- (b) _____ a Rule 144A Definitive Registered Note; or
- (c) _____ a Regulation S Definitive Registered Note.

2. After the Transfer the Transferee will hold:

[CHECK ONE]

- (a) _____ a Book-Entry Interest held through DTC/Euroclear/Clearstream Account No. _____, in the:
- (i) _____ Rule 144A Global Note (ISIN _____ or CUSIP _____),
- (ii) _____ Regulation S Global Note (ISIN _____ or CUSIP _____),
- (b) _____ a Rule 144A Definitive Registered Note; or
- (c) _____ a Regulation S Definitive Registered Note.