

**The Companies Act 2006**  
**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**  
**OF**  
**SKY PLC**  
**(the "Company")**

**Passed on 12 October 2017**

SATURDAY



The following resolutions were duly passed by the requisite majority of the members of the Company at the Annual General Meeting ('AGM') held on 12 October 2017 in accordance with sections 282 and 283 of the Companies Act 2006 respectively:

**Resolution 17 (Ordinary Resolution)**

That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):

- (i) up to an aggregate nominal amount of £286,502,871; and
- (ii) up to a further aggregate nominal amount of £286,502,871 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the end of the next AGM of the Company or, if earlier, on 11 January 2019, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired.

**Resolution 18 (Special Resolution)**

That, if Resolution 17 is passed, the Directors be authorised, pursuant to section 570 and section 573 of the Companies Act 2006, to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by Resolution 17 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment or sale provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (ii) of Resolution 17 above by way of rights issue only) in favour of the holders of equity securities on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable

to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of equity securities held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

- (ii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to a nominal amount of £42,975,430 (being approximately 5% of the issued ordinary share capital of the Company as at 29 August 2017),

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 11 January 2019 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **Resolution 19 (Special Resolution)**

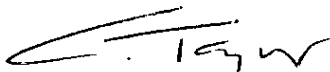
That if Resolution 17 is passed, the Directors be authorised, in addition to any authority granted under Resolution 18, to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by that resolution and by way of sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment or sale, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £42,975,430 (being approximately 5% of the issued ordinary share capital of the Company as at 29 August 2017); and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 11 January 2019, but prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **Resolution 20 (Special Resolution)**

That a general meeting of the Company, other than an AGM of the Company, may be called on not less than 14 clear days' notice.



**Chris Taylor**  
**Company Secretary**