

Company No. 5456337

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF SUN CP NEWMIDCO LIMITED (the "Company")

The following resolutions were duly passed by Sun CP Newtopco Limited as the sole shareholder entitled to attend and vote at a general meeting of the Company in writing pursuant to Regulation 53 of Table A which is incorporated into the Company's Articles of Association with the modification that the following wording is added at the end of the sentence: "If a resolution in writing is described as a special resolution or as an extraordinary resolution it has the effect accordingly".

1. INCREASE IN AUTHORISED SHARE CAPITAL

IT WAS RESOLVED THAT the authorised share capital of the Company be increased from £500,000 comprising 500,000 ordinary shares of £1 each to £20,000,000 by the creation of 19,500,000 ordinary shares of £1 each in the Company's authorised share capital.

2. AUTHORITY TO ALLOT

IT WAS RESOLVED THAT the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £19,935,226 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement as if the authority conferred by this resolution had not expired.



For and on behalf of Sun CP Newtopco Limited

12/5/06

Date

