

**THE COMPANIES ACT 2006**  
**(the "2006 Act")**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION OF**  
**PARTHENON MEDIA GROUP LIMITED**  
**(the "Company")**

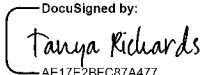
**PURSUANT TO SECTION 288 OF THE 2006 ACT**

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The Directors of the Company propose that the following written resolution be passed by the Company as a special resolution.

**SPECIAL RESOLUTION**

1. **THAT**, pursuant to section 641(1)(a) of the 2006 Act: the Company's issued share capital be reduced by cancelling and extinguishing the share premium account to the value of £74,999,999, and the amount by which the share premium account is so reduced be credited to the Company's retained earnings account (the "**Reduction of Capital**"), such Reduction of Capital is to take effect on the day on which the copy of this resolution and the documents which must accompany it under section 644(1) of the 2006 Act) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the 2006 Act.

Signed:  AE17E2BFC87A477...

For and on behalf of

**SKY UK LIMITED**

Date: 16 December 2022

*Holding 100% of the issued share  
capital in the Company entitled to  
vote on the resolution*

Attachment: Solvency Statement

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**(the "2006 Act")**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION OF**  
**PARTHENON MEDIA GROUP LIMITED**  
**(the "Company")**

**PURSUANT TO SECTION 288 OF THE 2006 ACT**

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The following written resolution, having been duly proposed by the Directors of the Company, was duly passed by the Company on 16 December 2022.

**SPECIAL RESOLUTION**

1. **THAT**, pursuant to section 641(1)(a) of the 2006 Act: the Company's issued share capital be reduced by cancelling and extinguishing the share premium account to the value of £74,999,999, and the amount by which the share premium account is so reduced be credited to the Company's retained earnings account (the "**Reduction of Capital**"), such Reduction of Capital is to take effect on the day on which the copy of this resolution and the documents which must accompany it under section 644(1) of the 2006 Act) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the 2006 Act.

Signed .....  
DocuSigned by:  
*Tanya Richards*  
AE17E2BFC87A477...

Director

for and on behalf of **PARTHENON MEDIA GROUP LIMITED**

Attachment: Solvency Statement