

Company no. 3140632

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

THE UNDERSIGNED:

FremantleMedia Group Ltd a limited company, incorporated under the laws of England & Wales, under Company No. 353341 having its registered office at 1 Stephen Street, London W1T 1AL.

Being the sole shareholder of **Thames Television Holdings Limited**, a limited company, incorporated under the laws of England & Wales, under Company No. 03140632 having its registered office at 1 Stephen Street, London W1T 1AL, hereinafter referred to as the "Subsidiary";

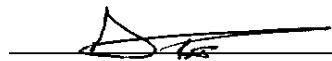
WHEREAS:

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 2017.

Signed in London on 23 May 2018



Andrew Bott
Director

