

Company No 05647323

**CP MEZZCO LIMITED
(THE "COMPANY")**

Written resolutions of the Company pursuant to s.281 and Part 13 Ch 2 Companies Act 2006

Circulation Date *3 December 2013*

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as a special resolution

SPECIAL RESOLUTION

That the share capital of the Company be reduced by cancelling and extinguishing 61,872,174 of the 61,872,175 ordinary shares of £1 00 each in the capital of the Company and crediting the capital paid up on those cancelled shares to the Company's capital reduction reserve

Agreement to written resolution

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

The undersigned, being the sole person entitled on the date set out above to vote on the written resolution, irrevocably agrees to the written resolution

Signed by *A.B. Loch*
(print name of signatory)

Signature



for and on behalf of CP Equityco Limited

Date *3 December* 2013

NOTES

Procedures for signifying agreement

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company

Period for agreeing to written resolution

- 2 Unless, by the end of the period of 16 days beginning with the Circulation Date stated at the head of this document (such date being also the date on which the directors of the Company made a statement of the solvency of the Company in accordance with section 642(1)(a) Companies Act 2006), your agreement has been received to the written resolution, it will lapse. The requirements of the Companies Act 2006 are such that the resolution will be ineffective if the agreement of the sole member of the Company is not received on or before that date

