

Statement to comply with Section 644(5) Companies Act 2006

Sky Holdings Limited (Company Number 5585009)

(the "Company")

Introduction

We refer to the written resolution of the sole shareholder of the Company dated 24 May 2012 (a copy of which accompanies this statement) (the "**Written Resolution**") which approved, among other things, the cancellation and extinguishment of 570,000,000 issued ordinary shares of £1.00 each and the share premium reduction of £499,999,500.00 and the consequent reduction in the Company's share capital (the "**Reduction of Capital**")

Statement by the directors

We,

Andrew Griffith and
Jeremy Darroch,

being all the directors of the Company as at the date of this statement confirm that the statement of solvency made by each of us on 24 May 2012 in relation to the Reduction of Capital (a copy of which accompanies this statement) (i) was made less than 15 days before the date on which the Written Resolution was passed and (ii) was provided to the Company's sole shareholder at the same time as the proposed Written Resolution was sent to the sole shareholder

Signed by:



Andrew Griffith

Date 24/05/12

Jeremy Darroch

Date

THURSDAY



LD1
"L19LE525"
24/05/2012
COMPANIES HOUSE
#220

Statement to comply with Section 644(5) Companies Act 2006

Sky Holdings Limited (Company Number 5585009)

(the "Company")

Introduction

We refer to the written resolution of the sole shareholder of the Company dated 24... May 2012 (a copy of which accompanies this statement) (the "Written Resolution") which approved, among other things, the cancellation and extinguishment of 570,000,000 issued ordinary shares of £1.00 each and the share premium reduction of £499,999,500.00 and the consequent reduction in the Company's share capital (the "Reduction of Capital")

Statement by the directors

We,

Andrew Griffith and
Jeremy Darroch,

being all the directors of the Company as at the date of this statement confirm that the statement of solvency made by each of us on 24... May 2012 in relation to the Reduction of Capital (a copy of which accompanies this statement) (i) was made less than 15 days before the date on which the Written Resolution was passed and (ii) was provided to the Company's sole shareholder at the same time as the proposed Written Resolution was sent to the sole shareholder.

Signed by

.....
Andrew Griffith

Date


.....
Jeremy Darroch

Date 24/05/12