

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF
SUN CP NEWTOPCO 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"), CP Comet Bidco 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, **RESOLVES** to pass the following resolution as a written resolution

- 1 **THAT** with effect from the date hereof, the Company's Articles of Association be amended by inserting the following wording at the end of the existing clause 6

"Notwithstanding anything otherwise provided in these articles or in 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 decline to recognise any instrument of transfer 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

Ann Arb



A stylized, handwritten signature in black ink, featuring a large, sweeping initial 'P' followed by several connected, fluid strokes.

For CP Comet Bidco Limited

Date 13 DECEMBER 2006