
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CARP (S) LIMITED

(the "**Company**")

Circulated on **22 March** 2016 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**")

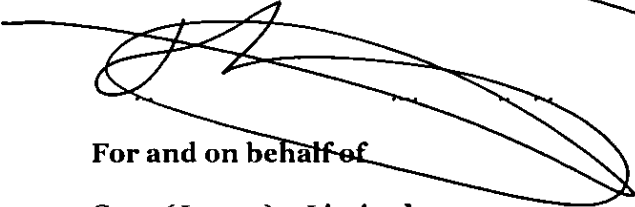
SPECIAL RESOLUTION

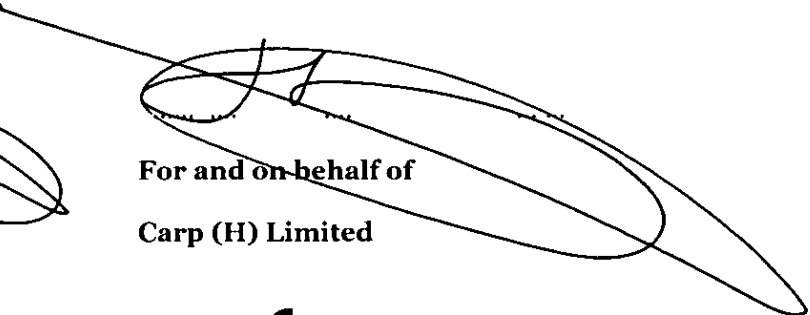
"**THAT**, pursuant to section 641(1)(a) of the Act, the share capital of the Company be reduced from £91,392,559 to £2 00 by reducing the nominal value of each of the Company's 91,392,559 issued ordinary shares from £1 each to £0.000000021884 each and that the amount arising upon the reduction, being in the aggregate sum of £91,392,557 be credited to the profit and loss account of the Company "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the shareholders of the Company hereby confirm that they have received a copy of the Resolution in accordance with section 291 of the Act and hereby irrevocably agree that the Resolution be passed as a written resolution pursuant to section 288 of the Act and shall take effect as a special resolution


For and on behalf of
Carp (Jersey) 2 Limited


For and on behalf of
Carp (H) Limited



LD1 23/03/2016 #135
COMPANIES HOUSE



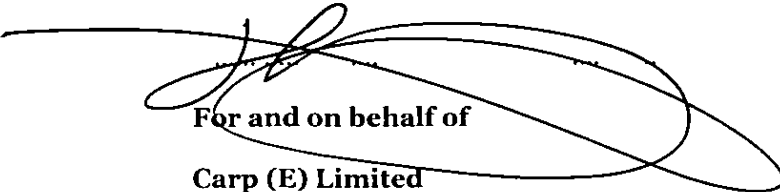
For and on behalf of

Carp (UK) L Limited




For and on behalf of

Carp (UK) 3 Limited




For and on behalf of

Carp (E) Limited




For and on behalf of

Carp (NW) Limited



For and on behalf of

Carp (L) Limited



For and on behalf of

Sun CP Asset Management Limited



For and on behalf of

Sun CP Midco Limited

Dated: 22 March 2016

NOTES

- 1 Eligible members are the members of the Company who would have been entitled to vote on the Resolution on the Circulation Date
- 2 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
- 3 If you do not agree to the Resolution you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 5 Pursuant to section 642 of the Act, the Resolution must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital therefore unless sufficient agreement has been received for the Resolution to be passed within 15 days after the date of the solvency statement, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period