

Company Number 2247735

FRIDAY



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RM 21/11/2014 #167
COMPANIES HOUSE

The Companies Act 2006
COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

BRITISH SKY BROADCASTING GROUP PLC (the "Company")

(Pursuant to Section 283 of the Companies Act 2006)

Passed on 21 November 2014

The following resolutions were duly passed by the requisite majority of the members of the Company at the Annual General meeting held on 21 November 2014 in accordance with sections 282 and 283 of the Companies Act 2006 respectively -

Ordinary Resolution

- 21 That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (Rights) up to a maximum nominal amount of £286,502,871 (being approximately 33% of the issued ordinary share capital of the Company), provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2015, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offers or agreements as if this authority had not expired, and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked

Special Resolutions

22 That,

(a) subject to the passing of Resolution 21 set out above, the Directors be empowered, pursuant to section 570 and section 573 of the Companies Act 2006, to allot equity securities, within the meaning of section 560 of that Act, for cash pursuant to the authority conferred by Resolution 21, as if section 561 (1) of that Act did not apply to any such allotment, provided that this power shall be limited to

(i) the allotment of equity securities in connection with a rights issue, and

(ii) the allotment to any person or persons (otherwise than in connection with a rights issue) of equity securities up to an aggregate nominal amount of £42,975,430 (being approximately 5% of the issued ordinary share capital of the Company),

(b) the power given by this resolution shall expire upon the expiry of the authority conferred by Resolution 21 set out above, save that the Directors shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities

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to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the power conferred hereby had not expired, and

(c) for the purposes of this Resolution, 'rights issue' means a rights issue, open offer or other offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a fixed record date where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to their respective holdings of such equity securities or in accordance with the rights attached thereto (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements, of any recognised body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter)

- 23 That the name of the Company be changed to Sky plc
- 24 That until the conclusion of the annual general meeting of the Company in 2015, a general meeting of the Company, other than an annual general meeting of the Company, may be called on not less than 14 clear days' notice



Chris Taylor
Company Secretary