
PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
SUN CP TOPCO LIMITED
(the "Company")**

Circulated on *22 March* 2016 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions")

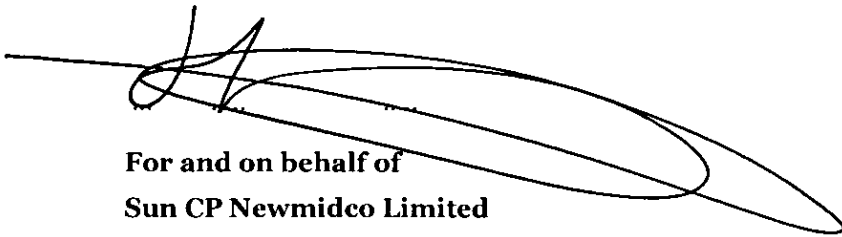
SPECIAL RESOLUTIONS

- 1 "THAT, pursuant to section 641(1)(a) of the Act, the entire amount standing to the credit of the share premium account of the Company as at the date on which this Resolution is passed, being in the sum of £190,036, be cancelled and extinguished
- 2 THAT, pursuant to section 641(1)(a) of the Act, the share capital of the Company be reduced from £51,558,606 to £1 00 by cancelling and extinguishing 51,558,605 ordinary shares of £1 each
- 3 THAT the amount arising upon the reduction pursuant to Resolutions 1 and 2 above, being in the aggregate sum of £51,748,640 be credited to the profit and loss account of the Company "

AGREEMENT

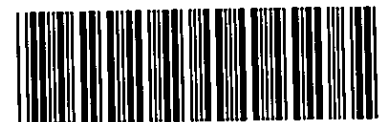
Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the sole shareholder of the Company hereby confirm that he has received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agrees that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions


For and on behalf of
Sun CP Newmidco Limited

Dated: *22 March* 2016

WEDNESDAY



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23/03/2016

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COMPANIES HOUSE

NOTES

- 1 Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date
- 2 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 3 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 5 Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period