

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF**  
**SUN CP NEWMIDCO 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"), Sun CP Newtopco 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, **RESOLVE** to pass the following resolutions as written resolutions.

1. **THAT**, following compliance with Sections 155 to 158 of the Act, the giving by the Company and by each of the Company's subsidiaries listed below (the "**Financial Assistance Subsidiaries**") of:
  - (a) financial assistance for the purpose of reducing or discharging a liability incurred for the purpose of the acquisition by CP Comet Bidco Limited ("**Bidco**") of the entire issued share capital of Sun CP Newtopco Limited (a holding company of the Company) (the "**Target**"); and
  - (b) financial assistance for the purpose of the acquisition by Comet Refico Limited of the entire issued share capital of the Target,

in the form described in the statutory declarations sworn by the directors of the Company pursuant to Section 155(6) of the Act on the date hereof be approved.

<b>Financial Assistance Subsidiaries</b>	<b>Registered number</b>
CP (Oasis Property) Limited	4379582
CP (Sherwood Property) Limited	4380180
Lingleat Property Limited	4379589
Elveden Property Limited	4379580
Sun CP Topco Limited	4466962
Sun CP Midco Limited	4467104



2. **THAT**, following compliance with sections 155 to 158 of the Act, where applicable, each of the following documents (each a **"Document"**) to which the Company and/or its Financial Assistance Subsidiaries is expressed to be a party:
- 2.1 a £1,032,000,000 facility agreement (the **"Facility Agreement"**) to be entered into between, amongst others, Comet Refico Limited and Forest Refico Limited (as borrowers and original guarantors), Bidco (as an original guarantor), Forest Bidco Limited (as an original guarantor), certain subsidiaries of Forest Refico Limited (as original guarantors), the Target (as an original guarantor), the Company (as an original guarantor), the Financial Assistance Subsidiaries (as original guarantors), Merrill Lynch International, Citigroup Global Markets Limited and The Royal Bank of Scotland plc (as joint arrangers), Capmark Services Ireland Limited (as tranche A agent, tranche B agent and tranche C agent) and Capita Trust Company Limited (as security trustee);
  - 2.2 a debenture to be granted by, amongst others, the Target, the Company, Bidco, Comet Refico Limited, Forest Bidco Limited, Forest Refico Limited and certain of its subsidiaries, and the Financial Assistance Subsidiaries (each a **"Chargor"**) in favour of Capita Trust Company Limited as security trustee (the **"Security Trustee"**) pursuant to which each Chargor will grant fixed and floating security over its assets in favour of the Security Trustee;
  - 2.3 an intercompany loan agreement to be entered into between, amongst others, Comet Refico Limited as borrower and the Target, the Company and the Financial Assistance Subsidiaries as lenders to enable the Target, the Company and certain of its subsidiaries, amongst others, to, amongst other things, loan surplus funds to Comet Refico Limited which will be used to service Comet Refico Limited's debt obligations under the Facility Agreement;
  - 2.4 an intercreditor agreement to be entered into between, amongst others, Bidco, Comet Refico Limited, Forest Bidco Limited, Forest Refico Limited and certain of its subsidiaries, the Target, the Company, the Financial Assistance Subsidiaries, the Agent and the Security Trustee under which the Company and the Financial Assistance Subsidiaries agree, inter alia, to regulate their positions in relation to their rights and obligations as creditors and borrowers;
  - 2.5 legal charges to be entered into by Longleat Property Limited, Elveden Property Limited, CP (Oasis Property) Limited and CP (Sherwood Property) Limited in favour of the Security Trustee;
  - 2.6 a syndication and securitisation co-operation letter to be entered into between, amongst others, Comet Refico Limited, Forest Bidco Limited, Forest Refico Limited and certain of its subsidiaries, the Target, the Company, the Financial Assistance Subsidiaries, Merrill Lynch International, Citigroup Global Markets Limited and The Royal Bank of Scotland plc (as joint arrangers), Capmark Services Ireland Limited (as tranche A agent, tranche B agent and tranche C agent) and Capita Trust Company Limited (as security trustee);
  - 2.7 novation agreements to be entered into between each of the Company, Longleat Property Limited, Elveden Property Limited, CP (Oasis Property) Limited and CP (Sherwood Property) Limited, Comet Refico Limited and The Royal Bank of Scotland plc in relation to existing interest rate swap agreements and ISDA Master Agreements;
  - 2.8 any other document from time to time creating, evidencing or entered into as security for, or supporting, any of the Secured Obligations (as defined in the Facility Agreement);

- 2.9 any document which amends, novates, supplements, restates or replaces any Document;
- 2.10 any document designated as a Finance Document by the Instructing Agent and the Borrowers now or at any time in the future (all such terms as defined in the Facility Agreement); and
- 2.11 all such certificates and notices and other such documents as may be required in connection with any of the Documents and the transactions contemplated therein (including, in each case, such amendments, variations and consents as the person or persons authorised to sign or execute any such Document on behalf of the Company may approve, such approval to be conclusively evidenced by such person's signature thereon),

are, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act, in the best interests, and to the benefit, of the Company and are hereby approved and the Company be and is hereby authorised to enter into the Documents and the Company may sign or seal any other documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with any Document and do such other acts or things as may be considered by the Director to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the Documents.

- 3. These written resolutions are passed as special resolutions of the Company.

  
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**For Sun CP Newtopco Limited**

Date: **1 DECEMBER** 2006