

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SUN CP TOPCO 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"), Sun CP Newmidco Limited ("Newmidco"), 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, **RESOLVE** to pass the following resolution as a written resolution.

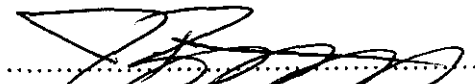
1. **THAT**, subject to compliance with sections 155 to 158 of the Act, where applicable, each of the following documents (each a "**Document**") to which the Company is expressed to be a party:
 - (i) an accession letter, by virtue of which the Company would accede to the £711,928,897 facility agreement dated 26 April 2006 (the "**Facility Agreement**") between, amongst others, CP Comet Bidco Limited ("**Bidco**") (as the Company) and The Royal Bank of Scotland plc as Arranger, Original Lender, Original Hedging Bank, Facility Agent and Security Agent for the provision of the facility described therein as an additional chargor;
 - (ii) a Debenture to be granted by, among others, the Company in favour of The Royal Bank of Scotland plc as Security Agent pursuant to which the Company will grant fixed and floating security over its assets in favour of the Security Agent;
 - (iii) an inter-company loan agreement to be entered into between, amongst others, CP Comet Holdings Limited ("**Holdco**"), Bidco, Sun CP Newtopco Limited ("**Newtopco**") and certain of its subsidiaries (including the Company);
 - (iv) a subordination agreement to be entered into between, among others, the Subordinated Creditors (as defined therein), Holdco, Bidco, Newtopco and certain of its subsidiaries (including the Company);
 - (v) a securitisation and syndication co-operation letter to be entered into between, amongst others, Holdco, Bidco, Newtopco and certain of its subsidiaries (including the Company);
 - (vi) any other document from time to time creating, evidencing or entered into a security for, or supporting, any of the Secured Obligations;
 - (vii) any document which amends, novates, supplements, restates or replaces any Document;

- (viii) any document designated as a Finance Document by the Agent and Bidco now or at any time in the future; and
- (ix) 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.

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


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Sun CP Newmidco Limited
Date: 15/05/2006