Company No: 4379582

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTIONS

of

CP (OASIS PROPERTY) LIMITED

("Company")

PASSED ON 14 APRIL 2009

TUESDAY

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COMPANIES HOUSE

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 14 April 2009 as an ordinary and special resolutions as indicated below:

ORDINARY RESOLUTION

1. **That**, for the purposes of section 175 of the Act, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, provided that authorisation of such a matter shall be effective only if:

   1.1 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "**Interested Directors**"); and

   1.2 the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.

SPECIAL RESOLUTION

2. **That**, subject to the passing of resolution 1, the articles of association of the Company be amended by the inclusion of the new articles set out in the schedule hereto as new Articles 40 to 46.

ORDINARY RESOLUTIONS

3. **That** the authorised share capital of the Company be increased from £100 to £65,387,555 by the creation of 65,387,455 new ordinary shares of £1 each in the capital of the Company having the rights set out in the articles of association of the Company and ranking pari passu in all respects with the one existing ordinary share of £1 in issue in the capital of the Company.

4. **That** pursuant to section 80 of the Companies Act 1985 ("**1985 Act**"), and in substitution for all existing authorities under that section (to the extent unused), 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 1985 Act) up to a maximum amount of £65,387,554 (being the amount of the unissued share capital) provided that (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of the date of this resolution.

5. **That**, subject to the passing of resolutions 3 and 4 above, the sum of £65,387,554 standing to the credit of the revaluation reserve of the Company be capitalised and the directors be authorised and directed to appropriate such sum and apply it in paying up in full 65,387,554 ordinary shares of £1 each in the unissued capital of the Company to be allotted and issued credited as fully paid up at par to the sole shareholder of the Company, Sun CP Newmidco Limited (**"Shareholder"**).

SPECIAL RESOLUTION

6. **That**, subject to the passing and implementation of resolution 5:

6.1 the share capital of the Company be reduced by cancelling and extinguishing for no consideration paid up capital to the extent of £1 - 1/65,387,555 on each of the issued ordinary shares of £1 each in the capital of the Company held by the Shareholder;

6.2 the nominal value of each ordinary share of £1 each in the capital of the Company, whether issued or unissued, be reduced from £1 to £1/65,387,555;

6.3 all authorised but unissued shares in the capital of the Company (if any) which have not been taken or agreed to be taken by any person be cancelled pursuant to section 121(2)(e) of the Companies Act 1985 such that the authorised share capital of the Company be reduced to an amount of £1 in total;

6.4 pursuant to section 641(1A) of the Act, the memorandum of association of the Company be amended by the deletion of clause 5 and its replacement with the following:

"The Company's share capital is £1 divided into 65,387,555 ordinary shares of £1/65,387,555 each."; and

6.5 the articles of association of the Company be amended by the deletion of article 3 and its replacement with the following:

"The authorised share capital of the Company is £1 divided into 65,387,555 ordinary shares of £1/65,387,555 each.".

For information only

[Director][~~Secretary~~]

SCHEDULE

New Articles

"SECTION 175 OF THE COMPANIES ACT 2006

40. For the purposes of section 175 of the Companies Act 2006 ("**2006 Act**"):

40.1 a director shall be authorised to hold office as a director or other officer of, be employed or engaged by, hold shares or other securities in, or otherwise be interested in, whether directly or indirectly, any other Group Company; and

40.2 an Investor Director shall be authorised to hold office as a director or other officer of, be employed or engaged by, hold shares or other securities in, or otherwise be interested in, whether directly or indirectly:

40.2.1 an Investor;

40.2.2 an Investor Associate; or

40.2.3 any other company in which an Investor or Investor Associate also holds shares or other securities or is otherwise interested.

41. For the purposes of section 175 of the 2006 Act, where an office, employment, engagement or interest held by an Investor Director in another entity has been authorised pursuant to Article 40.2 and his relationship with that entity gives rise to an actual or potential conflict of interest (or any actual or potential conflict of interest may reasonably be expected to arise out of the matter so authorised), an Investor Director shall be authorised to:

41.1 attend and vote at meetings of the directors (or any committee thereof) at which any matter relating to the actual or potential conflict of interest will or may be discussed and receive board papers or other documents relating thereto;

41.2 receive confidential information and other documents and information relating to the Group, use and apply such information in performing his duties as a director, officer or employee of, or consultant to an Investor or Investor Associate and disclose that information to third parties in accordance with these articles; and

41.3 give or withhold consent or give any direction or approval or exercise any other rights under these articles or otherwise on behalf of an Investor.

42. For the purposes of section 175 of the 2006 Act, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, an actual or potential conflict of interest, provided that authorisation of such a matter shall be effective only if:

42.1 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "**Interested Directors**"); and

42.2 the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.

43. The following provisions of this article apply to any authorisation of a matter by the directors pursuant to Article 42 but do not apply to the matters authorised by Articles 40 and 41 above, or to any authorisation by the members in accordance with section 180(4)(a) of the 2006 Act:

43.1 an authorisation may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

43.2 an authorisation shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, and may be terminated by the directors at any time; and

43.3 a director shall comply with any reasonable (in the context of the matters authorised) obligations imposed on him by the directors pursuant to any authorisation.

44. If a matter, office, employment, engagement or interest, has been authorised pursuant to Articles 40 or 41, then the director in question shall not be required to disclose to the Company any confidential information received by him (other than by virtue of his position as director) relating to such matter, or such office, employment, engagement or interest, or use such information in relation to the Company's affairs if to do so would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment, engagement or interest.

45. A director shall not be accountable to the Company for any remuneration or other benefit which he (or a person connected with him) derives from any office, employment, engagement or interest authorised in or pursuant to Articles 40 or 41, nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the 2006 Act.

46. For the purposes of Articles 40 to 45, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests, and the following terms shall bear the following meanings:

"Fund" means any bank, investment trust or investment company, unit trust, building society, industrial provident or friendly society, any other collective investment scheme, any business investor, partnership, limited partnership, pension fund or insurance company or any person who is an authorised person under the Financial Services and Markets Act 2000, and the term will include any subsidiary undertaking of any of the foregoing and any co-investment scheme in relation to any of the foregoing;

"Group" means the Company and any subsidiary or subsidiary undertaking for the time being of the Company and any holding company for the time being of the Company and any subsidiary or subsidiary undertaking for the time being of such holding company and **"Group Company"** shall mean any one of them;

"Investor" means Blackstone Capital Partners (Cayman) V L.P., Blackstone Family Investment Partnership (Cayman) V L.P., Blackstone Participation Partnership (Cayman) V L.P., Blackstone Family Investment Partnership (Cayman) V-SMD L.P., Blackstone Real Estate Partners International II L.P., Blackstone Real Estate Holdings International II L.P., Blackstone Family Real Estate Partnership International II-SMD L.P., Blackstone Real Estate Partners (Offshore) V L.P., Blackstone Real Estate Partners (Offshore) V.F L.P., Blackstone Real Estate Partners (Offshore) V.TE.1 L.P., Blackstone Real Estate Partners (Offshore) V.TE.2 L.P., Blackstone Real Estate Holdings (Offshore) V L.P. and Blackstone Family Real Estate Partnership (Offshore) V-SMD L.P.;

"Investor Associate" means in relation to an Investor:

(a) any undertaking which is in the same group as that Investor for the time being;

(b) the beneficial owner or owners in respect of which that Investor is a nominee, custodian or trustee or any other nominee, custodian or trustee for such beneficial owner or owners;

(c) any investor in that Investor;

(d) any general partner, limited partner or other partner in, or nominee, custodian, trustee, manager of, or adviser to, from time to time that Investor or any undertaking that is in the same group as that Investor;

(e) any undertaking which is in the same group as any nominee, custodian, trustee, manager of, or adviser to, that Investor or any undertaking that is in the same group as that Investor;

(f) any Fund which has the same general partner, nominee, custodian, trustee, manager or adviser from time to time as that Investor or any undertaking that is in the same group as that Investor;

(g) any Fund which has a general partner, nominee, custodian, trustee, manager or adviser which is in the same group as the general partner, nominee, custodian, trustee, manager or adviser of that Investor or any undertaking that is in the same group as that Investor;

(h) any entity which invests in parallel to, or co-invests with, the Investor; and

(i) any nominee, custodian or trustee of, or any undertaking which is in the same group as, any persons referred to in (a) to (h),

provided that CP Cayman Topco and Forest Cayco Topco and their respective subsidiary undertakings from time to time shall not be considered an Investor Associate for purposes of this definition; and

"Investor Director" means any director of the Company appointed by or on behalf of or at the direction of an Investor or who holds office as a director or other officer of, is employed or engaged by, holds shares or other securities in, or otherwise is interested in, whether directly or indirectly, an Investor or an Investor Associate.