

Company number 03137522

THE COMPANIES ACT 2006 (the "2006 Act")

COMPANY LIMITED BY SHARES

**ACKNOWLEDGEMENT OF WRITTEN RESOLUTION OF
THE SOLE MEMBER OF
BSKYB LLU ASSETS LIMITED
(the "Company")**

The following written resolution having been duly proposed by the directors of the Company pursuant to section 288 of the 2006 Act was duly passed as a special resolution on
26 February 2013

SPECIAL RESOLUTION

1 THAT,

the issued share capital of the Company be reduced by cancelling and extinguishing 2,121,309,000 issued ordinary shares of £0.04 each and that the share premium be reduced by £71,356,104.31 crediting the amount, being £156,208,464.31 to the Company's Retained Earnings Reserve,

and such cancellation, extinguishment and reduction to take effect on the day on which the copy of this resolution (together with the documents which must accompany it under section 644(1) of the 2006 Act) is registered by the registrar in accordance with section 644(3) of the 2006 Act.

Signed



Director
for and on behalf of BSKyB LLU Assets Limited

WEDNESDAY



L2347BPT

LD1

27/02/2013

#35

COMPANIES HOUSE