

# THE TAKEOVER PANEL

**THE WALT DISNEY COMPANY (“DISNEY”)**

**TWENTY-FIRST CENTURY FOX INC. (“21ST CENTURY FOX”)**

**SKY PLC (“SKY”)**

The Panel Executive notes the announcement earlier today by Disney of its definitive agreement to acquire 21st Century Fox, after a spin-off of certain businesses (the “Acquisition”). That announcement does not alter 21st Century Fox’s obligations under the Takeover Code with respect to its existing pre-conditional offer for Sky announced on 15 December 2016.

Separately, Disney has informed the Executive that it does not believe that completion of the Acquisition should trigger a mandatory bid obligation under Note 8 on Rule 9.1 of the Takeover Code (the “chain principle”) upon Disney as a result of 21st Century Fox’s stake of approximately 39% in Sky.

In accordance with its usual practice, the Executive will seek the views of the independent directors of Sky before reaching a determination on this issue.

A further announcement will be made in due course in relation to the chain principle.

14 December 2017