

Registered No. 4379582

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES

CP (OASIS PROPERTY) LIMITED  
(the "Company")

RESOLUTION IN WRITING



In accordance with the Company's Articles of Association and the provisions of Section 381A of the Companies Act 1985 (the "Act"), Carp (Jersey) 2 Limited, being the sole member of the Company, who, at the date of this resolution, would have been entitled to vote upon it as if it had been proposed at a general meeting of the Company at which it was present, **RESOLVES** to pass the following resolution as a written resolution.

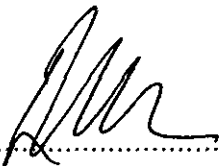
1. **THAT**, subject to compliance with Sections 155 to 158 of the Act, the giving by the Company of financial assistance for the purpose of the acquisition by Sun CP Newmidco Limited ("Newmidco") of the entire issued share capital of Sun CP Topco Limited in the form described in the statutory declaration sworn by the directors of the Company pursuant to Section 155(6) of the Act on the date hereof be approved.
2. **THAT**, subject to compliance with sections 155 to 158 of the Act, where applicable, each of the following documents (each a "**Document**") to which the Company is expressed to be a party:
  - (i) an accession letter, by virtue of which the Company would accede to the facilities agreement dated 1 June 2005 between, amongst others, Newmidco (as the Company, the Original Borrower and the Original Guarantor) and The Royal Bank of Scotland plc as Arranger, Lender, Agent and Security Agent for the provision of the facilities described therein (the "**Facilities Agreement**") as an Additional Borrower (the "**Borrower Accession Letter**");
  - (ii) an Accession Letter (the "**Guarantor Accession Letter**") by virtue of which the Company would accede to the Facilities Agreement as an Additional Guarantor;
  - (iii) the Intercreditor Deed;
  - (iv) a Debenture;
  - (v) the following documents:

- (a) a novation agreement to be entered into between the Company, The Royal Bank of Scotland Plc and Calyon in relation to an existing ISDA Master Agreement;
- (b) novation agreements in respect of existing interest rate swap agreements to be entered into between the Company, Sun CP Newtopco Limited, Newmidco, The Royal Bank of Scotland Plc and each of the other PropCos in relation to (i) the Tranche A Facility and (ii) the Tranche B Facility;
- (c) ISDA Master Agreements to be entered into between the Company and The Royal Bank of Scotland Plc in relation to (i) the Tranche A Facility and (ii) the Tranche B Facility;
- (d) a swap confirmation to be entered into between the Company and The Royal Bank of Scotland Plc in relation to the Tranche A Facility; and
- (e) a swap confirmation to be entered into between the Company and The Royal Bank of Scotland Plc in relation to the Tranche B Facility;
- (vi) an amendment agreement relating to the Management Agreement to which the Company is a party to be entered into between the Company and Sun CP Management Limited;
- (vii) the Duty of Care Agreement;
- (viii) an inter-company loan agreement to be entered into between, amongst others, the Company, the other PropCos, Newmidco, Sun CP Newtopco Limited and Sun CP Management Limited;
- (ix) the Insurance Deed;
- (x) a Fee Letter;
- (xi) any other document from time to time creating, evidencing or entered into as security for, or supporting, any of the Secured Obligations;
- (xii) any document which amends, novates, supplements, restates or replaces any Document;
- (xiii) any document designated as a Finance Document by the Agent and Newmidco now or at any time in the future; and
- (xiv) all such certificates and notices and other such documents as may be required in connection with the Transaction,

(including, in each case, such amendments, variations and consents as the person or persons authorised to sign or execute any such Document on behalf of the Company may approve, such approval to be conclusively evidenced by such person's signature thereon),

are, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act, in the best interests, and to the benefit, of the Company and are hereby approved and the Company be and is hereby authorised to enter into the Documents and the Company may sign or seal any other documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with any Document and do such other acts or things as may be considered by the Director to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the Documents.

3. This written resolution is passed as a special resolution of the Company.
4. Unless expressly defined in this written resolution, terms defined in the Facilities Agreement have the same meaning in this written resolution.



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**For Carp (Jersey) 2 Limited**

Date: 15/06 2005