shall have the same meanings when used in this Fee Letter.

2. We confirm that the agency fee referred to in clause 23.3 (Agency Fee) of the Loan Facilities Agreement (the **"Agency Fee"**) payable by you to us in our capacity as Facility Agent for our own account is:

(a) for the period from the date of the Loan Facilities Agreement until the final Services Availability Date, £15,000 (exclusive of any VAT payable thereon) per annum (reduced pro rata for the part of the year following the signing of the Loan Facilities Agreement until the next occurring 31 March and any part of the year leading up to the final Services Availability Date); and

(b) for the period from the final Services Availability Date until the Final Repayment Date, £10,000 (exclusive of any VAT payable thereon) per annum (reduced pro rata for the part of the year following the final Services Availability Date until the next occurring 31 March and any part of the year leading up to the Final Repayment Date),

n amounts will, in each case, increase each year by the percentage increase (if any) as rmined by the Facility Agent (such determination to be conclusive and binding on the Borrower for manifest error) in the RPIx which, unless the Facility Agent decides otherwise (acting onably), will be based on the RPIx last published before the date for payment of the Agency Fee.

3. The Agency Fee is payable by you to us:

(a) in immediately available, freely transferable, cleared funds to our account, the details of which shall be notified to you from time to time;

(b) in full, without any set-off, deduction or withholding of any kind; and

(c) on Financial Close and thereafter payable annually in advance on 31 March of each year

4. This letter and any non-contractual obligations arising out of or in connection with it shall be governed by English law.

5. This letter is a Financing Document.

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