

**COMPLETED ACQUISITION BY BRITISH SKY BROADCASTING GROUP PLC OF
17.9 PER CENT OF THE SHARES IN ITV PLC**

**UNDERTAKINGS GIVEN BY BRITISH SKY BROADCASTING GROUP PLC TO
THE SECRETARY OF STATE PURSUANT TO SECTION 55 OF THE
ENTERPRISE ACT 2002**

LIST OF PROPOSED MODIFICATIONS TO DRAFT FINAL UNDERTAKINGS

Recitals

Recital beginning “Now Therefore” after the word “the” on the third line:

Delete – “substantial lessening of competition, or any adverse effect which has or may have resulted from it or may be expected to result from it”

Insert – “effects adverse to the public interest which have resulted from, or may be expected to result from, the creation of the relevant merger situation concerned”

This modification reflects more accurately the recital in paragraph (f) and the terms of Section 55(2) of the Enterprise Act 2002 which empowers the Secretary of State to remedy “effects adverse to the public interest” rather than any substantial lessening of competition.

Paragraph 2.1 - Divestment of the Divestment Shares

Second line after the word “practicable,”

Insert – “and in any event by the end of the Divestment Period,”

Third Line after the word “Shares”:

Delete – “by the end of the Divestment Period”

This modification is designed to clarify the terms of the divestment obligation by linking the reference in para 2.1 “as soon as reasonably practicable” with the requirement that divestment be achieved by “the end of the Divestment Period”.

Paragraph 3.4 – Approval of Manner of Divestment

Second line after the word “documentation,”

Insert – “including any proposed terms of sale or any sale contract itself”

This modification is designed to clarify the requirement that B SkyB provide the Secretary of State with comprehensive oversight of all proposed manners of divestment, including the terms of a sale, where he may require such information.

Paragraph 3.5

Third line after word “3.3”

Insert – “and 3.4”

This modification is to clarify that the obligation to provide information on a proposed methodology of divestment in paragraph 3.4 also applies to an amendment or variation of a proposed methodology under paragraph 3.5.

Paragraph 4.1 – Interim Action

Para 4.1 (a) (i) –

Delete – “Seek or accept representation on the Board of Directors of ITV; or”

Insert – “propose any person for election or appointment as a director of ITV nor accept an invitation to nominate a person for such election, and shall ensure that no employee or director of B Sky B or of any member of the Group of Interconnected Bodies Corporate to which B Sky B belongs holds any directorship or senior managerial employment in ITV or accepts any nomination to any directorship or senior managerial employment in ITV without promptly, and in any event before taking up such an appointment, resigning as an employee or director of B Sky B or any member of such Group; or”

This modification is designed to clarify the scope of the obligation on B Sky B to ensure that no person who is a director or employee of B Sky B (or its Affiliates) should become a Director or senior managerial employee of ITV without first resigning from B Sky B. This modification also aligns this obligation with those in the Interim Undertakings given to the Secretary of State by B Sky B on 26 June 2007.

Paragraph 5.1 – Continued Separation

Para 5.1(a) and 5.1(b) formatting style changed to 5.1 and 5.2 by merging 5.1(a) into 5.1 and 5.1(b) into 5.2

Para 5.2

Insert – “Except with the written prior consent of the Secretary of State, following the divestment of the Divestment Shares pursuant to paragraph 2.1, B Sky B”

Paragraph 6.3 – Compliance

Para 6.3 line 5 after the word “for”

Delete – “those references to B Sky B in paragraph 5.1(a)”

Insert – “the reference to the ‘ordinary shares in ITV held by all B Sky B Bodies and all NewsCorp Bodies’ in para 5.1 which shall continue to read as ‘ordinary shares in ITV held by all B Sky B Bodies and all NewsCorp Bodies,”

This modification is to ensure that B Sky B’s obligations as regards compliance with the undertakings by its Affiliates, including NewsCorp, extend also to the obligation in paragraph 5.1. This necessitates a technical amendment to ensure that, when the undertakings are read as if they have been given by an Affiliate of B Sky B, the 7.5% shareholding ceiling remains calculated by adding together the ordinary shares in ITV held by all B Sky B Bodies and all NewsCorp Bodies.