

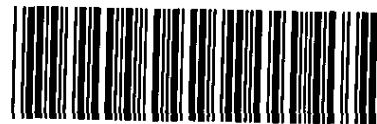
The Companies Acts 1985 and 2006

**PRIVATE COMPANIES LIMITED BY SHARES
WRITTEN RESOLUTION**

Of

The Company – Arqiva Senior Finance Limited (08127157)

TUESDAY



A6KNAR5S

A19

05/12/2017

#169

COMPANIES HOUSE

Circulation Date: 11 September 2017 (Circulation Date)

We, the undersigned, being the sole member of Arqiva Senior Finance Limited ("the Company"), resolve that the following resolution ("Resolution") is passed as a resolution requiring the unanimous agreement of all members.

RESOLUTION

THAT the requirement to audit the accounts of the Company for the year ending 30 June 2017 be dispensed with on the basis that the ultimate parent undertaking, Arqiva Group Limited, has agreed to give a statutory guarantee of all the outstanding liabilities to which this Company is subject at the end of the financial year in question and that pursuant to sections 479A of the Companies Act 2006 the Company may take advantage of audit exemption as a subsidiary undertaking.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above Resolution.

The undersigned, a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the above Resolution.

Company Secretary

Duly authorised for and on behalf of; Arqiva Group Intermediate Limited (the immediate parent company)

Company Secretary

And on behalf of Arqiva Group Limited (Ultimate Parent)

Dated 11 September 2017

Notes:

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to The Company Secretary, Arqiva Ltd, Crawley Court, Winchester, SO21 2QA.

Post: returning the signed copy by post to the above address.

If you do not agree to the Resolution you need not do anything, you will be deemed not to agree if you do not reply

2. One you have indicated your agreement to the Resolution you may not revoke your agreement
3. Notwithstanding Clause 2 above, members holding at least 10 of the Companies' issued share capital (or any class of it) have a right to require an audit under S476 of the Companies Act 2006 provided that appropriate notice is given to the above Companies no later than one month before the end of the financial year in question
4. Unless sufficient agreement has been received before 30th September 2017 for the Resolution to pass, it will lapse
5. The unanimous agreement of all members is required to pass this resolution