

ANTALIS GROUP

(Registered in England - No. 00157418)

(Company)

WRITTEN RESOLUTION

(Passed 19th December 2005)



A03 COMPANIES HOUSE 733 10/02/2006

COMPANIES HOUSE 28/01/2006

Pursuant to Article 53 of the Company's articles of association the following Resolution is passed as a Special Resolution:

1 That the articles of association of the Company are allotted by the insertion of the following new articles after article 5:

1.1 "6. Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefore. Notwithstanding his interest, a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 84 shall be modified accordingly."

1.2 "7. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting."

Signed by, or by their duly authorised representatives on behalf of, all the members of the Company who at the date of the Resolution (being the date when the Resolution is signed by or on behalf of the last member to sign) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to that meeting:

Signature: .....

Name: Olivier Bouillaud

Duly authorised

for and on behalf of **Antalis Group Holdings Ltd**

Date: 19th December 2005

Signature: .....

Name: Henry Cubbon.

Duly authorised

for and on behalf of **Protalis Ltd**

Date: 19th December 2005

THE COMPANIES ACT 1985

---

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 27 August 1992  
and amended by Special Resolution passed on 27 June 2000, by Written Resolution passed on 21  
December 2001 and by Written Resolutions passed on 30 November 2004, 2 December 2004  
and 19 December 2005)

OF

ANTALIS GROUP\*

(the "Company")

1. The Company shall be a private company within the meaning of the Companies Act 1985 ("the Act"). The Regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company save insofar as they are excluded or varied hereby; and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
2. Regulations 3, 32, 34 and 35 of Table A shall not apply to the Company.
3. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A.
4. (1) The share capital of the Company is £155,000,000 divided into 155,000,000 Ordinary shares of £1 each (the "Ordinary Shares").

---

\* The Company was incorporated on 26 July 1919 under the name of Cromptons (Stubbins) Limited and changed its name to Millbank Paper Company Limited on 30 May 1961, to Wiggins Teape Overseas Limited on 4 January 1965, to Arjo Wiggins Overseas Limited on 2 December 1991, to Arjo Wiggins Merchants Holdings Limited on 4 August 1992, to Antalis Group Limited on 6 January 2000 and to Antalis Group on 30 November 2004.

5. The company may by special resolution:
  - (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
  - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
  - (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
  - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
  - (e) reduce its share capital and/or any share premium account in any way.
6. Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefore. Notwithstanding his interest, a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 84 shall be modified accordingly.”
7. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.”