

Company No. 4467104

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

SUN CP TOPCO LIMITED

The Bachmann Trust Company Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

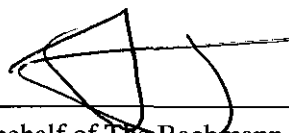
THAT the new articles of association in the form of the annexed draft be adopted in substitution for the Company's existing articles of association.

SIGNATURE:



for and on behalf of The Bachmann Trust Company Limited

SIGNATURE:



for and on behalf of The Bachmann Trust Company Limited

DATE:

1 November 2002



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SUN CP TOPCO LIMITED

(adopted by special resolution passed on 01 / 11 / 2002)

PRELIMINARY

1. (A) The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) ("Table A") apply to the Company except to the extent that they are excluded or modified by these articles.
- (B) The regulations of Table A numbered 24, 38, 60, 61, 64, 73, 74, 75, 76, 77, 78, 80, 81, 90, 94, 95, 96, 97, 98, 111, 112, 115 and 118 do not apply. The regulations of Table A numbered 37, 46, 53, 57, 59, 62, 65, 66, 67, 68, 72, 79, 84, 88, 110 and 116 are modified. The regulations of Table A numbered 88, 91 and 93 are excluded if and for so long as there is a sole director of the Company. The regulation of Table A numbered 89 is modified if and for so long as there is a sole director of the Company. The regulations of Table A numbered 40 and 54 are modified if and for so long as the Company has only one member. Subject to these exclusions and modifications, and in addition to the remaining regulations of Table A, the following are the articles of association of the Company.
- (C) Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose.

PRIVATE COMPANY

2. The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARE CAPITAL

3. The authorised share capital of the Company at the date of the adoption of these Articles is £100,000 divided into 100,000 ordinary shares of £1 each ("**Ordinary Shares**") and a holder of Ordinary Shares, an "**Ordinary Shareholder**").
4. Subject to the provisions of the Act, the directors have general and unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased share capital) to such persons, at such times and on such terms and conditions as the directors may decide but no share may be issued at a discount.

TRANSFERS

5. Subject to article 6, the directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of an Ordinary Share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien.
6. The directors may not refuse to register a transfer of Ordinary Shares made in accordance with article 7 or with the provisions of the shareholders agreement dated on or about the date of adoption of these articles between the Company, the Original Suncap Investors and DBCP Europe GP (Jersey) Limited (the "**Shareholders Agreement**"). The directors may not register a transfer of Ordinary Shares which is not made in accordance with article 7 or with the Shareholders Agreement.

COMPULSORY TRANSFER

7. Article 7 applies when director or employee of the Company or of any of its subsidiary undertakings (a "**Leaver**") who:
 - (i) is an Ordinary Shareholder holding less than 2.5% of the issued Ordinary Shares; and/or
 - (ii) has established and/or is a beneficiary of a trust which holds less than 2.5% of the issued Ordinary Shares (a "**Trust**")

ceases for any reason to be a director or employee of the Company or of any of its subsidiary undertakings ("**Cessation**").

- 7.1 Within two months after the Cessation, the directors may (and shall if requested in writing by the directors of Sun Capital Shared Value Limited (the "**SCSV Board**")) serve notice requiring the Ordinary Shareholder (or his personal representatives in the case of his death) and each trustee of any Trust ("**Compulsory Sellers**") to offer some or all of their Ordinary Shares ("**Sale Shares**") to such of the following as may be specified by the SCSV Board in writing (in its sole discretion):

- (i) a person or persons intended to take the Leaver's place;
- (ii) any of the existing employees or directors of the Company or any of its subsidiary undertakings who are Ordinary Shareholders; and/or
- (iii) an employees' share scheme of the Company and/or its subsidiary undertakings

("Offerees"). The directors' notice may reserve the SCSV Board the right to finalise the identity of the Offerees once the price for the Sale Shares has been agreed or specified.

- 7.2 The Compulsory Sellers shall then offer the Sale Shares to the Offerees, as identified by the directors, free from all liens, charges and encumbrances together with all rights attaching to them on the following terms.
- 7.3 The price for each Sale Share shall be the price agreed between the Compulsory Sellers and the SCSV Board or, if they do not agree a price within 7 days of the directors' notice, the price specified in writing by the SCSV Board in its absolute discretion.
- 7.4 Within seven days after the price has been agreed or specified:
 - 7.4.1 the Company shall notify the Compulsory Sellers of the names and addresses of the Offerees and the number of Sale Shares to be offered to each;
 - 7.4.2 the Company shall notify each Offeree of the number of Sale Shares on offer to him; and
 - 7.4.3 the Company's notices shall specify the price per share and state a date, between two and 14 days later, on which the sale and purchase of the Sale Shares is to be completed ("**completion date**").
- 7.5 By the completion date the Compulsory Sellers shall deliver stock transfer forms for the Sale Shares, with the relevant share certificates, to the Company. On the completion date the Company shall pay the Compulsory Sellers, on behalf of each of the Offerees, the agreed or specified price for the Sale Shares to the extent the Offerees have put the Company in the requisite funds. The Company's receipt for the price shall be a good discharge to the Offerees. The Company shall hold the price in trust for the Compulsory Sellers without any obligation to pay interest.
- 7.6 To the extent that Offerees have not, by the completion date, put the Company in funds to pay the agreed or specified price, the Compulsory Sellers shall be entitled to the return of the stock transfer forms and share certificates for the relevant Sale Shares and the Compulsory Sellers shall have no further rights or obligations under this article 7 in respect of those Sale Shares.
- 7.7 If a Compulsory Seller fails to deliver stock transfer forms for Sale Shares to the Company by the completion date, the directors may (and shall, if requested by the SCSV Board) authorise any director to transfer the Sale Shares on the Compulsory

Seller's behalf to each Offeree to the extent the Offeree has, by the completion date, put the Company in funds to pay the agreed or specified price for the Sale Shares offered to him. The directors shall then authorise registration of the transfer once appropriate stamp duty has been paid. The defaulting Compulsory Seller shall surrender his share certificate for the Sale Shares to the Company. On surrender, he shall be entitled to the agreed or specified price for the Sale Shares.

7.8 Following a Cessation causing this article 7 to apply to particular Ordinary Shares:

7.8.1 those shares may not be transferred until the holder can no longer be bound to sell them under this article 7; and

7.8.2 the holder is not entitled to vote at general meetings of the Company (or of the holders of Ordinary Shares) in respect of those Ordinary Shares unless:

- (i) the SCSV Board stipulates otherwise in writing; or
- (ii) they are transferred pursuant to this article 7.

GENERAL MEETINGS

8. Regulation 37 of Table A is modified by the deletion of the words "eight weeks" and the substitution for them of the words "28 days".

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution must be called by at least 21 clear days' notice. All other extraordinary general meetings must be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote at that meeting; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being (i) a majority together holding not less than such percentage in number of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or (ii) if no such elective resolution is in force, a majority together holding not less than 95 per cent. in number of the shares giving that right.

The notice must specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, must specify that the meeting is an annual general meeting.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice must be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors.

PROCEEDINGS AT GENERAL MEETINGS

10. A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and regulation 46 of Table A is modified accordingly.
11. Regulation 53 of Table A is modified by the addition at the end of the following sentence: "If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly.".

VOTES OF MEMBERS

12. Regulation 57 of Table A is modified by the inclusion after the word "shall" of the phrase ", unless the directors otherwise determine,".
13. Regulation 59 of Table A is modified by the addition at the end of the following sentence: "Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it.".
14. An instrument appointing a proxy must be in writing in any usual form or in any other form which the directors may approve and must be executed by or on behalf of the appointor.
15. Regulation 62 of Table A is modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words "at any time" in place of "not less than 48 hours" and by the substitution in paragraph (b) of the words "at any time" in place of "not less than 24 hours".

NUMBER OF DIRECTORS

16. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is two.

ALTERNATE DIRECTORS

17. A director may appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director. That person need not be approved by resolution of the directors, and regulation 65 is modified accordingly.
18. An alternate director who is absent from the United Kingdom is entitled to receive notice of all meetings of directors and meetings of committees of directors of which his appointor is a member. An alternate director may waive the requirement that notice be given to him of a meeting of directors or a committee of directors, either prospectively or retrospectively. Regulation 66 of Table A is modified accordingly.
19. Regulation 68 of Table A is modified by the addition at the end of the following sentence: "Any such notice may be left at or sent by post or facsimile transmission to the office or another place designated for the purpose by the directors.".

DELEGATION OF DIRECTORS' POWERS

20. Regulation 72 is modified by the addition at the end of the regulation of the following sentence: "Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision must be construed as permitting the exercise of the power, authority or discretion by the committee."

APPOINTMENT AND REMOVAL OF DIRECTORS

21. The directors are not subject to retirement by rotation. Regulations 73, 74 and 75 of Table A do not apply, and reference in regulations 67 and 84 to retirement by rotation must be disregarded.
22. The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
23. A person appointed by the directors to fill a vacancy or as an additional director is not required to retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A are deleted.
24. No person is incapable of being appointed a director by reason of his having reached the age of 70 or another age. No special notice is required in connection with the appointment or the approval of the appointment of such person. No director is required to vacate his office at any time because he has reached the age of 70 or another age and section 293 of the Act does not apply to the Company.
25. The holder or holders of more than half in number of the shares giving the right to attend and vote at general meetings of the Company may remove a director from office and appoint a person to be a director, but only if the appointment does not cause the number of directors to exceed a number fixed by or in accordance with the articles as the maximum number of directors. The removal or appointment is effected by notice to the Company signed by or on behalf of the holder or holders. The notice may consist of several documents in similar form each signed by or on behalf of one or more holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the directors for the purpose. The removal or appointment takes effect immediately on deposit of the notice in accordance with the articles or on such later date (if any) specified in the notice.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

26. The office of a director is vacated if:
 - (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as director; or
- (d) he resigns his office by notice to the Company; or
- (e) he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated; or
- (f) he is removed from office by notice addressed to him at his last-known address and signed by all his co-directors; or
- (g) he is removed from office by notice given by a member or members under article 25.

REMUNERATION OF DIRECTORS

- 27. A director who, at the request of the directors, goes or resides abroad, makes a special journey or performs a special service on behalf of the Company may be paid such reasonable additional remuneration (whether by way of salary, percentage of profits or otherwise) and expenses as the directors may decide.

PROCEEDINGS OF DIRECTORS

- 28. Regulation 88 of Table A is modified by the exclusion of the third sentence and the substitution for it of the following sentences: "Every director must receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the requirement that notice be given to him of a meeting of directors or a committee of directors, either prospectively or retrospectively."
- 29. A director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- 30. If and for so long as there is a sole director of the Company:
 - (a) he may exercise all the powers conferred on the directors by the articles by resolution in writing signed by him or by any means permitted by the articles or the Act;

- (b) for the purpose of regulation 89 of Table A the quorum for the transaction of business is one; and
 - (c) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).
31. Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act, if the board of directors so agrees, a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. If the board of directors so agrees, the director may be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote must be counted.

DIVIDENDS

32. The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.

CAPITALISATION OF PROFITS

33. The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 110 of Table A to any member in respect of a holding by him of any partly-paid shares rank for dividend, so long as those shares remain partly paid, only to the extent that those partly-paid shares rank for dividend and regulation 110 of Table A is modified accordingly.

NOTICES

34. Subject to article 35, any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of directors), shall be given in writing either personally or by sending it by first class post in a pre-paid envelope (and airmail if overseas) or by fax, to an address (or in the case of a notice sent by fax, a number) for the time being notified for that purpose to the person giving the notice or such other address (or in the case of a notice sent by fax, a number) as may be specified by not less than seven days notice in writing to the person giving the notice received before the notice was despatched. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
35. Any notice to be given by any person to the company pursuant to the articles shall be given in writing either personally or by sending it by first class post in a pre-paid envelope to the registered office of the company, or by fax to a number for the time being notified for that purpose to the person giving the notice or such other number as may be specified by the company by not less than seven days notice in writing to the person giving the notice received before the notice was despatched.

36. In the absence of evidence of earlier receipt, any notice shall be deemed to have been duly given:
- (a) if delivered personally, when left at the address referred to in article 34 or 35, or
 - (b) if sent by mail other than airmail, two business days after posting it;
 - (c) if sent by airmail, six business days after posting it; and
 - (d) if sent by fax, on receipt of the confirmation of transmission report from the sender's fax machine.

Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given.

37. Regulation 116 of Table A is modified by the deletion of the words "within the United Kingdom".

INDEMNITY

38. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, each person who is a director, alternate director or secretary of the Company must be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the proper execution of his duties or the proper exercise of his powers, authorities and discretions including, without limitation, a liability incurred:
- (a) defending proceedings (whether civil or criminal) in which judgement is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part, or
 - (b) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
39. The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was:
- (a) a director, alternate director, secretary or auditor of the Company or of a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect); or
 - (b) trustee of a retirement benefits scheme or other trust in which a person referred to in the preceding paragraph is or has been interested,

indemnifying him against liability for negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the Company.

SOLE MEMBER

40. If and for so long as the Company has only one member:
- (a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and regulation 40 of Table A is modified accordingly;
 - (b) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly;
 - (c) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles; and
 - (d) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).