

**Sun CP Topco Limited**  
**(company number 04466962)**  
**(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 £190,036 being the entirety of the share premium account, and by reducing the share capital by cancelling and extinguishing 51,558,604 ordinary shares of £1 each (the "**Capital Reduction**") and the amount arising upon the Capital Reduction, being in the sum of £51,748,640 be credited to the profit and loss account of the Company, were passed as special resolutions, and
- 2 provided to the shareholder 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 the shareholder at or before the time at which the proposed resolution was sent or submitted to him

**Dated:** *22 March* 2016

**Signed**

*Inglett*  
.....

**PAUL INGLETT**

**Director**

*[Signature]*  
.....  
**MARTIN DALBY**  
**Director**

WEDNESDAY



LD1 \*L53C66HV\* #149  
23/03/2016  
COMPANIES HOUSE