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Deputy Director, Media Team
Department for Culture, Media and Sport
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21 June 2017

Dear [REDACTED]

Proposed acquisition by Twenty-First Century Fox, Inc. (21CF) of the remaining shares in Sky plc

Further to our previous correspondence with the Department regarding the above transaction (the **Transaction**), and as specified in the European Intervention Notice issued by the Secretary of State in connection with the Transaction (the **Intervention Notice**), we understand that the Secretary of State will by now have received the separate reports she requested from the CMA and from Ofcom.

As the Secretary of State will be aware, 21CF's position is that the Transaction will not operate against the public interest in terms of either of the public interest considerations specified in the Intervention Notice. However, as the Secretary of State may also be aware from Ofcom's report, 21CF has also been in discussions with Ofcom regarding possible undertakings to address any public interest concerns the Secretary of State may nevertheless have following receipt of the report from Ofcom. The most recent draft set of undertakings is annexed to this letter as **Annex 1**.

Without prejudice to 21CF's position that the Transaction does not raise public interest concerns, should the Secretary of State be minded to refer the Transaction to the Competition and Markets Authority (**CMA**) under Article 5 of the Enterprise Act 2002 (Protection of Legitimate Interests) Order 2003 (the **Order**), 21CF hereby formally offers the undertakings set out in **Annex 2** (which reflect the draft undertakings referred to above and provided as Annex 1) to the Secretary of State in lieu of reference, pursuant to paragraph 3 of Schedule 2 to the Order, for the purpose of remedying, mitigating or preventing any effects adverse to the public interest that the Secretary of State considers may be expected to result from the Transaction.

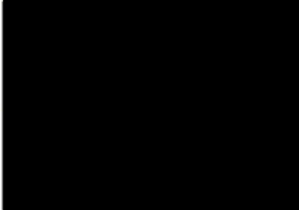
21CF recognises that, should the Secretary of State be minded to accept undertakings from 21CF, she then would be required to consult publicly on the terms of the proposed undertakings, pursuant to paragraph 2(3) of Schedule 3 to the Order and Schedule 10 to the Enterprise Act 2002 (the **Act**).

Should the Secretary of State also be minded to seek advice from the CMA, under paragraph 1(8) of Schedule 3 to the Order and section 93 of the Act, as to whether the undertakings should be accepted by the Secretary of State, 21CF would be happy to engage with the CMA at its earliest convenience.

Finally, should the Secretary of State require any further information from 21CF, whether in connection with the effects of the Transaction on the public interest or in connection with the attached undertakings, 21CF stands ready to provide this.

I look forward to hearing from the Department in due course.

Yours sincerely



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