vote at meetings of that body corporate of 40 per cent or more of the total number of votes which may be cast at such meetings;

"**Effective Date**" means the date that, having been signed by News, these undertakings are accepted by the Secretary of State, as described at 1.1 above;

"**EPG**" means Electronic Programme Guide;

"**Group of Interconnected Bodies Corporate**" has the meaning given in section 129(2) of the Act; references to a Group of Interconnected Bodies Corporate shall be to the Group of Interconnected Bodies Corporate as constituted from time to time;

"**Independent Director**" means a member of the Newco board of directors who:

- has not been an employee of Newco, News or any member of the same Group of Interconnected Bodies Corporate as News within the last five years;
- does not have, and has not had within the last three years of the date of their first election to the Newco board, a material business relationship with Newco or News either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship (Sky's independent directors shall not be excluded from this definition by virtue of having served on Sky's board);
- has not received and does not receive additional remuneration from Newco or News apart from a director's fee, does not participate in Newco's or News' share option or performance-related pay scheme, and is not a member of Newco's or News' pension scheme;
- does not have close family ties with any of Newco's or News' advisers, directors or senior employees;
- does not hold cross-directorships and does not have significant links with other directors through involvement in other companies or bodies;
- does not represent a significant Newco or News shareholder; and
- has not served on the board of Newco or News within nine years from the date of their first election;

"**Interest**" includes shares, an interest in shares and any other interest carrying an entitlement to vote at shareholders' meetings; and for this purpose "an interest in shares" includes an entitlement by a person other than the registered holder, to exercise any right conferred by the holding of these shares or an entitlement to Control the exercise of such right;

"**Key Sky News Editorial Staff**" means the head of Sky News, the executive editor of Sky News and the head of newsgathering of Sky News;

"**Material Transaction**" means any transaction that involves or could reasonably involve the payment or receipt by Newco or its subsidiaries of amounts of £5 million or more or such other limits agreed by Newco from time to time. For the avoidance of doubt any renewal of or material amendment to the Carriage Agreement and the Brand Licensing Agreement would be deemed to be a material transaction for the purposes of this definition;

"**Newco**" means the public limited company (including, where relevant, any wholly-owned subsidiary of such public limited company) into which the business of Sky News will be transferred and which will continue to operate that business, as described in section 2.1 above;

"**News**" means News Corporation;

"**OFT**" means the Office of Fair Trading;

"**Order**" means the Enterprise Act 2002 (Protection of Legitimate Interests) Order 2003;

"**Secretary of State**" means Secretary of State for Culture, Olympics, Media and Sport (except as context otherwise requires);

"**Sky**" means British Sky Broadcasting Group plc;

"**Sky News**" means the business of news gathering and production, and creating and offering (whether on a free to air or subscription basis) the broadcast news channels currently branded "Sky News" and "Sky News HD" and related services under the Sky News brand and/or news services provided to third parties, including the wholesale provision of news input to third party media enterprises. For the avoidance of doubt, "Sky Sports News" is a separate business which will remain under the sole control of Sky;

"**Subsidiary**" shall be construed in accordance with section 1159 of the Companies Act 2006 (as amended), unless otherwise stated; and

"**Transaction**" means the proposed acquisition by News of some or all of those shares in Sky that it does not already own.