

THE TAKEOVER PANEL

THE WALT DISNEY COMPANY (“DISNEY”)

TWENTY-FIRST CENTURY FOX INC. (“FOX”)

SKY PLC (“SKY”)

On 12 April, in Panel Statement 2018/4, the Panel Executive announced that it had ruled that:

- (a) following completion of the acquisition by Disney of Fox (after a spin-off of certain businesses) (the “**Acquisition**”), Disney would, in the circumstances set out in Panel Statement 2018/4, be required to make a mandatory offer (the “**Chain Principle Offer**”) to the holders of ordinary shares in Sky pursuant to Note 8 on Rule 9.1 of the Takeover Code as a result of Fox’s stake of approximately 39% in Sky; and
- (b) the Chain Principle Offer would be required to be made at £10.75 for each ordinary share in Sky.

The Executive notes that, on 20 June, Disney signed an amended acquisition agreement with Fox under which Disney agreed to increase the consideration payable in connection with the Acquisition.

The Executive has received submissions from a number of parties expressing diverging views in relation to this matter, including from Disney, Fox and the independent directors of Sky. The Executive is considering what impact the 20 June increase should have on the consideration payable under the Chain Principle Offer and will make a further announcement in due course.

28 June 2018