

Company No.4466962

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

SUN CP TOPCO LIMITED (the "Company")

SUN CP NEWMIDCO LIMITED, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

1. THAT the Company's authorised share capital be increased from £100,000 to £2,600,000 by the creation of 2,500,000 shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £2,500,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary 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.

SIGNATURE: _____

for and on behalf of Sun CP Newmidco Limited

DATE: _____

20 JUNE 2005

