

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF THE SHAREHOLDERS OF**  
**SUN CP TOPCO LIMITED**  
**(the "Company")**

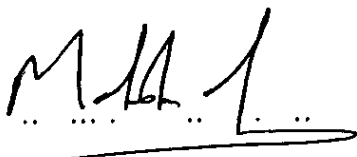
In accordance with the Company's Articles of Association and the provisions of Section 381A of the Companies Act 1985 (the "Act"), Sun CP Newmidco Limited, being the sole member of the Company, who, at the date of this resolution, would have been entitled to vote upon it as if it had been proposed at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

- 1 **THAT** the Company's Articles of Association be amended by inserting the following as a new article 5

Notwithstanding anything otherwise provided in these articles or Table A (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of.

- (a) a chargee or mortgagee of any shares;
- (b) any nominee of a chargee or mortgagee of any shares,
- (c) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares; or
- (d) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares.

- 2 This written resolution is passed as a special resolution of the Company.



Name

Director / Secretary of Sun CP Newmidco Limited

Date 18 June 2007

SATURDAY



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