

Company no 602507

**STATEMENT OF AGREEMENT TO THE AUDIT EXEMPTION UNDER
SECTIONS 479A OF THE COMPANIES ACT 2006**

THE UNDERSIGNED:

Fremantle Licensing, Inc a limited company, incorporated under the laws of the State of Delaware, USA under File No 2420347 having its registered address at The Corporation Trust Company, Corporation Trust Centre, 1209 Orange Street, Wilmington, Delaware 19801, USA

Being the sole shareholder of **Fremantle (UK) Productions Limited** a limited company, incorporated under the laws of England & Wales, under Company No 602507 having its registered office at 1 Stephen Street, London W1T 1AL, hereinafter referred to as the "Subsidiary",

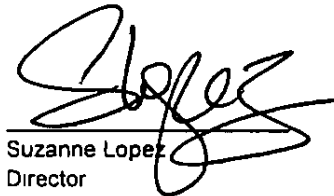
WHEREAS

The financial information of the Subsidiary is consolidated in the consolidated annual accounts of RTL Group S A

DECLARES:

That it agrees to the audit exemption under sections 479A of the Companies Act 2006 with respect to the annual accounts of the Company for the financial year ending 31 December 2014

Signed in Burbank, L A on 4 March 2015



Suzanne Lopez
Director

