

Company No. 3051244

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MONDI PACKAGING (UK) LIMITED

WEDNESDAY



A36 *ATTVFWEG* 16/01/2008 275
COMPANIES HOUSE

CIRCULATION DATE: 14 December 2007

Pursuant to Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ordinary resolution ("**Ordinary Resolution**")

ORDINARY RESOLUTION

- 1 **THAT** pursuant to section 80 of the Companies Act 1985 (the "**Act**") and in substitution for all existing authorities under that section, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to a maximum amount of £56,519,084 provided that this authority shall expire on the fifth anniversary of this resolution

For	Against
✓	

AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Ordinary Resolution

The undersigned, being a person entitled to vote on the above resolution on 14 December 2007 hereby irrevocably agrees to the Ordinary Resolution

NAME: MONDI PACKAGING UK HOLDINGS LIMITED

DULY AUTHORISED SIGNATURE:



DATE: 14 December 2007

Notes:

If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- 1 **BY HAND:** delivering the signed copy to the Company's secretary, Frank Allan,
- 2 **BY POST:** returning the signed copy by post to 2 Franks Road, Bardon Hill, Coalville, Leicestershire, LE67 1TT,
- 3 **BY FAX:** faxing the signed copy to fax number 01 530 511342 marked for the attention of Frank Allan,
- 4 **BY EMAIL:** attaching a scanned copy of the signed document to an email and send it to frank.allan@mondipackaging.com Please enter "Ordinary Resolutions dated December 2007" in the subject box

If you do not agree to the Ordinary Resolution you do not need to do anything, you will not be deemed to agree if you do not reply

- 1 Once you have returned your agreement to the Ordinary Resolution to the Company, you may not revoke your agreement
- 2 Where, by 11 January 2008 insufficient agreement has been received for the Ordinary Resolution to pass, the Ordinary Resolution will lapse. If you agree to the Ordinary Resolutions please ensure that your agreement reaches the Company on or before this date
- 3 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

- 4 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document