
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CARP (UK) 2 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 £28,494,000 be cancelled and extinguished
- 2 THAT, pursuant to section 641(1)(a) of the Act the share capital of the Company be reduced from £9,980,001 to £2 00 by reducing the nominal value of each of the Company's 9,980,001 issued ordinary shares from £1 00 each to £0 0000002 each
- 3 THAT the amount arising upon the reduction pursuant to Resolutions 1 and 2 above, being in the aggregate sum of £38,473,999 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 all the shareholders of the Company hereby confirm that they have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree 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

Carp (UK) 1 Limited


For and on behalf of

Sun CP Newmidco Limited

Dated: *22 March*

2016



LD1

23/03/2016

#128

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