

SUMMARY DIRECTORS' REPORT

Directors' report

A more detailed Directors' report is included in the Company's Annual Report which can be downloaded from the Company's corporate website at www.sky.com/corporate.

Dividends

The Directors recommend a final dividend for the year ended 30 June 2010 of 11.525 pence per ordinary share which, together with the interim dividend of 7.875 pence paid to shareholders on 20 April 2010, will make a total dividend for the year of 19.40 pence (2009: 17.6 pence). Subject to approval by shareholders at the Annual General Meeting (AGM), the final dividend will be paid on 12 November 2010 to shareholders appearing on the register at the close of business on 22 October 2010.

Interests in voting rights

Information provided to the Company pursuant to the UK Listing Authority's Disclosure and Transparency Rules (DTRs) is published on a Regulatory Information Service and on the Company's website. As at 28 July 2010, the Company had been notified under DTR5 of the following significant holdings of voting rights in its shares.

News UK Nominees Limited	39.14%
Capital Research and Management Company	5.02%
The Capital Group Companies, Inc	3.10%

Corporate governance

The Company is committed to maintaining high standards of corporate governance in its management of the affairs of the Group and when accounting to shareholders. The Company values its dialogue with both institutional and private investors. For the benefit of private investors, the Company produces this short form Annual Review which contains the information believed to be of most interest to them.

A more detailed corporate governance report is included in the Company's Annual Report which is available for download from the Company's corporate website at www.sky.com/corporate.

Charitable contributions and community and environmental activities

The Bigger Picture Review, which does not form part of the Annual Review, will be made available online in September 2010, and will provide further information on the Group's commitment to corporate responsibility, including community and environmental activities (see www.sky.com/biggerpicturereview2010). An overview of the Group's Bigger Picture approach, including community and environmental activities is also provided on pages 22 to 25.

Directors

The names and biographical details of the Directors of the Company are given on pages 38 and 39. At the Company's 2010 AGM, Jeremy Darroch, Andrew Griffith, James Murdoch and Daniel Rimer retire from the Board by rotation, and being eligible, offer themselves for reappointment. David DeVoe, Allan Leighton and Arthur Siskind are subject to annual reappointment in accordance with requirement A.7.2 of the Combined Code on Corporate Governance, as they have served as Non-Executive Directors for longer than nine years. David Evans will have served as a Non-Executive Director for nine years in September 2010 and will therefore be subject to annual reappointment from the Company's 2010 AGM.

The Directors' interests in the ordinary shares and options of the Company are disclosed within the Summary report on Directors' remuneration on pages 41 to 49.

Annual General Meeting

The notice convening the AGM, to be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on 22 October 2010 at 11.00am, is available for download from the Company's corporate website at www.sky.com/corporate.

By order of the Board

Dave Gormley

Company Secretary

28 July 2010