

Company No. 06250097

FREESAT (UK) LIMITED
(THE "COMPANY")



Written resolutions of the Company pursuant to s.281 and Part 13 Ch 2 Companies Act 2006

Circulation Date: 8 July 2021

In accordance with Part 13 Ch 2 Companies Act 2006 (the "**Act**"), the directors of the Company propose the following written resolutions are passed as follows: resolution 1 as an ordinary resolution and resolution 2 as a special resolution (the "**Resolutions**").

ORDINARY RESOLUTION

1. **THAT**, the directors be generally and unconditionally authorised pursuant to s.551 of the Act to exercise all the powers of the Company to allot ordinary Shares of £1.00 each in the capital of the Company (the "**Shares**"), up to an aggregate nominal amount of £100 for a period expiring (unless previously revoked, varied or renewed) on the date being the fifth anniversary of the date of this Resolution but the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted after this authority expires and the directors may allot Shares in pursuance of such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1 above and in accordance with s.570 of the Act, the directors be generally empowered to allot equity securities (as defined by s.560 of the Act) pursuant to the authority conferred in Resolution 1 as if s.561(1) of the Act and article 6(a) of the articles of association of the Company did not apply to any such allotment provided that the authority granted by this Resolution shall cease to have effect where the authority granted under Resolution 1 is revoked.

Agreement to written resolutions

Please read the notes at the end of this document before signifying your agreement to the written resolutions.

The undersigned, persons entitled on the date set out above to vote on the written resolutions, irrevocably agrees to each of the Resolutions

Signed by

.....

Signed by

DocuSigned by:
Martin R Goswami
AD4A52929B4C458.....

for and on behalf of **BBC Free To View (Satellite) Limited**

Date: 2021

for and on behalf of **ITV Broadcasting Limited**

Date: 8 July 2021

NOTES

Procedures for signifying agreement

- 1 You can choose to agree to all of the written resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to all of the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below.

- **By hand:** deliver the signed and dated copy to Annie McElwain at Macfarlanes LLP, 20 Cursitor Street, London EC4A 1LT.
- **By post:** return the signed and dated copy by post to Annie McElwain at Macfarlanes LLP, 20 Cursitor Street, London EC4A 1LT.

If you do not agree to all of the written resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to written resolution

- 2 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the written resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us during that period. Your agreement will be ineffective if received after that date.

Other

- 3 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.