

Antalis Group

Company Number 00157418

(the "Company")

MEMBERS' WRITTEN RESOLUTIONS

Circulation date 23 December 2010 (the "Circulation Date")

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

- resolutions 1 - 3 and 5 below are passed as ordinary resolutions (the "Ordinary Resolutions"), and
- resolutions 4 and 6 below are passed as special resolutions (the "Special Resolutions")

ORDINARY RESOLUTIONS

- 1 With effect from the date of this resolution, and in accordance with Regulation 96 of Table A in the Schedule to the Companies (Tables A to F) Regulations (as amended) ("Table A") (which provision applies in accordance with the Company's articles of association), the Company shall suspend, until further notice, the application of Regulations 94 and 95 Table A to the Company
- 2 Authorisation of any conflict of interest may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006
- 3 Any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any company which is a subsidiary or a holding company or a subsidiary of a holding company (as those terms are defined in section 1159 of the Companies Act 2006) of the Company be and is hereby authorised and ratified

SPECIAL RESOLUTION

- 4 With effect from the date of this resolution, the articles of association of the Company be amended by
 - (a) deleting all the provisions of the Company's memorandum of association which, by virtue of s28 CA 2006, are to be treated as provisions of the Company's articles of association,
 - (b) deleting article 4, and
 - (c) inserting a new article 4 that reads as follows

"The share capital of the Company is £195,000,000 divided into 195,000,000 ordinary shares of £1 00 each "



ORDINARY RESOLUTION

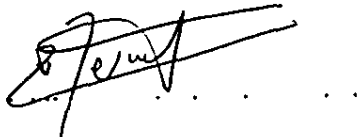
- 5 The directors be and are, generally and unconditionally, authorised for the purpose of s551 CA 2006 to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £40,000,000 for a period expiring 5 years from the date of this resolution, save that the 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

- 6 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 5 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 Ordinary Resolutions and the Special Resolutions (together the "**Resolutions**") below

BY ORDER OF THE BOARD



By Frédéric Bernet

Capacity Director

AGREEMENT

WE THE UNDERSIGNED, being a member 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 2010

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 2010