COMPLIANCE CERTIFICATE

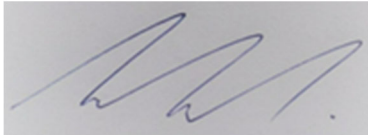To: Kroll Agency Services Limited as Agent

From: Arqiva Broadcast Parent Limited (the "Parent")

Dated: 23 February 2024

**Arqiva Financing No. 2 Limited – £500,000,000 Senior Facilities Agreement
dated 19 August 2022 (the "Facilities Agreement")**

1. We refer to the Facilities Agreement. This is a Compliance Certificate. Terms defined in the Facilities Agreement have the same meaning when used in this Compliance Certificate unless given a different meaning in this Compliance Certificate.

2. We confirm that:

    a. Historic Leverage for the relevant Test Period ending on (and including) 31 December 2023 was 4.40;

    b. Historic Interest Cover for the relevant 12 month Test Period ending on (and including) 31 December was 2.02.

3. We confirm that no Default has occurred or is continuing.

Signed

…………………………………..

Director

…………………………………

CFO

Signing without personal liability for and on behalf of

Arqiva Financing No 2 Limited (the **Borrower**)

SCHEDULE 1

Junior Group Covenant Compliance Certificate (Financial Covenants) Calculations	
Leverage	
Calculation Period - 12 months to 31 December 2023	**12 month backward** **£'000**
Total Net Debt	**1,409,245**
EBITDA for Test Period	**320,478**
Leverage - Actual	**4.40**
Leverage - Covenant	**5.50**
Compliance with Leverage Covenant	Compliant
Interest Cover Ratio	
Calculation Period - 12 months to 31 December 2023	**12 month backward** **£'000**
Adjusted EBITDA for Test period	**93,506**
Finance charges	**46,222**
Interest Cover Ratio - Actual	**2.02**
Interest Cover Ratio - Covenant	**1.10**
Compliance with Interest Cover Ratio Covenant	Compliant