Enterprise Act 2002 Undertakings

ACQUISITION BY SKY HOLDINGS LIMITED ("Sky Holdings") OF 17.9% OF THE SHARES OF ITV PLC ("the Transaction")

UNDERTAKINGS GIVEN TO THE SECRETARY OF STATE FOR TRADE AND INDUSTRY BY BRITISH SKY BROADCASTING GROUP PLC, A COMPANY INCORPORATED UNDER THE LAWS OF ENGLAND AND WALES, WHOSE REGISTERED OFFICE IS AT GRANT WAY, ISLEWORTH, MIDDLESEX, TW7 5QD ("BSKYB")

WHEREAS:

(A) On 17th November 2006 Sky Holdings, a wholly owned subsidiary of BSKYB acquired a 17.9% per cent. stake in ITV plc ("ITV");

(B) On 26th February 2007 the Secretary of State, in exercise of his powers under section 42(2) of the Enterprise Act 2002 (the "Act"), gave a public interest intervention notice (the "Intervention Notice") to the OFT and OFCOM and required both of them to investigate and report on the Transaction in accordance with sections 44 and 44A of the Act within the period ending on 27th April 2007;

(C) On 27th May 2007, having considered the reports of the OFT and OFCOM together with the other representations received, the Secretary of State, in exercise of his powers under section 45(2) of the Act, referred the Transaction to the Competition Commission (the "CC") and required it to investigate and report on the questions referred to in section 47(1),(2), (7) and (8) of the Act within the period ending on 7th November 2007 (the "Reference");

(D) The Secretary of State wishes to ensure that no action is taken pending final determination of the Reference which might prejudice that Reference or impede the taking of any action by the CC or the Secretary of State under Part 3 of the Act which might be justified by the CC’s decisions on the Reference;

(E) Now BSKYB gives to the Secretary of State the following undertakings pursuant to paragraph 1(2) of Schedule 7 to the Act and for the purpose of preventing pre-emptive action.

1. UNDERTAKINGS

Except with the prior written consent of the Secretary of State, BSKYB undertakes that, with effect from 26th June 2007, it will:

(a) not dispose of the whole or any part of its shareholding in ITV;
(b) not propose any person for election or appointment as a director of ITV nor accept an invitation to nominate any person for such election;
(c) use its best endeavours to ensure that no person who is a director or employee of BSKYB or any of its subsidiaries becomes a director of ITV.
Provided always that the undertaking in paragraph 1(a) above shall not restrict the transfer in whole or in part of BSkyB’s shareholding in ITV to another wholly owned subsidiary of BSkyB from time to time.

2. COMPLIANCE

(1) BSkyB shall within five working days provide to the Office of Fair Trading, the CC or the Secretary of State such information or statement of compliance as any of them may from time to time require for the purpose of monitoring the compliance of BSkyB with these undertakings and shall comply insofar as it is able with such written directions as the Office of Fair Trading, the CC or the Secretary of State may from time to time give for the purpose of carrying out or securing compliance with these undertakings.

(2) BSkyB shall procure that each of its subsidiaries complies with these undertakings as if it had given them.

3. TERM OF THE UNDERTAKINGS

The pre-emptive undertakings set out in paragraph 1 shall continue in force until the later of the cessation in force of the Intervention Notice or the final determination of the Reference.

Signed

Signed

For and on behalf of British Sky Broadcasting Group plc