

Company Number 03572983

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS
OF

FRIDAY



ROYMNUAQ
RM 20/05/2011 374
COMPANIES HOUSE

International Paper Converters Limited (the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being or representing the sole member of the Company for the time being entitled to receive notice of and vote at general meetings of the Company, hereby resolve to pass the following resolutions as special resolutions

I That the Company's articles of association (the **Articles**) be amended as follows

- (a) inserting the following text in the current Article 6 after the words "The Company's lien on a share shall extend to all dividends payable thereon ",

"However, no lien will apply on any shares, whether fully paid up or not, which are subject to a charge or other security in favour of a bank or financial institution or insurance company or to a trust, investment fund, mutual fund or other fund or entity which is regularly engaged in or established for the purpose of making, purchasing, holding or investing in loans, securities, other financial assets or similar extensions of credit or to an affiliate thereof "

- (b) inserting the words "Subject to Article 7(n) below" at the beginning of Article 7(a),

- (c) deleting the current Article 7(l) and replacing this with the following

"Subject always to Article 7(m) below, the directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a share whether or not it is a fully paid share "

- (d) inserting a new Article 7(m) as follows

"Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares where such a transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged "

- (e) inserting a new Article 7(n) as follows

"Notwithstanding anything contained in these Articles, Article 7(a) will not apply to any transfer of any shares which are subject to a charge or any other security in favour of a bank or financial institution or insurance company or a trust, investment fund, mutual fund or other fund or entity which is regularly engaged in or established for the purpose of making,

purchasing, holding or investing in loans, securities, other financial assets or similar extensions of credit or an affiliate thereof "

(f) inserting a new Article 21A as follows

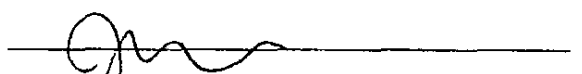
"A meeting of the directors shall, subject to notice thereof having been given in accordance with these articles, for all purposes be deemed to be held when a director is or directors are in communication by telephone or television (or any other form of audio-visual linking) with another director or directors, and all of the directors in communication agree to treat the meeting as so held, if the number of directors in communication constitutes a quorum of the board in accordance with these Articles. A resolution passed by the directors at such meeting as specified in this Article 21A shall be as valid as it would have been if passed at an actual meeting duly convened and held "

2 That these resolutions shall have effect notwithstanding any provision of the Articles

AGREEMENT

PLEASE READ THE NOTES AT THE END OF THIS DOCUMENT BEFORE SIGNIFYING YOUR AGREEMENT TO THE RESOLUTIONS.

The undersigned, a person entitled to vote on the above resolution, hereby irrevocably agrees to the Resolutions


For and on behalf of **Instant Cash Loans Limited**

Date of signature 5/6, 2011

NOTES

- 1 If you agree with the Resolution(s), 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

- **By Hand:** delivering the signed copy to Castlebridge Office Village, Kirtley Drive, Castle Marina, Nottingham NG7 1LD marked "For the attention of Nermina Webster "
- **By Post** returning the signed copy by post to Nermina Webster (Solicitor and Compliance Officer), International Paper Converters Limited, Castlebridge Office Village, Kirtley Drive, Castle Marina, Nottingham NG7 1LD
- **Fax** faxing the signed copy to +44 (0)115 934 7444 marked "For the attention of Nermina Webster
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Nermina Webster@dfguk.com

If you do not agree to the Resolution(s), you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Unless, by the date that is 28 days from the date of circulation of this Resolution(s) or such period as is specified in the Company's Articles of Association, sufficient agreement has been received for the Resolution(s) to pass, it will lapse If you agree to the Resolution(s), please ensure that your agreement reaches us before or during this date