

**Cosgrove Hall Films Limited**  
(the "Company")

Company No: 2852812

The Companies Act 2006

Written Resolution of the Member  
(Proposed by the Directors)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the sole member of the Company as a written resolution and passed as an ordinary resolution (the "Resolution").

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Ordinary Resolution

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We being the sole member of the Company hereby signify our irrevocable agreement to the Resolution set out below.

*"That the Report and Accounts for the year ending 31 December 2016 undertake an audit exemption in accordance with section 479a, of the Companies Act 2006."*

  
On behalf of ITV Studios Limited

Date of Signature 26 April 2017

