

22 November 2013

**BRITISH SKY BROADCASTING GROUP PLC**  
(the 'Company')

**Annual General Meeting**

At the Annual General Meeting of the Company held today at the Edinburgh International Conference Centre, The Exchange, Edinburgh EH3 8EE at 11.00 am, all resolutions were passed on a poll. The polling results for each resolution are set out below:

Resolutions		FOR	%	AGAINST	%	WITHHELD
1.	To receive the financial statements for the year ended 30 June 2013	1,324,485,672	99.95	711,306	0.05	505,289
2.	To declare a final dividend for the year ended 30 June 2013	1,324,890,310	99.98	318,413	0.02	493,544
3.	To reappoint Chase Carey as a Director	1,315,260,011	99.25	9,927,203	0.75	515,053
4.	To reappoint Tracy Clarke as a Director	1,313,004,132	99.12	11,711,046	0.88	987,089
5.	To reappoint Jeremy Darroch as a Director	1,322,247,591	99.78	2,940,213	0.22	514,463
6.	To reappoint David F. DeVoe as a Director	1,283,701,498	97.48	33,210,967	2.52	8,789,802
7.	To reappoint Nick Ferguson as a Director	1,305,423,944	98.92	14,247,162	1.08	6,031,161
8.	To reappoint Martin Gilbert as a Director	1,287,249,088	97.96	26,820,582	2.04	11,632,597
9.	To reappoint Adine Grate as a Director	1,323,667,089	99.89	1,520,330	0.11	514,848
10.	To reappoint Andrew Griffith as a Director	1,321,368,624	99.71	3,818,446	0.29	515,197
11.	To reappoint Andy Higginson as a Director	1,318,232,093	99.48	6,955,491	0.52	514,683
12.	To reappoint Dave Lewis as a Director	1,321,318,273	99.71	3,872,055	0.29	511,939
13.	To reappoint James Murdoch as a Director	1,271,513,401	96.11	51,411,483	3.89	2,777,383
14.	To reappoint Matthieu Pigasse as a Director	1,227,938,918	93.60	84,000,112	6.40	13,763,237
15.	To reappoint Danny Rimer as a Director	1,300,862,598	98.16	24,324,884	1.84	514,785
16.	To reappoint Arthur Siskind as a Director	1,267,721,535	95.66	57,463,167	4.34	517,565
17.	To reappoint Andy Sukawaty as a Director	1,312,130,625	99.01	13,056,612	0.99	515,030
18.	To reappoint Deloitte LLP as Auditors of the Company	1,307,540,138	99.35	8,537,008	0.65	9,625,121
19.	To approve the report on Directors' remuneration for the year ended 30 June 2013	1,020,278,744	77.40	297,928,375	22.60	7,495,148
20.	To authorise the Company and its subsidiaries to make political donations	1,320,907,181	99.68	4,255,963	0.32	539,123
21.	To authorise the Directors to allot shares under Section 551 of the Companies Act 2006	1,321,804,433	99.79	2,807,848	0.21	1,089,986
22.	To disapply statutory pre-emption rights	1,315,890,168	99.30	9,268,870	0.70	543,229
23.	To allow the Company to hold general meetings (other than AGMs) on 14 days' notice	1,202,985,304	90.82	121,660,415	9.18	1,056,547
24.	To authorise the Directors to make on-market purchases	1,314,194,856	99.26	9,738,038	0.74	1,769,373
25.	To authorise the Directors to make off-market purchases	726,142,072	99.02	7,178,528	0.98	1,784,694
26.	To approve the 21CF Agreement as a related party transaction under the Listing Rules	726,375,000	99.05	6,934,674	0.95	1,795,620

27.	To approve the BSkyB Group plc 2013 Sharesave Scheme Rules	1,313,461,805	99.17	11,021,344	0.83	1,219,118
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**In accordance with LR 9.6.2, copies of the special resolutions passed at the meeting have been submitted to the FCA's National Storage Mechanism, and will shortly be available to view at [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do).**

**Notes:**

- (a) The votes "for" include those votes giving the Chairman discretion
- (b) A "vote withheld" is not counted towards the votes cast "for" or "against" a resolution
- (c) The total number of shares in issue on 22 November 2013 was 1,588,053,171 83.48% of the voting capital was instructed.

**Share Buy-back Programme**

British Sky Broadcasting Group plc (the "Company") announces that the necessary authorities have been granted by shareholders at the Company's Annual General Meeting on 22 November 2013 to commence its share buy-back programme to return a further £500 million of capital to shareholders (the "Programme"). The Programme will be implemented by way of on-market repurchases on the Main Market of the London Stock Exchange and off-market repurchases from Twenty-First Century Fox, Inc., the Company's largest shareholder. The maximum consideration which may be paid by the Company to its shareholders under the Programme is £500 million. The objective of the Programme is to reduce the number of shares in the capital of the Company.

The maximum number of ordinary shares that the Company may acquire under the on-market repurchase authority is 238,610,720. The maximum price (excluding expenses) which may be paid for each ordinary share pursuant to each on-market repurchase is the higher of: (i) 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the amount stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation (being the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out). The minimum price (excluding expenses) which may be paid for each ordinary share pursuant to the on-market repurchases is £0.50.

Following any on-market repurchases of shares by the Company, Twenty-First Century Fox, Inc. will sell to the Company sufficient ordinary shares to maintain its percentage shareholding at the same level as applied prior to those on-market repurchases, so as to ensure there will be no change to Twenty-First Century Fox, Inc.'s economic or voting interests in the Company as a result of the Programme. The purchase price for the ordinary shares repurchased by the Company in each off-market repurchase will be the volume weighted average price per ordinary share paid by the Company for the ordinary shares purchased in the relevant on-market repurchases on the relevant day.

The authorities granted by shareholders for the on-market repurchases and off-market repurchases will expire on the earlier of the date on which the Company's annual general meeting is held in 2014 or the date on which the Company has repurchased, pursuant to the Programme, such number of ordinary shares by way of on-market repurchases and off-market repurchases as shall result in the aggregate total payment by the Company to shareholders of £500 million, provided that the Company may before expiry of the authorities enter into a contract to purchase ordinary shares which will or may be wholly or partly executed after the expiry of such authorities.

**Chris Taylor**  
**Company Secretary**