

British Sky Broadcasting Group plc
(“BSkyB plc” or the “Company”)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at 1.30 pm on 6 October 2014 at Edward Suites, Park Plaza Victoria, 239 Vauxhall Bridge Road, London SW1V 1EQ to consider and, if thought fit, pass the following Resolution:

ORDINARY RESOLUTION

THAT

- (i) the proposed acquisition by Sky Italian Holdings S.p.A., a wholly owned subsidiary of the Company, of the entire issued and to be issued corporate capital of Sky Italia S.r.l. from SGH Stream Sub, Inc, a wholly-owned subsidiary of Twenty-First Century Fox, Inc;
- (ii) the proposed acquisition by Sky German Holdings GmbH, a wholly owned subsidiary of the Company, of the shares in Sky Deutschland AG held by 21st Century Fox Adelaide Holdings B.V., a wholly-owned subsidiary of Twenty-First Century Fox, Inc;
- (iii) the proposed disposal by Sky Ventures Limited, a wholly owned subsidiary of the Company, of its 21% stake in each of NGC Network International LLC and NGC Network Latin America, LLC to (i) Fox-NGC (International) Holdings, Inc and/or Fox International Channels (US) Inc; and/or (ii) the National Geographic Society; and
- (iv) the proposed voluntary cash offer by Sky German Holdings GmbH to the holders of shares in Sky Deutschland AG to acquire the shares in Sky Deutschland AG,

pursuant to the terms and subject to the conditions of the Transaction Agreements (as defined in the circular to shareholders of the Company dated 12 September 2014 (the “**Circular**”) of which this Notice forms part), and all associated and ancillary agreements contemplated by the Transaction Agreements and/or described in the Circular, and any related matter thereto, be and are hereby approved and that the Directors (or a duly authorised committee of the Directors) be and are hereby authorised to take all such steps as may be necessary or desirable in relation thereto and to carry the same into effect with such modifications, variations, revisions or amendments (providing such modifications, variations, revisions or amendments (other than the waiving of any conditions in relation to the proposed voluntary cash offer) are not of a material nature) as they shall deem necessary or desirable.

BY ORDER OF THE BOARD

British Sky Broadcasting Group plc
Company Secretary
12 September 2014

Grant Way, Isleworth, Middlesex TW7 5QD

Registered in
England No. 2247735

NOTES

The following notes explain your general rights as a member of the Company and your rights to attend and vote at the General Meeting or to appoint someone else to vote on your behalf.

1. Only those persons entered in the Register of Members of the Company (the “**Register**”) as at 6.00 pm on 2 October 2014 (the “**Specified Time**”) shall be entitled to attend or vote at the General Meeting in respect of the number of Ordinary Shares registered in their names at that time. Changes to entries on the Register for certificated or uncertificated shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.

Should the General Meeting be adjourned, to be so entitled, members must have been entered on the Register by 6.00pm two days (excluding any part of a day that is not a working day) prior to the adjourned General Meeting or, if the Company gives notice of the adjourned General Meeting, at the time specified in such notice.

2. Any member of the Company who is unable or does not wish to attend the General Meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend and to speak and vote on his behalf at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member’s vote to be counted. Appointing a proxy does not prevent a member from attending and voting in person if he is entitled to do so and so wishes.

3. A Form of Proxy for use by members in connection with the General Meeting will be posted to all members who appeared on the Register of Members at the close of business on 9 September 2014. Proxies may be appointed by completing a Form of Proxy and returning it in accordance with note 5 below (details of how to appoint a proxy are set out in the notes to the Form of Proxy). As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with note 6 below. CREST members may appoint proxies using the CREST electronic proxy appointment service (see note 7 below).
4. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by the member. To do this a member must complete a separate Form of Proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility (see notes 6 and 7 below). Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from Equiniti by telephone at 0871 384 2091 (calls to this number cost 8 pence per minute plus network extras; lines are open 8.30am to 5.30pm Monday to Friday) or for overseas shareholders +44 (0) 121 415 7567. A member appointing more than one proxy should indicate on the relevant Forms of Proxy the number of shares for which each proxy is authorised to act on his or her behalf.
5. To be valid any Form of Proxy must be received by hand or by post at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not less than 48 hours (excluding any part of a day that is not a working day) before the time of the General Meeting or any adjournment thereof. The deadline for receipt of proxy appointments also applies in relation to amended instructions. In determining the time for delivery of proxies, no account will be taken of any part of a day that is not a working day. Any power of attorney or any other authority under which the Form of Proxy is signed (or a certified copy of such authority) must be included with the Form of Proxy.
6. As an alternative to completing a hard copy Form of Proxy, a member can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your Voting I.D., Task I.D. and Shareholder Reference Number (this is the series of numbers printed under your name on the Form of Proxy). Alternatively, if you have already registered with Equiniti Limited's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. Full instructions are given on both websites. The proxy appointment and instructions should reach Equiniti Registrars not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the holding of the General Meeting or any adjournment thereof. You are advised to read the terms and conditions of use carefully. Any electronic communication found to contain a computer virus will not be accepted.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Any or all joint holders of shares may attend the General Meeting, although only one holder may vote in person or by proxy. In the case of joint holders, where more than one of the joint holders purports to vote or to appoint a proxy, only the vote or appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).
10. If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting, the one which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.
11. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006 (the "**2006 Act**") (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.
12. Holders of the Company's American Depositary Shares ("**ADSs**") evidenced by American Depositary Receipts may exercise their votes through the Depositary, The Bank of New York Mellon. ADS holders wishing to attend the General Meeting should obtain prior authority by being nominated an "Appointed Proxy" by the Depositary. The Depositary can be contacted at:

BNY Mellon Depositary Receipts
PO Box 43006
Providence, RI 02940-3006 USA
US residents: (888) 269 2377
If resident outside the US: +1 201 680 6825
email: shrelations@bnymellon.com
13. Any person to whom this Notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between him or her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in notes 2 and 3 above does not apply to Nominated Persons. The rights described in those notes can only be exercised by members of the Company.
14. Voting on the Resolution will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the General Meeting, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of the Resolution will be announced via a Regulatory Information Service and also placed on the Company's website.
15. Pursuant to section 319A of the 2006 Act, the Company must cause to be answered at the General Meeting any question relating to the business being dealt with at the General Meeting which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
16. In accordance with section 311A of the 2006 Act, the contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the General Meeting, the total voting rights members are entitled to exercise at the General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website.
17. As at 10 September 2014 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 1,719,017,230 Ordinary Shares, carrying one vote each. The Company does not hold any Ordinary Shares in treasury. Therefore, the total number of voting rights in the Company as at 10 September 2014 is 1,719,017,230.

18. As at 10 September 2014 (being the latest practicable date prior to the publication of this Notice), 21st Century Fox UK Nominees Limited, a subsidiary of 21st Century Fox, held 672,783,139 Ordinary Shares representing 39.14% of the Company's issued share capital. A voting agreement was entered into between the Company, BSkyB Holdco Inc., 21st Century Fox and 21st Century Fox UK Nominees Limited on 21 September 2005 under which 21st Century Fox UK Nominees Limited agreed to exercise voting rights at any general meeting of the Company in respect of no more than 37.19% of the total issued share capital of the Company.
19. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.