

Antalis Group

Company Number 00157418

(the "Company")

MEMBERS' WRITTEN RESOLUTIONS

Circulation date 23 December 2011 (the "**Circulation Date**").

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company propose that:

- resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**"), and
- resolution 2 below is passed as a special resolution (the "**Special Resolution**", together with the Ordinary Resolution, the "**Resolutions**")

ORDINARY RESOLUTION

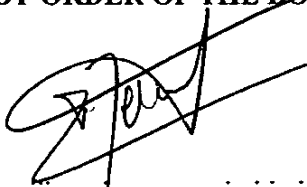
- 1 THAT the directors be and are, generally and unconditionally, authorised for the purpose of s551 CA 2006 to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £5,000,000 for a period expiring 5 years from the date of this resolution, save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTION

- 2 THAT the directors be and are empowered pursuant to s570 CA 2006 to allot equity securities (within the meaning of s560(1) CA 2006) pursuant to the authority conferred by resolution 1 as if s561 CA 2006 did not apply to the allotment, provided that the power conferred by this resolution will expire 5 years from the date of this resolution save that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired

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

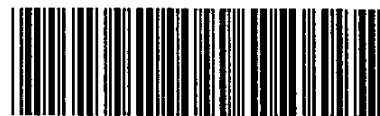
BY ORDER OF THE BOARD



By: Frédéric Bernet

Capacity Director

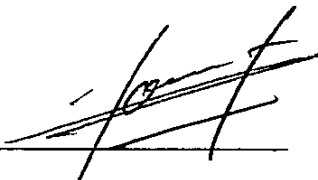
WEDNESDAY



A13 *A10SIGT4* 18/01/2012 #52
COMPANIES HOUSE

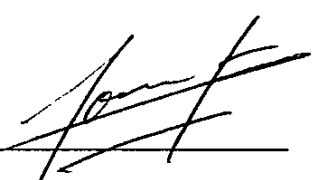
AGREEMENT

WE THE UNDERSIGNED, being all of the members of the Company on 23 December 2010
HEREBY IRREVOCABLY AGREE to each of the Resolutions.



A Gourjon, *Gérant*
duly authorised signatory
for and on behalf of
Antalis Finance SARL

Dated: 23 December 2011



Alain Gourjon, Director
duly authorised signatory
for and on behalf of
Antalis Group Holdings Limited

Dated: 23 December 2011

NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by returning the signed copy by post to the Company Secretary at 100 New Bridge Street, London EC4V 6JA
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse
- 4 A copy of this document was sent to the Company's auditors, PricewaterhouseCoopers LLP, on or prior to 23 December 2011