

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**SUN CP TOPCO LIMITED**

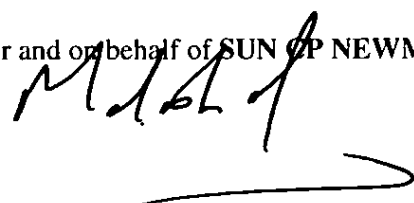
("Company")

In accordance with section 381A of the Companies Act 1985 ("Act"), we **resolve** as follows

**RESOLUTIONS**

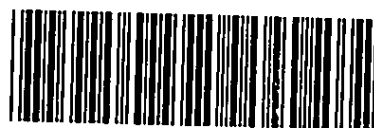
- 1 **That** the authorised share capital of the Company be increased from £2,600,000 to £52,600,000 by the creation of 50,000,000 new ordinary shares of £1 each in the capital of the Company having the rights set out in the articles of association of the Company
- 2 **That** the directors be generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of the unissued share capital of the Company at the date this resolution is passed and subject to the passing of resolution 1 above This authority shall expire after a period of five years after the date this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 of the Act to the extent not utilised at the date this resolution is passed

For and on behalf of **SUN CP NEWMIDCO LIMITED**



Dated 18 July 2007

TUESDAY



\*AS4B3RIT\*

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24/07/2007

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COMPANIES HOUSE  
COMPANIES HOUSE

We, being the auditors to the Company, acknowledge that a copy of the above resolutions and attachments was sent to us on **20** July 2007

Signed

Dated