

**Sun CP Midco Limited**  
**(company number 04467104)**  
**(the "Company")**

**STATEMENT OF COMPLIANCE MADE BY  
THE DIRECTORS OF THE COMPANY**

**This is a statement for the purposes of section 644(5) of the Companies Act 2006 (the "Act").**

We, the undersigned, being all the directors of the Company, hereby state that the solvency statement dated 22 March 2016 and made for the purposes of section 642 of the Act in the form as prescribed by the Companies (Reduction of Share Capital) Order 2008, SI 2008/1915 and section 643 of the Act was

- 1 made not more than 15 days before 22 March 2016, being the date on which the written resolutions to reduce the share capital of the Company by cancelling £26,778 of the share premium account and by reducing the share capital from £51,751,045 to £2 00 by reducing the nominal value of each of the Company's issued ordinary shares from £1 00 each to £0 000000039 each (together the "**Capital Reduction**") and the amount arising upon the Capital Reduction, being in the aggregate sum of £51,777,821 be credited to the profit and loss account of the Company, were passed as special resolutions, and
- 2 provided to all of the shareholders of the Company in accordance with section 642(2) of the Act, a copy of the solvency statement complying with section 643 of the Act having been sent to or submitted to all of the shareholders at or before the time at which the proposed resolutions were sent or submitted to them

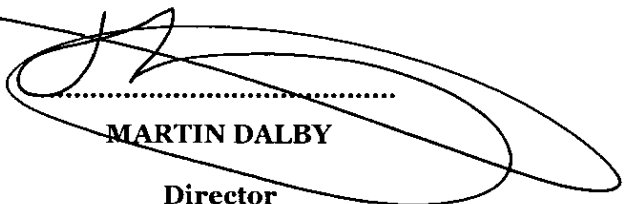
**Dated:** 22 March 2016

**Signed**

  
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**PAUL INGLETT**

**Director**

  
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**MARTIN DALBY**  
**Director**

WEDNESDAY



LD1      \*L53C66IR\*      23/03/2016      #153  
COMPANIES HOUSE