

WEDNESDAY



SKY PLC (THE "COMPANY")
(Company Number 02247735)
RESOLUTIONS OF THE COMPANY
PASSED ON 18 DECEMBER 2018

At a General Meeting of the Company duly convened and held on 18 December 2018 at Grant Way, Isleworth, Middlesex TW7 5QD at 5:00 pm, the following resolutions were duly passed as special resolutions of the Company by the sole member of the Company:

- 1) **THAT** the Company be re-registered as a private company limited by shares in accordance with the provisions of section 97 of the Companies Act 2006.
- 2) **THAT** the name of the Company be changed to Sky Limited.
- 3) **THAT** the Articles of Association contained in the printed document attached to the notice convening the General Meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

At the same General Meeting of the Company, the following resolutions were duly passed as ordinary resolutions of the Company by the sole member of the Company:

- 4) **THAT**, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.
- 5) **THAT**, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

Signed 

Company Secretary

for and on behalf of Sky plc