

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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14/04/2009

COMPANIES HOUSE

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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

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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;

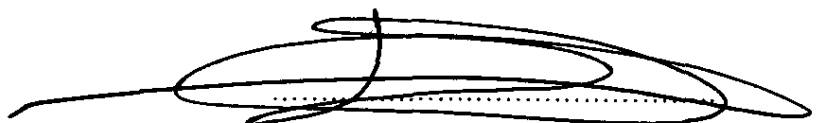
6.3 all authorised but unissued shares in the capital of the Company (if any) which have not been taken or agreed to be taken by any person be cancelled pursuant to section 121(2)(e) of the Companies Act 1985 such that the authorised share capital of the Company be reduced to an amount of £1 in total;

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.".

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the left.

[Director]~~[Secretary]~~