



Department for
Digital, Culture
Media & Sport

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Date: 14 September 2017

By Email

Jeffrey Palker
Executive Vice President, Deputy General Counsel
and Deputy Chief Compliance Officer
Twenty-First Century Fox, Inc.
1211 Avenue of the Americas
New York NY 10036
USA
[REDACTED]

James Conyers
Group General Counsel
Sky plc
Grant Way
Isleworth
TW7 5QD
[REDACTED]

Dear Mr Palker
Dear Mr Conyers

**TWENTY-FIRST CENTURY FOX, INC (“21CF”) AND SKY PLC (“Sky”)
PHASE 2 REFERRAL**

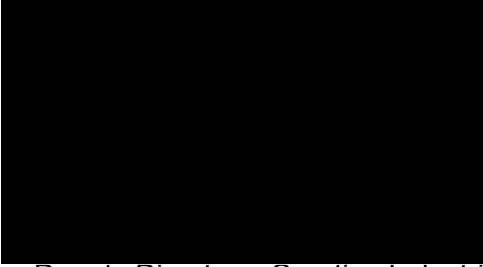
I refer to our letter of 12 September 2017 concerning the minded-to decision of the Secretary of State for Digital, Culture, Media and Sport (“Secretary of State”) to refer the above merger to the Competition and Markets Authority (“CMA”) for a Phase 2 investigation on grounds of commitment to broadcasting standards.

We have received your respective responses of 13 September 2017, and note that while you disagree with the Secretary of State’s mined-to decision, you do not wish to make any representations in relation to it.

As a result, I can confirm that the Secretary of State’s final decision in this matter is to refer the merger to the CMA on grounds of both media plurality and commitment to broadcasting standards. A substantive response and a copy of the referral to the CMA will be provided as soon as possible.

I am copying this letter to [REDACTED] at Allen & Overy and [REDACTED] at Herbert Smith Freehills.

Yours sincerely,



Deputy Director – Creative Industries Team
Department for Digital, Culture, Media and Sport